

IRSA INVESTMENTS & REPRESENTATIONS INC
Form SC 13D/A
October 15, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN
STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 10)*

IRSA INVERSIONES Y REPRESENTACIONES SOCIEDAD ANÓNIMA

(Name of Issuer)

Common Stock, Par Value 1.00 Peso per Share

(Title of Class of Securities)

450047204

(CUSIP Number)

Saúl Zang

Juan Manuel Quintana

Carolina Zang

María de los Ángeles del Prado

Estudio Zang, Bergel y Viñes

Florida 537, 18th Floor

Buenos Aires, Argentina

+54(11) 4322-0033

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

October 8, 2008

(Date of Event which Requires Filing 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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 13d-7 for other parties to who 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).

SCHEDULE 13D

CUSIP No. 450047204

Page 2 of 16 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Eduardo S. Elsztain

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Argentina

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY

87,197

OWNED BY

8. SHARED VOTING POWER

EACH

REPORTING

289,367,202

9. SOLE DISPOSITIVE POWER

PERSON

WITH

87,197

10. SHARED DISPOSITIVE POWER

293,792,641

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

293,792,641

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.77%

14. TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 450047204

Page 3 of 16 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

IFIS Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY

0

OWNED BY

8. SHARED VOTING POWER

EACH

REPORTING

289,367,202

9. SOLE DISPOSITIVE POWER

PERSON

WITH

0

10. SHARED DISPOSITIVE POWER

293,792,641

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

293,792,641

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.77%

14. TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 450047204

Page 4 of 16 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Inversiones Financieras del Sur S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Uruguay

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY

0

OWNED BY

8. SHARED VOTING POWER

EACH

REPORTING

289,367,202

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PERSON

WITH

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CO

SCHEDULE 13D

CUSIP No. 450047204

Page 5 of 16 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cresud Sociedad Anónima Comercial Inmobiliaria

Financiera y Agropecuaria

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Argentina

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY

0

OWNED BY

8. SHARED VOTING POWER

EACH

REPORTING

289,367,202

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PERSON

WITH

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CO

CUSIP No. 450047204

Page 6 of 16 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dolphin Fund PLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Isle of Man

7. SOLE VOTING POWER

NUMBER OF

4,425,439

SHARES

8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10. SHARED DISPOSITIVE POWER

WITH

293,792,641

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CO

CUSIP No. 450047204

Page 7 of 16 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Consultores Venture Capital Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - 00

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

7. SOLE VOTING POWER

NUMBER OF

0

SHARES

8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

289,367,202

EACH

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

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WITH

293,792,641

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50.77%

14. TYPE OF REPORTING PERSON

CO

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Agrology S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Argentina

7. SOLE VOTING POWER

NUMBER OF

0

SHARES

8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

289,367,202

EACH

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10. SHARED DISPOSITIVE POWER

WITH

293,792,641

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CO

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Page 9 of 16 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Consultores Assets Management S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - 00

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

Argentina

7. SOLE VOTING POWER

NUMBER OF

0

SHARES

8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

289,367,202

EACH

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

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WITH

293,792,641

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.77%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 450047204

Page 10 of 16 Pages

1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Consultores Venture Capital Uruguay S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC - 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Uruguay

7. SOLE VOTING POWER

NUMBER OF

0

SHARES

8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

289,367,202

EACH

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10. SHARED DISPOSITIVE POWER

WITH

293,792,641

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

293,792,641

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.77%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 450047204

Page 11 of 16 Pages

STATEMENT PURSUANT TO RULE 13d-1 OF THE
GENERAL RULES AND REGULATIONS UNDER THE
SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED

AMENDMENT No. 10 TO SCHEDULE 13D

This Amendment No. 10 Schedule 13D (Amendment No. 10) amends and restates Items 3, 4 and 5 of the Schedule 13D filed by IRSA with the SEC (the Schedule 13D), as amended and restated from time to time. Capitalized terms used in this Amendment No. 10 but not defined herein have the meaning given to such terms in the Schedule 13D, as amended and restated from time to time.

