

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

Rhapsody Acquisition Corp.  
Form SC 13G  
January 02, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G  
Under The Securities Exchange Act of 1934

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

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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 318,500 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
318,500 shares of Common Stock

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
318,500 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)  
5.06%

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(12) TYPE OF REPORTING PERSON \*\*  
PN

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\*\* 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 128,221 shares of Common Stock

-----

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 0

-----

PERSON WITH (8) SHARED DISPOSITIVE POWER

128,221 shares of Common Stock

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

128,221 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)

2.04%

-----

(12) TYPE OF REPORTING PERSON \*\*

PN

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\*\* 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

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-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands, British West Indies  
-----  
NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES -----  
BENEFICIALLY (6) SHARED VOTING POWER  
190,279 shares of Common Stock  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
190,279 shares of Common Stock  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
190,279 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)  
3.02%  
-----  
(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  
-----

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NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 318,500 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
318,500 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
318,500 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)  
5.06%

(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  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER

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OWNED BY -----  
 318,500 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER  
 0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
 318,500 shares of Common Stock

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON  
 318,500 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)  
 5.06%

-----

(12) TYPE OF REPORTING PERSON \*\*  
 OO

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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  
 318,500 shares of Common Stock

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER

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0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
318,500 shares of Common Stock

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
318,500 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)  
5.06%

-----

(12) TYPE OF REPORTING PERSON \*\*  
IN

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1.

(a) Name of Issuer

Rhapsody Acquisition Corp. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

10 East 53rd Street  
New York, New York 10022

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

D.B. Zwirn & Co, L.P.  
745 Fifth Avenue, 18th Floor  
New York, NY 10151  
Citizenship: Delaware

D.B. Zwirn Special Opportunities Fund, L.P. c/o D.B. Zwirn & Co.,  
L.P. 745 Fifth Avenue, 18th Floor  
New York, NY 10151  
Citizenship: Delaware

D.B. Zwirn Special Opportunities Fund, Ltd. c/o Goldman Sachs  
(Cayman) Trust, Limited  
P.O. Box 896 George Town  
Harbour Centre, 2nd Floor

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Grand Cayman, Cayman Islands  
British West Indies  
Citizenship: Cayman Islands, British West Indies

DBZ GP, LLC  
c/o D.B. Zwirn & Co., L.P.  
745 Fifth Avenue, 18th Floor  
New York, NY 10151  
Citizenship: Delaware

Zwirn Holdings, LLC  
c/o D.B. Zwirn & Co., L.P.  
745 Fifth Avenue, 18th Floor  
New York, NY 10151  
Citizenship: Delaware

Daniel B. Zwirn  
c/o D.B. Zwirn & Co., L.P.  
745 Fifth Avenue, 18th Floor  
New York, NY 10151  
Citizenship: United States

(d) Title of Class of Securities

Common Stock, par value \$0.0001 per share ("Common Stock")

(e) CUSIP Number

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment

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company under Section 3(c)(14) of the Investment Company Act of 1940  
(15 U.S.C. 80a-3);

(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

### 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) 128,221 shares of Common Stock owned by D.B. Zwirn Opportunities Fund, L.P. and (ii) 190,279 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 Fund. 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 disclaims beneficial ownership of the shares of Common Stock held by the Funds.

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#### (b) Percent of Class

Based upon the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007, the total number of outstanding shares of Common Stock as of November 15, 2007 was 6,300,000. Therefore, (i) D.B. Zwirn Special Opportunities Fund, L.P. owns approximately 2.04% of the outstanding shares of Common Stock, (ii) D.B. Zwirn Special Opportunities Fund, Ltd. owns approximately 3.02% 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 5.06% 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)

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

See Item 4(a)

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

See Item 4(a)

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the

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securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of January 2, 2008, by and among D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd., D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn.

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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.

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Dated: January 2, 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 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

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

By: DBZ GP, LLC,  
its General Partner

By: Zwirn Holdings, LLC,  
its Managing Member

ZWIRN HOLDINGS, LLC

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 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.

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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the common stock of Energy Infrastructure Acquisition Corp. is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities

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named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 2, 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.  
By: DBZ GP, LLC,  
    its General Partner  
By: Zwirn Holdings, LLC,  
    its Managing Member

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

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

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