

QUANTA CAPITAL HOLDINGS LTD  
Form SC 13D  
November 13, 2007

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

-----  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_)\*

QUANTA CAPITAL HOLDINGS LIMITED

-----  
(Name of Issuer)

Common Stock, \$0.01 par value per share

-----  
(Title of Class of Securities)

G7313F106

-----  
(CUSIP Number)

Brad Huntington  
Brevan Howard P&C Partners Limited  
12 Bermudiana Road  
3rd Floor  
Hamilton, HMAX  
Bermuda  
+14412929774

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 2, 2007

-----  
(Date of Event which Requires Filing of this Statement)

If the filing Persons has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this statement because of ss.ss.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 ss.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 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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SCHEDULE 13G

CUSIP No.: G7313F106

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BREVAN HOWARD P&C PARTNERS LIMITED

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[ ]

6. Citizenship or Place of Organization

BERMUDA

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	None
	8. Shared Voting Power	4,493,045
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	4,493,045

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,493,045

12. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

|\_ |

13. Percent of Class Represented by Amount in Row (9)

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6.41% based on 70,107,240 shares outstanding as of August 1, 2007.

14. Type of Reporting Person:

PN

SCHEDULE 13G

CUSIP No.: G7313F106

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

ARMOUR GROUP HOLDINGS LIMITED

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check 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 Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	None
	8. Shared Voting Power	4,493,045
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	4,493,045

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,493,045

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12. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (9)

6.41% based on 70,107,240 shares outstanding as of August 1, 2007.

14. Type of Reporting Person:

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SCHEDULE 13G

CUSIP No.: G7313F106

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BREVAN HOWARD P&C MASTER FUND LIMITED

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check 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 Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	None
	8. Shared Voting Power	4,493,045

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9. Sole Dispositive Power None  
.....
10. Shared Dispositive Power 4,493,045  
.....
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,493,045  
.....
12. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  
  
.....
13. Percent of Class Represented by Amount in Row (9)  
6.41% based on 70,107,240 shares outstanding as of August 1, 2007.  
.....
14. Type of Reporting Person:  
OO

SCHEDULE 13G

CUSIP No.: G7313F106

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- .....
1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
BRAD HUNTINGTON  
.....
2. Check the Appropriate Box if a Member of a Group  
  
(a)   
  
(b)   
.....
3. SEC Use Only  
.....
4. Source of Funds (See Instructions)  
  
WC  
.....
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  
  
  
.....
6. Citizenship or Place of Organization  
  
CANADA

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Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power	None
	8.	Shared Voting Power	4,493,045
	9.	Sole Dispositive Power	None
	10.	Shared Dispositive Power	4,493,045
.....			
11.	Aggregate Amount Beneficially Owned by Each Reporting Person		
	4,493,045		
.....			
12.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
	_		
.....			
13.	Percent of Class Represented by Amount in Row (9)		
	6.41% based on 70,107,240 shares outstanding as of August 1, 2007.		
.....			
14.	Type of Reporting Person:		
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This Statement on Schedule 13D relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of Quanta Capital Holdings Limited, a Bermuda corporation (the "Company"):

Item 1. Security and Issuer

This Statement relates to the Shares. The address of the principal executive office of the Issuer is Cumberland House, 1 Victoria Street, Hamilton, Bermuda, HM 11.

Item 2. Identity and Background

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Brevan Howard P&C Partners Limited ("BH P&C Partners");
- ii) Armour Group Holdings Limited ("Armour");
- iii) Brevan Howard P&C Master Fund Limited ("P&C Master Fund");
- iv) Brad Huntington ("Mr. Huntington").

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This Statement relates to Shares (as defined herein) held for the account of Armour, a Cayman Islands exempted company.