Item 3. Source and Amount of Funds or Other Consideration

As of October 8, 2008, the IRSA common shares beneficially owned by the Reporting Persons consisted of 293,792,641 shares, representing 50.77% of IRSA's outstanding share capital.

The funds used to purchase the IRSA common shares were derived from (i) Cresud's capital increase, (ii) working capital and (iii) short term borrowings.

Item 4. Purpose of Transaction

Since September 20, 2008, the Reporting Persons increased their beneficial ownership of IRSA common shares by acquiring shares representing an additional 2.82% (net of sales of common shares since such date) of IRSA's outstanding share capital. Such increase was the net result of purchases (net of sales in the open market) of the equivalent of 16,331,160 IRSA common shares acquired in the open market.

Except as described above, neither the Reporting Persons nor, to their knowledge, any person named in Schedule A previously filed, has any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

These transactions were effected from September 20, 2008 to October 8, 2008 (the Transaction Period).

Item 5. Interests in Securities of the Issuer

(a) As of October 8, 2008, the Reporting Persons beneficially owned 293,792,641 common shares of IRSA, representing 50.77% of its outstanding share capital.

The following is a description of the Reporting Persons' beneficial ownership of IRSA's outstanding stock as of October 8, 2008:

| Shareholder | Number of Shares Currently Owned | % of Currently Outstanding Shares |
|-------------------------------|-------------------------------------|--------------------------------------|
| Reporting Persons | 293,792,641 | 50.77% |
| Total IRSA Outstanding Shares | 578,676,460 | |

- (i) Elsztain is the Chairman of the Board of Directors of IFIS, IFISA, Cresud, Dolphin, CAM, CVC Uruguay and CVC Cayman, except for Agrology a company 97% of Cresud. Elsztain is the beneficial owner of 36.46% of IFIS, including: (a) 15.97% owned directly, (b) 9.07% owned indirectly through CVC Uruguay, (c) 9.44% owned indirectly through Dolphin and (d) 1.97% owned indirectly through CVC Cayman. Elsztain owns 85.0% of CAM which owns 100% of CVC Uruguay which in turn owns 100% of CVC Cayman. On March 11, 2008, Elsztain signed an Irrevocable Proxy with Baldwin Enterprises Inc. (Baldwin) in which he agreed to cause CVC Cayman, in its capacity as the investment manager of Dolphin, to relinquish voting rights only with respect to any common shares of IFIS, IFISA, IRSA and Cresud owned by Dolphin in favor of the independent directors of Dolphin. Thus, Elsztain by virtue of his position and voting power may be deemed to have voting power equal to 26.36% of IFIS' voting rights.

- (ii) IFIS is the direct owner of 100% of the common shares of IFISA.

 - (iii) IFISA directly owns 0.26% of IRSA's outstanding stock and 33.41% of Cresud's shares on a fully diluted basis.

 - (iv) Cresud directly owns the equivalent of 265,240,613 common shares of IRSA, which amounts to 45.84% of IRSA's outstanding stock.

 - (v) Dolphin Fund directly owns 0.76% of IRSA's outstanding stock.

 - (vi) CVC Cayman serves as the Investment Manager of Dolphin Fund Plc and IFIS and does not own IRSA common shares.

 - (vii) CAM directly owns 0.11% of IRSA's outstanding stock.

 - (viii) Agrolgy directly owns 3.78% of IRSA's outstanding stock.
- Set forth below is a diagram of the Reporting Persons' beneficial ownership of IRSA's outstanding stock as of October 8, 2008:

Given the foregoing, the Reporting Persons may be deemed to be the beneficial owners of 293,792,641 common shares, representing 50.77% of the issued and outstanding common shares of IRSA, as of October 8, 2008.

- (b) Item 5(a) is incorporated herein by reference.
- (c) Transactions by the Reporting Persons or other persons named in Schedule A previously filed in IRSA common shares that were effected during the transaction period are listed on Annex I, which is incorporated herein by reference.
- (d)-(e) Not applicable.

