

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-NT

Initial quarterly Form 13F notice report filed by institutional managers

Filing Date: **2004-08-12** | Period of Report: **2004-06-30**
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FILER

SANDLER OFFSHORE FUND INC

CIK: **1270056**

Type: **13F-NT** | Act: **34** | File No.: **028-10540** | Film No.: **04969640**

Mailing Address
71 ROAD TOWN
TORTOLA D8 10153

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

FORM 13F

FORM 13F Cover Page

Report for the Calendar Year or Quarter Ended June 30, 2004

Check here if Amendment: ; Amendment Number: _____

This Amendment (Check only one): is a restatement
 adds new holding entries.

Institutional Manager Filing this Report:

Name: Sandler Offshore Fund, Inc.

Address: Craigmuir Chambers
PO Box 71
Road Town, Tortola
British Virgin Islands

13F File Number: 28-10540

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Steven G. Warshavsky
Title: Director
Phone: (212) 754-8100

Signature, Place and Date of Signing:

/s/ Steven G. Warshavsky

New York, NY

August 12, 2004

[Signature]

[City, State]

[Date]

Report Type: (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report).
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting managers(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number

Name

28- 06285

Sandler Capital Management

71200.0131 #505305