

Soros Fund Management LLC  
Form 13F Information Table  
Quarter ended December 31, 2008

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ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (IN THOUSANDS)	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION			VOTING AUTHORITY			
					SH/ PRN	PUT/ CALL	SOLE	SHARED- DEFINED	SHARED- OTHER	OTHER MNGRS**	SOLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
AT&T INC	COM	00206R102	\$570	20,000	SH		X			1	X
AGERE SYS INC	SB NT CV 6.5%09	00845VAA8	\$80,195	80,801,000	PRN		X			1	X
ALLOS THERAPEUTICS INC	COM	019777101	\$3,741	611,353	SH				X	1	X
AMDOCS LTD	SR NT CV 0.5% 24	02342TAD1	\$16,309	16,391,000	PRN		X			1	X
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	\$12,394	1,098,731	SH		X			1	X
ARCH COAL INC	COM	039380100	\$78,672	4,829,486	SH		X			1	X
AUDIOCODES LTD	SR NT CV 2%24	050732AB2	\$67,074	70,051,000	PRN		X			1	X
AVNET INC	SR DEB CV 34	053807AL7	\$15,910	16,000,000	PRN		X			1	X
BEST BUY INC	COM	086516101	\$267,209	9,505,828	SH		X			1	X
BIGBAND NETWORKS INC	COM	089750509	\$147	26,650	SH		X			1	X
BLUEFLY INC	COM	096227301	\$3,509	4,860,115	SH		X			1	X
BRINKS HOME SEC HLDGS INC	COM	109699108	\$25,132	1,146,542	SH		X			1	X
CBL & ASSOC PPTYS INC	COM	124830100	\$831	127,837	SH		X			1	X

CME GROUP INC	COM	12572Q105	\$1,665	8,000	SH	X			1	X
CA INC	COM	12673P105	\$2,535	136,804	SH	X			1	X
CADENCE DESIGN SYSTEM INC	COM	127387108	\$1,464	400,000	SH	X			1	X
CIENA CORP	COM NEW	171779309	\$134	20,000	SH	X			1	X
CIRRUS LOGIC INC	COM	172755100	\$2,966	1,106,666	SH	X			1	X

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						SHARED- SOLE	SHARED- OTHER	OTHER MNGRS**	SOLE	SHARED	NONE	
<S> CITI TRENDS INC	<C> COM	<C> 17306X102	<C> \$13,523	<C> 918,671	<C> SH	<C> X	<C>	<C>	<C>	<C>	<C>	<C>
CLEAN ENERGY FUELS CORP	COM	184499101	\$340	56,306	SH	X			1	X		
CONOCOPHILLIPS	COM	20825C104	\$177,330	3,423,350	SH	X			1	X		
CONSOL ENERGY INC	COM	20854P109	\$34,502	1,207,193	SH	X			1	X		
CYMER INC	SUB NT CV 3.5%09	232572AE7	\$30,455	30,498,000	PRN	X			1	X		
DELTA AIR LINES INC DEL	COM NEW	247361702	\$5,713	498,500	SH	X			1	X		
DESARROLLADORA HOMEX S A DE CV	SPONSORED ADR	25030W100	\$63,072	2,762,680	SH	X			1	X		

DIGIRAD CORP	COM	253827109	\$275	473,652	SH	X		1	X
DIGITAL RIV INC	SR NT CV 1.25%24	25388BAB0	\$109,985	109,985,000	PRN	X		1	X
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	\$927	65,500	SH	X		1	X
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	\$877	65,500	SH	X		1	X
DONNELLEY R R & SONS CO	COM	257867101	\$68,084	5,013,525	SH	X		1	X
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	\$3,761	231,475	SH	X		1	X
E M C CORP MASS	COM	268648102	\$513	49,000	SH	X		1	X
EMULEX CORP	COM NEW	292475209	\$2,601	372,666	SH	X		1	X
FIDELITY NATL INFORMATION SVCS	COM	31620M106	\$2,447	150,391	SH	X		1	X
FLEXTRONICS INTL LTD	SUB NT CV 1%10	33938EAL1	\$34,952	40,407,000	PRN	X		1	X

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						SHARED- SOLE	SHARED- OTHER	OTHER MNGRS**	SOLE	SHARED	NONE
GENWORTH FINL INC	COM CL A	37247D106	\$359	127,000	SH	X			1	X	

