The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 FORM D

Notice of Exempt Offering of Securities

OVAL
3235- 0076
/erage
4.00

1. Issuer's Identity			
CIK (Filer ID Number)	Previous Names	X None	Entity Type
0001357058			Corporation
Name of Issuer			X Limited Partnership
HAYMAN CAPITAL OFFSH	HORE		Limited Liability Company
PARTNERS L P			General Partnership
Jurisdiction of			Business Trust
Incorporation/Organizati	ion		Other (Specify)
CAYMAN ISLANDS			
Year of Incorporation/Or	ganization		
X Over Five Years Ago			
Within Last Five Year	s (Specify Year)		
Yet to Be Formed			
2. Principal Place of Busi	iness and Contact Informa	tion	
Name of Issuer			
HAYMAN CAPITAL OFFSH	HORE PARTNERS L P		
Street Address 1		Street Address 2	
2101 CEDAR SPRINGS RC	DAD	SUITE 1400	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
DALLAS	TEXAS	75201	214-347-8050
3. Related Persons			
Last Name	First Name		Middle Name
Kirkpatrick	Christopher		E
Street Address 1	Street Address 2	2	



2101Cedar Springs Road

ADD DAY ADDO

Suite 1400

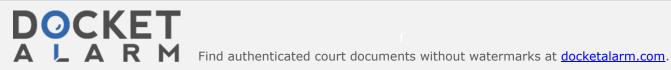
City State/Province/Country ZIP/PostalCode **TEXAS Dallas** 75201 Relationship: | Executive Officer | Director | Promoter Clarification of Response (if Necessary): Mr. Kirkpatrick is a director of Hayman Offshore Management, Inc. which serves as the general partner of the issuer. Last Name First Name Middle Name **Bass** Kyle Street Address 1 Street Address 2 2101 Cedar Springs Road **Suite 1400** State/Province/Country ZIP/PostalCode **Dallas TEXAS** 75201 Relationship: | Executive Officer | X | Director | Promoter Clarification of Response (if Necessary): Mr. Bass is a director of Hayman Offshore Management, Inc. which serves as the general partner of the issuer. First Name Middle Name Last Name **Keyes James** Street Address 1 Street Address 2 2101 Cedar Springs Road **Suite 1400** State/Province/Country ZIP/PostalCode City **Dallas** 75201 **TEXAS** Relationship: | Executive Officer | X | Director | Promoter Clarification of Response (if Necessary): Mr. Keyes is a director of Hayman Offshore Management, Inc. which serves as the general partner of the issuer. Middle Name Last Name First Name Morgan Jonathan Street Address 2 Street Address 1 2101 Cedar Springs Road **Suite 1400** City State/Province/Country ZIP/PostalCode **Dallas TEXAS** 75201 Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Mr. Morgan is a director of Hayman Offshore Management, Inc. which serves as the general partner of the issuer.



4. Industry Group		
Agriculture Banking & Financial Services Commercial Banking Insurance Investing Investment Banking X Pooled Investment Fund X 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 X 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
5. Issuer Size		
Revenue Range OR Aggregate Net Asset Value No Revenues No Aggregate Net Asset \$1 - \$1,000,000 \$1 - \$5,000,000 \$5,000,001 - \$5,000,000 \$5,000,001 - \$25,000,00 \$25,000,001 - \$100,000,000 \$50,000,001 - \$100,000 Over \$100,000,000 X Over \$100,000,000 Decline to Disclose Decline to Disclose Not Applicable Not Applicable	t Value 00 000	



6. Federal Exemption(s) and Exclusion(s)	Claimed (select all that apply)	
Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii) Rule 505 Rule 506(b) Rule 506(c) Securities Act Section 4(a)(5)	X Investment Company Act Section 3 Section 3(c)(1) Section 3 Section 3(c)(2) Section 3 Section 3(c)(3) Section 3 Section 3(c)(4) Section 3 Section 3(c)(5) Section 3 Section 3(c)(6) Section 3 X Section 3(c)(7)	3(c)(9) (c)(10) (c)(11) (c)(12) (c)(13)
7. Type of Filing		
New Notice Date of First Sale 2006-0 X Amendment 8. Duration of Offering	02-16 First Sale Yet to Occur	
Does the Issuer intend this offering to las 9. Type(s) of Securities Offered (select al		
Equity Debt Option, Warrant or Other Right to Acqui Security to be Acquired Upon Exercise o Acquire Security		Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities Other (describe)
10. Business Combination Transaction		
Is this offering being made in connection transaction, such as a merger, acquisition		Yes X No
Clarification of Response (if Necessary):		
11. Minimum Investment		
Minimum investment accepted from any	outside investor \$13,472 USD	
12. Sales Compensation		



Recipient	Recipient CRD Number X None	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number	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	Foreign/non-US	
13. Offering and Sales Amounts		
Total Amount Sold \$907,029,106 USD	X Indefinite X Indefinite	
Clarification of Response (if Necessary):		
14. Investors		
Select if securities in the offering have been or reaccredited investors, and enter the number of shave invested in the offering.		as ————
Regardless of whether securities in the offering do not qualify as accredited investors, enter the invested in the offering:		/e 139
15. Sales Commissions & Finder's Fees Expenses		
Provide separately the amounts of sales commissic expenditure is not known, provide an estimate and	• • • •	amount of an
Sales Commissions \$0 USD Est	timate	
Finders' Fees \$0 USD Est	timate	
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.



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