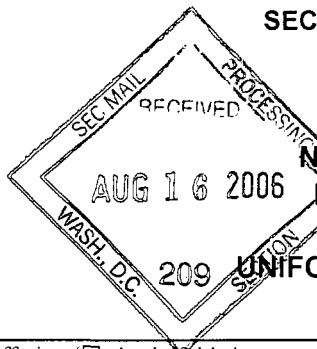


**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
per response: 16.00

**FORM D**

**NOTICE OF SALE OF S
PURSUANT TO REGUL
SECTION 4(6), AND
UNIFORM LIMITED OFFERING EXEMPTION**

**06044855****SEC USE ONLY**

Serial

DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)**Goldman Sachs HFS Strategic BRIC Fund, LLC: Units of Limited Liability Company Interests**Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☐ New Filing ☒ Amendment**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)**Goldman Sachs HFS Strategic BRIC Fund, LLC**

Address of Executive Offices (Number and Street, City, State, Zip Code)

c/o Goldman Sachs Hedge Fund Strategies LLC, 701 Mount Lucas Road, Princeton, New Jersey 08540

Telephone Number (including Area Code)

(609) 497-5500

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

To operate as a private investment fund.**PROCESSED****AUG 17 2006**

Type of Business Organization

☐ corporation☐ limited partnership, already formed☒ other (please specify):☐ business trust☐ limited partnership, to be formed

Limited Liability Company

**THOMSON
FINANCIAL**

Actual or Estimated Date of Incorporation or Organization:

Month

0 5

Year

0 6

☒ Actual☐ Estimated

Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service abbreviation for
State: CN for Canada; FN for other foreign jurisdiction)**D E****GENERAL INSTRUCTIONS****Federal:***Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fee:* There is no federal filing fee.**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION**Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.**

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (7-00)

RT

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- * Each promoter of the issuer, if the issuer has been organized within the past five years;
- * Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- * Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- * Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Goldman Sachs Hedge Fund Strategies LLC (the Issuer's Managing Member)

Business or Residence Address (Number and Street, City, State, Zip Code)

701 Mount Lucas Road, Princeton, New Jersey 08540Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Marciano Financial Holdings II, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

144 South Beverly Drive, Suite 600, Beverly Hills, California 90212Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

The GJS Trust dated 8/22/02

Business or Residence Address (Number and Street, City, State, Zip Code)

8260 Camino Santa Fe, San Diego, California 92121-3255Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

N. Malone Mitchell III & Amy E. Mitchell Community Property

Business or Residence Address (Number and Street, City, State, Zip Code)

26 Citadel, Amarillo, Texas 79124Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director* ☐ General and/or Managing Partner
*of the Issuer's Managing Member

Full Name (Last name first, if individual)

Clark, Kent A.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Goldman Sachs Hedge Fund Strategies LLC, 32 Old Slip, 9th Floor, New York, New York 10004Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director* ☐ General and/or Managing Partner
*of the Issuer's Managing Member

Full Name (Last name first, if individual)

Lawson, Hugh J.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Goldman Sachs Hedge Fund Strategies LLC, 32 Old Slip, 9th Floor, New York, New York 10004Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director* ☐ General and/or Managing Partner
*of the Issuer's Managing Member

Full Name (Last name first, if individual)

Levy, Tobin V.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Goldman Sachs Hedge Fund Strategies LLC, 701 Mount Lucas Road, Princeton, New Jersey 08540

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ☐ No ☒
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 1,000,000*

***The Managing Member of the Issuer, in its sole discretion, may accept subscriptions in lesser amounts.**

3. Does the offering permit joint ownership of a single unit?..... Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Goldman, Sachs & Co.

Business or Residence Address (Number and Street, City, State, Zip Code)

85 Broad Street, New York, New York 10004

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity (Shares).....	\$ <u>0</u>	\$ <u>0</u>
☐ Common ☐ Preferred		
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify: Units of Limited Liability Company Interests).....	\$ <u>20,875,000</u>	\$ <u>20,875,000</u>
Total	\$ <u>20,875,000</u>	\$ <u>20,875,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>18</u>	\$ <u>20,875,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	\$ <u>N/A</u>

- 4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	☐	\$ <u>0</u>
Printing and Engraving Costs	☐	\$ <u>0</u>
Legal Fees	☒	\$ <u>42,408</u>
Accounting Fees.....	☐	\$ <u>0</u>
Engineering Fees.....	☐	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	☐	\$ <u>0</u>
Other Expenses (identify).....	☐	\$ <u>0</u>
Total	☒	\$ <u>42,408</u>