GOLDMAN SACHS GROUP INC	COM	38141G104	\$1,519	18,000	SH		X	1	X
GOOGLE INC	CL A	38259P508	\$13,506	43,900	SH		X	1	X
HARMONIC INC	COM	413160102	\$112	20,000	SH		X	1	X
HEINZ H J CO	COM	423074103	\$24,440	650,000	SH		X	1	X
HESS CORP	COM	42809H107	\$218,733	4,077,802	SH		X	1	X
HEWLETT PACKARD CO	COM	428236103	\$3,629	100,000	SH	PUT	X	1	X
HOLOGIC INC	COM	436440101	\$26,316	2,013,500	SH		X	1	X
HOME DEPOT INC	COM	437076102	\$23,849	1,036,000	SH		X	1	X
HUNT J B TRANS SVCS INC	COM	445658107	\$2,010	76,500	SH		X	1	X
INFORMATICA CORP	SR NT CV 3%26	45666QAB8	\$14,805	15,765,000	PRN		X	1	X
INTERNET BRANDS INC	COM CLASS A	460608102	\$1,846	317,258	SH		X	1	X
JETBLUE AWYS CORP	COM	477143101	\$23,992	3,379,177	SH		X	1	X
KINROSS GOLD CORP	COM NO PAR	496902404	\$184	10,000	SH		X	1	X
LSI CORPORATION	SUB CV NT 4%10	502161AJ1	\$181,316	192,250,000	PRN		X	1	X
LATTICE SEMICONDUCTOR CORP	COM	518415104	\$13,087	8,666,666	SH		X	1	X
LENDER PROCESSING SVCS INC	COM	52602E102	\$2,640	89,630	SH		X	1	X

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					SH/ PRN	PUT/ CALL	SHARED- SOLE	SHARED- OTHER	OTHER MNGRS**	SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
LINEAR TECHNOLOGY CORP	SR CV 3.125%27	535678AD8	\$171,942	186,893,000	PRN		X			1		X
LORILLARD INC	COM	544147101	\$2,426	43,055	SH		X			1		X
LOWES COS INC	COM	548661107	\$23,650	1,099,000	SH		X			1		X
MACROVISION CORP	SR NT CV2.625%11	555904AB7	\$84,958	110,249,000	PRN		X			1		X
MACROVISION SOLUTIONS CORP	COM	55611C108	\$2	171	SH		X			1		X
MACYS INC	COM	55616P104	\$5,910	571,000	SH		X			1		X
MAP PHARMACEUTICALS INC	COM	56509R108	\$28,452	4,076,169	SH			X		1		X
MASTERCARD INC	CL A	57636Q104	\$1,001	7,000	SH		X			1		X
MCDATA CORP	SB NT CV 2.25%10	580031AD4	\$84,897	92,911,000	PRN		X			1		X
MECHEL OAO	SPONSORED ADR	583840103	\$11,182	2,795,500	SH		X			1		X
MERCURY COMPUTER SYS	COM	589378108	\$6,027	955,172	SH		X			1		X
MERCURY COMPUTER SYS	SR NT CV 2%24	589378AB4	\$118,342	119,688,000	PRN		X			1		X
MERRILL LYNCH & CO INC	COM	590188108	\$269,759	23,175,146	SH		X			1		X

MICROSOFT CORP	COM	594918104	\$3,520	181,050	SH		X		1	X
MYLAN INC	COM	628530107	\$99	10,000	SH		X		1	X
NII HLDGS INC	CL B NEW	62913F201	\$2,182	120,000	SH		X		1	X
OMNICOM GROUP INC	LYON ZERO 31	681919AK2	\$95,645	96,000,000	SH		X		1	X

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						SOLE	SHARED- DEFINED	SHARED- OTHER	OTHER MNGRS**	SOLE	SHARED
<S> PAETEC HOLDING CORP	<C> COM	<C> 695459107	<C> \$72	<C> 50,000	<C> SH	<C> X	<C>	<C>	<C> 1	<C> X	<C>
PETROLEO BRASILEIRO SA PETROBR	SPONSORED ADR	71654V408	\$901,206	36,798,937	SH		X			1	X
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	\$18,368	750,000	SH	CALL	X			1	X
POTASH CORP SASK INC	COM	73755L107	\$433,936	5,926,466	SH		X			1	X
PROSHARES TR	PSHS ULTSHT FINL	74347R628	\$7,262	70,500	SH		X			1	X
PROSHARES TR	PSHS ULSHRUS2000	74347R834	\$333	5,250	SH		X			1	X
RF MICRODEVICES INC	SB NT CV 1.5%10	749941AE0	\$155,808	188,288,000	PRN		X			1	X
RF MICRODEVICES INC	SUB NT CV0.75%12	749941AG5	\$88,599	169,567,000	PRN		X			1	X