### The Reporting Persons

BH P&C Partners is a Bermudan limited liability company and its principal office is located at 12 Bermudiana Road, 3rd Floor, Hamilton, HMAX, Bermuda. The principal business of BH P&C Partners is management of the investment activities of each of Armour, P&C Master Fund, Brevan Howard P&C Fund Limited and Brevan Howard P&C Fund, L.P. BH P&C Partners serves as investment manager to Armour, and in such capacity, BH P&C Partners may be deemed to have voting and dispositive power over, the Shares held for such accounts. Mr. Huntington is the Director of BH P&C Partners.

The principal occupation of Mr. Huntington, a Canadian citizen, is the direction of the activities of BH P&C Partners Limited, which is carried out in his capacity as Director of BH P&C Partners Limited at BH P&C Partners' principal office address.

During the past five years, none of the Reporting Persons and, to the best of the Reporting Persons' knowledge, no other person identified in response to this Item 2 has been (a) convicted in a criminal proceeding or (b) a party to any civil proceeding as a result of which it has been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The Shares covered by this Schedule 13D were purchased by the Reporting Persons between August 31, 2007 and November 8, 2007 for approximately \$12,250,360. The source of funds for the purchases was cash available for investment held by the Reporting Persons.

### Item 4. Purpose of Transaction

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All of the Shares reported herein were acquired for investment purposes. The Reporting Persons review on a continuing basis the investment in the Issuer. Based on such review and depending on the price and availability of the Issuer's securities, the Reporting Persons may acquire, or cause to be acquired, additional securities of the Issuer or derivatives or other instruments related thereto, in the open market or otherwise, dispose of, or cause to be disposed, such securities, derivatives or instruments, in the open market or otherwise, at any time, or formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of the Fund, the Issuer's business, financial condition and operating results, general market and industry conditions or other factors.

As part of the ongoing evaluation of this investment and investment alternatives, the Reporting Persons may consider transactions of the type described in subparagraphs (a) through (j) of Item 4 of the Instructions to Schedule 13D and, subject to applicable law, may formulate a plan with respect to such matters. In addition, from time to time, the reporting persons may hold discussions with or make formal proposals to management or the board of directors of the Issuer, other stockholders of the Issuer or other third parties regarding such matters.

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### Item 5. Interest in Securities of the Issuer

According to information filed by the Issuer with the Securities and Exchange Commission, the number of Shares outstanding was 70,107,240 as of August 1, 2007.

(a) Each of BH P&C Partners, Armour, P&C Master Fund and Mr. Huntington may be deemed the beneficial owner of 4,493,045 Shares (approximately 6.41% of the total number of Shares outstanding).

(b) (i) BH P&C Partners may be deemed to have shared power to direct the voting and disposition of the 4,493,045 Shares that they may be deemed to beneficially own as set forth above.

(ii) Mr. Huntington, Armour and P&C Master Fund may be deemed to have shared power to direct the voting and disposition of the 4,493,045 Shares that BH P&C Partners may be deemed to beneficially own as set forth above.

(c) Except for the transactions listed on Annex A hereto, all of which were effected in the open market in routine brokerage transactions, there have been no transactions with respect to the Shares since August 31, 2007 by any of the Reporting Persons.

(d) Not applicable.

(e) Not applicable.

### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into a Joint Filing Agreement attached hereto as Exhibit A, with respect to the joint filing of the Schedule 13D and any amendment or amendments thereto.

The Reporting Persons may from time to time enter into and unwind cash settled equity swaps, exchange traded or "over-the-counter" puts and calls, warrants, forward purchase or sale transactions, future transactions, cap

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transactions, floor transactions, collar transactions, or other options or derivative or risk management transactions with respect to the Shares. The return on such contracts may be wholly or partially dependent on the market value of the Shares, the relative value of the Shares in comparison to one or more other financial instruments, indexes, securities, baskets or groups of securities in which Shares may be included, currencies, commodities, bonds, equity securities, loans, interest rates, catastrophe events, weather-related events, credit-related events or conditions or any index or other similar transaction (including any option with respect to any of these transactions) or any combination of these transactions with one or more counterparties.

