

Edgar Filing: Rhapsody Acquisition Corp. - Form SC 13G/A

Rhapsody Acquisition Corp.
Form SC 13G/A
February 05, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A
Under The Securities Exchange Act of 1934

(Amendment No. 1)

Rhapsody Acquisition Corp.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

762014108

(CUSIP Number)

December 27, 2007

(Date of Event Which Requires Filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

D.B. Zwirn & Co., L.P. 02-0597442

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 323,500 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER

323,500 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

323,500 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.13%

(12) TYPE OF REPORTING PERSON **

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

D.B. Zwirn Special Opportunities Fund, L.P. 73-1637217

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 130,321 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
130,321 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
130,321 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN
SHARES **
[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
2.07%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS I.R.S.
IDENTIFICATION NO. OF ABOVE PERSONS

D.B. Zwirn Special Opportunities Fund, Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 193,179 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
193,179 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
193,179 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN
SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.07%

(12) TYPE OF REPORTING PERSON **
CO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS I.R.S.
IDENTIFICATION NO. OF ABOVE PERSONS
DBZ GP, LLC 42-1657316

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER

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0
 SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER
 323,500 shares of Common Stock
 OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER
 0
 REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER
 323,500 shares of Common Stock

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 323,500 shares of Common Stock

 (10) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (9) EXCLUDES CERTAIN
 SHARES ** []

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 5.13%

 (12) TYPE OF REPORTING PERSON **
 OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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 (1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Zwirn Holdings, LLC 30-0080444

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
 (a) [X]
 (b) []

 (3) SEC USE ONLY

 (4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 NUMBER OF (5) SOLE VOTING POWER
 0
 SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER

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OWNED BY -----
 323,500 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
 0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER
 323,500 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 323,500 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (9) EXCLUDES CERTAIN
 SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 5.13%

(12) TYPE OF REPORTING PERSON **
 OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Daniel B. Zwirn

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]
 (b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER
 0

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER
 323,500 shares of Common Stock

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER

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0

REPORTING -----
PERSON WITH (8) SHARED DISPOSITIVE POWER
323,500 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
323,500 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN
SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.13%

(12) TYPE OF REPORTING PERSON **
IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on January 2, 2008 (as amended, the "Schedule 13G") with respect to the shares of Common Stock, par value \$0.0001 per share (the "Common Stock") of Rhapsody Acquisition Corp., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment is filed to correct the number of shares of Common Stock reported on the cover pages and amends and restates Item 4 in its entirety as set forth below.

Item 4. Ownership

(a) Amount Beneficially Owned

As of the date of this filing, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC, and Daniel B. Zwirn may each be deemed the beneficial owner of (i) 130,321 shares of Common Stock owned by D.B. Zwirn Opportunities Fund, L.P. and (ii) 193,179 shares of Common Stock owned by D.B. Zwirn Special Opportunities Fund, Ltd. (each entity referred to in (i) through (ii) is herein referred to as a "Fund" and, collectively, as the "Funds").

D.B. Zwirn & Co., L.P. is the manager of the Funds, and consequently has voting control and investment discretion over the shares of Common Stock held by the Funds. Daniel B. Zwirn is the managing member of and thereby controls Zwirn Holdings, LLC, which in turn is the managing member of and thereby controls DBZ GP, LLC, which in turn is the general partner of and thereby controls D.B. Zwirn & Co., L.P. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn

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disclaims beneficial ownership of the shares of Common Stock held by the Funds.

(b) Percent of Class

Based upon the Issuer's Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2007 filed on November 14, 2007, the total number of outstanding shares of Common Stock as of November 13, 2007 was 6,300,000. Therefore, (i) D.B. Zwirn Special Opportunities Fund, L.P. owns approximately 2.07% of the outstanding shares of Common Stock, (ii) D.B. Zwirn Special Opportunities Fund, Ltd. owns approximately 3.07% of the outstanding shares of Common Stock and (iii) each of D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn may be deemed to beneficially own approximately 5.13% of the outstanding shares of Common Stock. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 4(a)

(ii) Shared power to vote or to direct the vote

See Item 4(a)

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(iii) Sole power to dispose or to direct the disposition of

See Item 4(a)

(iv) Shared power to dispose or to direct the disposition of

See Item 4(a)

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 5, 2008

D.B. ZWIRN SPECIAL OPPORTUNITIES
FUND, LTD.

By: D.B. Zwirn & Co., L.P.

By: DBZ GP, LLC,
its General Partner

By: Zwirn Holdings, LLC,
its Managing Member

D.B. ZWIRN & CO., L.P.

D.B. ZWIRN SPECIAL OPPORTUNITIES
FUND, L.P.

By: D.B. Zwirn & Co., L.P.

By: DBZ GP, LLC,
its General Partner

By: Zwirn Holdings, LLC,
its Managing Member

ZWIRN HOLDINGS, LLC

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By: DBZ GP, LLC,
its General Partner
By: Zwirn Holdings, LLC,
its Managing Member

DBZ GP, LLC
By: Zwirn Holdings, LLC,
its Managing Member

By: /s/ Lawrence D. Cutler

Name: Lawrence D. Cutler
Title: Authorized Signatory

/s/ Lawrence D. Cutler

LAWRENCE D. CUTLER, as Attorney-in-
Fact for Daniel B. Zwirn

The Power of Attorney dated as of November 7, 2007 executed by Daniel B. Zwirn, authorizing Lawrence D. Cutler to sign and file this Schedule 13G/A on Daniel B. Zwirn's behalf, which was filed with the Schedule 13G filed with the Securities and Exchange Commission on November 19, 2007 by such Reporting Persons with respect to the common stock of Oracle Healthcare Acquisition Corp., is hereby incorporated by reference.