RF MICRODEVICES INC	SUB NT CV 1%14	749941AJ9	\$7,757	22,815,000	PRN	X		1	X
RED HAT INC	SR DEB CV 0.5%24	756577AB8	\$85,284	85,335,000	PRN	X		1	X
REPLIDYNE INC	COM	76028W107	\$1,384	1,487,808	SH		X	1	X
SPDR GOLD TRUST	GOLD SHS	78463V107	\$303	3,500	SH	X		1	X
SCHLUMBERGER LTD	COM	806857108	\$72,174	1,705,028	SH	X		1	X
SKYWORKS SOLUTIONS INC	NOTE 1.250% 3/0	83088MAF9	\$16,489	17,648,000	PRN	X		1	X
SOLERA HOLDINGS INC	COM	83421A104	\$600	24,900	SH	X		1	X
SPRINT NEXTEL CORP	COM SER 1	852061100	\$146	80,000	SH	X		1	X
SYMANTEC CORP	COM	871503108	\$2,163	160,000	SH	X		1	X

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						SHARED- SOLE	SHARED- OTHER	OTHER MNGRS**	SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SYMMETRICOM INC	CONT SB NT CV 25	871543AB0	\$37,086	46,410,000	SH	X			1	X	
TW TELECOM INC	COM	87311L104	\$127	15,000	SH	X			1	X	
TECH DATA CORP	SR DB CV 2.75%26	878237AE6	\$56,740	75,123,000	PRN	X			1	X	

TERADATA CORP DEL	COM	88076W103	\$2,187	147,500	SH	X	1	X
TEXAS INSTRS INC	COM	882508104	\$1,979	127,500	SH	X	1	X
TIME WARNER CABLE INC	CL A	88732J108	\$294	13,695	SH	X	1	X
UNIBANCO-UNIAO DE BANCOS BRASL	ADR	90458E107	\$4,992	77,250	SH	X	1	X
UNION PAC CORP	COM	907818108	\$81,774	1,710,763	SH	X	1	X
VERIZON COMMUNICATIONS INC	COM	92343V104	\$339	10,000	SH	X	1	X
WAL MART STORES INC	COM	931142103	\$26,348	470,000	SH	X	1	X
WIND RIVER SYSTEMS INC	COM	973149107	\$1,505	166,666	SH	X	1	X
YAHOO INC	COM	984332106	\$1,596	130,800	SH	X	1	X
AMDOCS LTD	ORD	G02602103	\$1,738	95,000	SH	X	1	X
COVIDIEN LTD	COM	G2552X108	\$3,044	84,000	SH	X	1	X
GREENLIGHT CAPITAL RE LTD	CLASS A	G4095J109	\$130	10,000	SH	X	1	X
RADWARE LTD	ORD	M81873107	\$249	46,265	SH	X	1	X
GLOBAL SHIP LEASE INC NEW	SHS A	Y27183105	\$10,725	3,750,000	SH	X	1	X

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						SHARED- SOLE DEFINED	SHARED- OTHER	OTHER MNGRS**	SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
GLOBAL SHIP LEASE INC NEW	*W EXP 08/24/2010	Y27183113	\$638	3,750,000	SH	X			1	X	
Total Fair Market Value (in thousands)			\$4,615,526								

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The following investment managers that are required to file a report pursuant to Section 13 (f) of the Securities and Exchange Act of 1934 ("Section 13 (f)") exercise investment discretion with respect to certain securities held in accounts for which Soros Fund Management LLC ("SFM LLC") acts as principal investment manager, and certain limited partnerships in which such accounts are directly or indirectly partners, and such managers will report such positions on their reports:

028-06437	Atlantic Investment Management, Inc.
028-05875	Blavin & Company, Inc.
028-12212	Discovery Capital Management, LLC
028-11106	EAC Management LP
028-11486	Horseman Capital Management Ltd.
028-12186	Lloyd George Management (BVI) Ltd.
028-06256	Martin Currie Investment Management Ltd.
028-10804	RR Partners LP
028-05395	Select Equity Group, Inc.
028-05369	Sirios Capital Management, L.P.

\*\* Certain securities reported herein are managed by investment managers that are not required to file a report pursuant to Section 13(f). The inclusion of such securities herein shall not be deemed an admission that George Soros or SFM LLC has investment discretion or voting authority over such securities.