From time to time, to the extent permitted by applicable law, each of the Reporting Persons may borrow securities, including Shares, for the purpose of effecting, and may effect, short sale transactions, and may purchase securities for the purpose of closing out short sale positions in such securities.



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From time to time, each of the Reporting Persons may lend portfolio securities to brokers, banks and other financial institutions. These loans typically obligate the borrower to return the securities, or an equal amount of securities of the same class, to the lender and typically provide that the borrower is entitled to exercise voting rights and to retain dividends during the term of the loan.

Item 7. Material to be filed as Exhibits.

The Exhibit Index is incorporated herein by reference.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 13, 2007

BREVAN HOWARD P&C PARTNERS LIMITED

By:

/s/ Brad Huntington  
-----

Name: Brad Huntington  
Title: Director

Date: November 13, 2007

ARMOUR GROUP HOLDINGS LIMITED

By:

/s/ Brad Huntington  
-----

Name: Brad Huntington  
Title: Director

Date: November 13, 2007

BREVAN HOWARD P&C MASTER FUND LIMITED

By:

/s/ Brad Huntington  
-----

Name: Brad Huntington  
Title: Director

Date: November 13, 2007

BRAD HUNTINGTON

By:

/s/ Brad Huntington  
-----

Name: Brad Huntington

## ANNEX A

RECENT TRANSACTIONS IN THE SECURITIES OF  
QUANTA CAPITAL HOLDINGS LIMITED

A. Transactions for the account of Brevan Howard P&C Partners Limited, Armour Group Holdings Limited, Brevan Howard P&C Master Fund Limited and Brad Huntington in the past 60 days:

Date of Transaction	Nature of Transaction	Number of Shares	Price per
08/31/2007	PURCHASE	2,794,745	
09/17/2007	PURCHASE	41,200	
09/19/2007	PURCHASE	53,500	
09/25/2007	PURCHASE	31,000	
09/27/2007	PURCHASE	200,000	
09/28/2007	PURCHASE	62,000	
10/01/2007	PURCHASE	4,000	
10/02/2007	PURCHASE	113,100	
10/03/2007	PURCHASE	10,000	
10/04/2007	PURCHASE	50,000	
10/05/2007	PURCHASE	36,000	
10/16/2007	PURCHASE	17,500	
10/18/2007	PURCHASE	10,000	
10/25/2007	PURCHASE	20,000	
10/30/2007	PURCHASE	15,000	
10/31/2007	PURCHASE	15,000	
11/01/2007	PURCHASE	25,000	
11/02/2007	PURCHASE	735,000	
11/05/2007	PURCHASE	10,000	
11/07/2007	PURCHASE	30,000	
11/08/2007	PURCHASE	220,000	

EXHIBIT INDEX

Ex.	Page No.
---	-----
A	12
Joint Filing Agreement, dated November 13, 2007 by and among Brevan Howard P&C Partners Limited, Armour Group Holdings Limited, Brevan Howard P&C Master Fund Limited and Brad Huntington.....	

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock of Quanta Capital Holdings Limited dated as of November 13, 2007 is, and any amendments thereto (including amendments on Schedule 13G) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: November 13, 2007

BREVAN HOWARD P&C PARTNERS LIMITED

By:

/s/ Brad Huntington

-----  
 Name: Brad Huntington  
 Title: Director

Date: November 13, 2007

ARMOUR GROUP HOLDINGS LIMITED

By:

/s/ Brad Huntington

-----  
 Name: Brad Huntington  
 Title: Director

Date: November 13, 2007

BREVAN HOWARD P&C MASTER FUND LIMITED

By:

/s/ Brad Huntington

-----  
 Name: Brad Huntington  
 Title: Director

Date: November 13, 2007

BRAD HUNTINGTON

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By:

/s/ Brad Huntington

-----  
Name: Brad Huntington