

QUANTUM INDUSTRIAL PARTNERS LDC ET AL
Form SC 13D/A
March 04, 2010
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 29)*

Under the Securities Exchange Act of 1934

BLUEFLY, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

096227301

(CUSIP Number)

Stephen M. Vine, Esq.

Akin, Gump, Strauss, Hauer & Feld, L.L.P.

One Bryant Park

New York, New York 10036

(212) 872-1000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 3, 2010

(Date of Event which Requires Filing)

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of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule §240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

Continued on following page(s)

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Exhibit Index: Page 11

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CUSIP No. 096227301

1 Names of Reporting Persons

Quantum Industrial Partners LDC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

Not applicable.

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

Number of	7	Sole Voting Power
Shares		5,972,283
Beneficially	8	Shared Voting Power
Owned By		0
Each	9	Sole Dispositive Power
Reporting		5,972,283
Person	10	Shared Dispositive Power
With		0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,972,283

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

24.2%

14 Type of Reporting Person (See Instructions)

OO, IV

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CUSIP No. 096227301

1 Names of Reporting Persons

QIH Management Investor, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

Not applicable.

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of	7	Sole Voting Power
Shares		5,972,283
Beneficially	8	Shared Voting Power
Owned By		0
Each	9	Sole Dispositive Power
Reporting		5,972,283
Person	10	Shared Dispositive Power
With		0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,972,283

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

24.2%

14 Type of Reporting Person (See Instructions)

PN, IA

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CUSIP No. 096227301

1 Names of Reporting Persons

QIH Management LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

Not applicable.

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of	7	Sole Voting Power
Shares		5,972,283
Beneficially	8	Shared Voting Power
Owned By		0
Each	9	Sole Dispositive Power
Reporting		5,972,283
Person	10	Shared Dispositive Power
With		0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,972,283

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

24.2%

14 Type of Reporting Person (See Instructions)

OO

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CUSIP No. 096227301

1 Names of Reporting Persons

Soros Fund Management LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

Not applicable.

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of	7	Sole Voting Power
Shares		5,972,283
Beneficially	8	Shared Voting Power
Owned By		0
Each	9	Sole Dispositive Power
Reporting		5,972,283
Person	10	Shared Dispositive Power
With		0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,972,283

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

24.2%

14 Type of Reporting Person (See Instructions)

OO, IA

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CUSIP No. 096227301

1 Names of Reporting Persons

SFM Domestic Investments LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3 SEC Use Only

4 Source of Funds (See Instructions)

Not applicable.

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of	7	Sole Voting Power
Shares		195,341
Beneficially	8	Shared Voting Power
Owned By		0
Each	9	Sole Dispositive Power
Reporting		195,341
Person	10	Shared Dispositive Power
With		0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

195,341

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented By Amount in Row (11)

0.8%

14 Type of Reporting Person (See Instructions)

OO

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CUSIP No. 096227301

1 Names of Reporting Persons

George Soros (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a.

b.

3

eriod covered by this report and are subject to change thereafter. The Prudential Insurance Company of America 751 Broad Str