Transactions by the Reporting Persons or persons named in Schedule A previously filed in Shares**that were effected during the Transaction Period**

Annex 1

Cresud s transactions in IRSA GDR

| Tran Type | Trade Date | Quantity (Units) | Price per Unit | Place |
|------------------|-------------------|-------------------------|-----------------------|--------------|
| Buy | 9/22/2008 | 5,600 | \$ 7.8952 | NYSE |
| Buy | 9/23/2008 | 10,000 | \$ 7.9992 | NYSE |
| Buy | 9/24/2008 | 4,100 | \$ 7.9256 | NYSE |
| Buy | 9/26/2008 | 500,000 | \$ 7.9999 | NYSE |
| Buy | 9/26/2008 | 19,927 | \$ 7.7467 | NYSE |
| Buy | 9/29/2008 | 17,640 | \$ 7.4532 | NYSE |
| Buy | 10/2/2008 | 33,500 | \$ 6.9996 | NYSE |
| Buy | 10/3/2008 | 4,650 | \$ 7.0258 | NYSE |
| Buy | 10/6/2008 | 89,200 | \$ 6.3502 | NYSE |
| Buy | 10/7/2008 | 200,000 | \$ 6.2997 | NYSE |
| Buy | 10/7/2008 | 48,240 | \$ 6.2423 | NYSE |
| Buy | 10/8/2008 | 625,020 | \$ 6.1500 | NYSE |
| Buy | 10/8/2008 | 75,239 | \$ 6.1223 | NYSE |

Alejandro Elsztain s transactions in IRSA s common shares

| Tran Type | Trade Date | Quantity (Units) | Price per Unit | Place |
|------------------|-------------------|-------------------------|-----------------------|-----------------------------|
| Buy | 10/6/2008 | 3,182 | ARS 2.0800 | Buenos Aires Stock Exchange |
| Buy | 10/7/2008 | 44,418 | ARS 2.0900 | Buenos Aires Stock Exchange |

Gabriel Blasi s transactions in IRSA GDR

| Tran Type | Trade Date | Quantity (Units) | Price per Unit | Place |
|------------------|-------------------|-------------------------|-----------------------|--------------|
| Buy | 10/8/2008 | 2,000 | \$ 6.3100 | NYSE |

Jorge Cruces s transactions in IRSA s common shares

| Tran Type | Trade Date | Quantity (Units) | Price per Unit | Place |
|------------------|-------------------|-------------------------|-----------------------|-----------------------------|
| Buy | 10/7/2008 | 31,994 | ARS 2.0600 | Buenos Aires Stock Exchange |
| Buy | 10/8/2008 | 1,857 | ARS 2.0400 | Buenos Aires Stock Exchange |
| Buy | 10/8/2008 | 25,000 | ARS 2.0200 | Buenos Aires Stock Exchange |

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this Statement on Schedule 13D is true, complete and correct.

DATED: October 8, 2008

Eduardo S. Elsztain

By: /S/ Eduardo S. Elsztain
Name: Eduardo S. Elsztain

Consultores Assets Management S.A.

By: /S/ Eduardo S. Elsztain
Name: Eduardo S. Elsztain
Title: Chairman of the Board

IFIS Limited

By: /S/ Eduardo S. Elsztain
Name: Eduardo S. Elsztain
Title: Chairman of the Board

Consultores Venture Capital Limited

By: /S/ Eduardo S. Elsztain
Name: Eduardo S. Elsztain
Title: Chairman of the Board

Inversiones Financieras del Sur S.A.

By: /S/ Eduardo S. Elsztain
Name: Eduardo S. Elsztain
Title: Chairman of the Board

Cresud Sociedad Anónima Comercial,

Inmobiliaria, Financiera y Agropecuaria

By: /S/ Eduardo S. Elsztain
Name: Eduardo S. Elsztain
Title: Chairman of the Board

By: /S/ Saúl Zang
Name: Saúl Zang
Title: Attorney at Law

Dolphin Fund PLC

By: /S/ Eduardo S. Elsztain
Name: Eduardo S. Elsztain
Title: Chairman of the Board

Agrology S.A.

By: /S/ Alejandro G. Elsztain
Name: Alejandro G. Elsztain
Title: Chairman of the Board

Consultores Venture Capital Uruguay

By: /S/ Eduardo S. Elsztain
Name: Eduardo S. Elsztain
Title: Chairman of the Board