

SECURITIES AND EXCHANGE COMMISSION

FORM D

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.

Filing Date: **2013-01-11**
SEC Accession No. [0001551448-13-000002](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

AQR GRP EL 20 Offshore Fund Ltd.

CIK: [1551448](#) | IRS No.: **981052062** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-190072](#) | Film No.: **13525905**

Mailing Address

*C/O AQR CAPITAL
MANAGEMENT, LLC
2 GREENWICH PLAZA, 3RD
FLOOR
GREENWICH CT 06830*

Business Address

*C/O OGIER FIDUCIARY
SERVICES(CAYMAN)LTD.
89 NEXUS WAY
CAMANA BAY, GRAND
CAYMAN E9 KY1-9007
203-742-3600*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden	
hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001551448](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [AQR GRP EL 20 Offshore Fund Ltd.](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/
Organization [CAYMAN ISLANDS](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2012
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [AQR GRP EL 20 Offshore Fund Ltd.](#)
Street Address 1 [C/O OGIER FIDUCIARY SERVICES\(CAYMAN\)LTD.](#) Street Address 2 [89 NEXUS WAY](#)
City [CAMANA BAY, GRAND CAYMAN](#) State/Province/Country [CAYMAN ISLANDS](#) ZIP/Postal Code [KY1-9007](#) Phone No. of Issuer [203-742-3600](#)

3. Related Persons

Last Name	First Name	Middle Name
Andrade	Gregor	
Street Address 1 c/o AQR Capital Management, LLC	Street Address 2 2 Greenwich Plaza, 3rd Floor	
City Greenwich	State/Province/Country CONNECTICUT	ZIP/Postal Code 06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Gregor Andrade is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.](#)

Last Name	First Name	Middle Name
Asness	Bradley	
Street Address 1 c/o AQR Capital Management, LLC	Street Address 2 2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code

Greenwich

CONNECTICUT

06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Bradley Asness is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Asness	Clifford	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Clifford Asness is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Bolivar	Abdon	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Abdon Bolivar is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Collins	Jennifer	
Street Address 1	Street Address 2	
c/o Ogier Fiduciary Svcs. (Cayman) Ltd.	89 Nexus Way	
City	State/Province/Country	ZIP/Postal Code
Camana Bay, Grand Cayman	CAYMAN ISLANDS	KY1-9007

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Dunn	Jeffrey	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Jeffrey Dunn is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Friedman	Jacques	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Jacques Friedman is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Getson	Jeremy	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Jeremy Getson is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Hanig	Marco	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Marco Hanig is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Howard	John	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

John Howard is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Israel	Ronen	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code

Greenwich

CONNECTICUT

06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Ronen Israel is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Kabiller	David	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

David Kabiller is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Kurbanov	Oktay	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Oktay Kurbanov is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Liew	John	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

John Liew is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Mellas	Stephen	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Stephen Mellas is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
MacKay	Colin	
Street Address 1	Street Address 2	
c/o Ogier Fiduciary Svcs. (Cayman) Ltd.	89 Nexus Way	
City	State/Province/Country	ZIP/Postal Code
Camana Bay, Grand Cayman	CAYMAN ISLANDS	KY1-9007

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Nielsen	Lars	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Lars Nielsen is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.](#)

Last Name	First Name	Middle Name
Ooi	Yao Hua	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Yao Hua Ooi is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.](#)

Last Name	First Name	Middle Name
Pedersen	Lasse	
Street Address 1	Street Address 2	
c/o AQR Capital Management, LLC	2 Greenwich Plaza, 3rd Floor	
City	State/Province/Country	ZIP/Postal Code
Greenwich	CONNECTICUT	06830

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Lasse Pedersen is an Executive Officer of AQR Capital Management, LLC, the Investment Manager of the Issuer.](#)

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Hedge Fund
 - Private Equity Fund
 - Venture Capital Fund
 - Other Investment Fund
 - *Is the issuer registered as an investment company under the Investment Company Act of 1940?
 - Yes No
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input checked="" type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(6)
- Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
 - Section 3(c)(1) Section 3(c)(9)
 - Section 3(c)(2) Section 3(c)(10)
 - Section 3(c)(3) Section 3(c)(11)

- Section 3(c)(4) Section 3(c)(12)
 Section 3(c)(5) Section 3(c)(13)
 Section 3(c)(6) Section 3(c)(14)
 Section 3(c)(7)

7. Type of Filing

- New Notice Date of First Sale [2012-10-10](#) First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ [5,000,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply)		
Check "All States" or check individual States	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite
 Total Amount Sold \$ [150,000,000](#) USD

Total Remaining to be Sold \$ USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

[The investment manager \(or its affiliate\) is entitled to receive an annual management fee in an amount equal to a specified percentage of assets under management.](#)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act

of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
AQR GRP EL 20 Offshore Fund Ltd.	Bradley D. Asness	Bradley D. Asness	Authorized Person	2013-01-11

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.