

Edgar Filing: SCHULMAN A INC - Form SC 13D/A

SCHULMAN A INC  
Form SC 13D/A  
August 13, 2007

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

SCHEDULE 13D  
(Rule 13d-101)  
(Amendment No. 17)

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

A. Schulman, Inc.  
-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share  
-----  
(Title of Class of Securities)

808194104  
-----  
(CUSIP Number)

Mr. James A. Mitarotonda  
c/o Barington Companies Equity Partners, L.P.  
888 Seventh Avenue, 17th Floor  
New York, NY 10019  
(212) 974-5700  
-----

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

August 8, 2007  
-----  
(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), 13d-1(f), or 13d-1(g), check the following box: .

(Continued on following pages)

(Page 1 of 30 Pages)

SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Barington Companies Equity Partners, L.P.

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

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER  
677,381

8) SHARED VOTING POWER  
none

9) SOLE DISPOSITIVE POWER  
677,381

10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

677,381

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

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

2.49%

14) TYPE OF REPORTING PERSON

PN

SCHEDULE 13D



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CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Barington Investments, L.P.  
-----

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
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3) SEC USE ONLY  
-----

4) SOURCE OF FUNDS WC  
-----

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7) SOLE VOTING POWER  
477,313  
-----

8) SHARED VOTING POWER  
none  
-----

9) SOLE DISPOSITIVE POWER  
477,313  
-----

10) SHARED DISPOSITIVE POWER  
none  
-----

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

477,313  
-----

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

-----

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

1.75%  
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14) TYPE OF REPORTING PERSON

PN  
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SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Barington Companies Offshore Fund, Ltd.  
-----

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
-----

3) SEC USE ONLY  
-----

4) SOURCE OF FUNDS WC  
-----

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
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6) CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands  
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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7) SOLE VOTING POWER  
1,183,160  
-----

8) SHARED VOTING POWER  
none  
-----

9) SOLE DISPOSITIVE POWER  
1,183,160  
-----

10) SHARED DISPOSITIVE POWER  
none  
-----

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,183,160  
-----

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

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

4.34%  
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14) TYPE OF REPORTING PERSON

CO  
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SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

RJG Capital Partners, L.P.  
-----

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
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3) SEC USE ONLY  
-----

4) SOURCE OF FUNDS WC  
-----

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7) SOLE VOTING POWER  
15,000  
-----

8) SHARED VOTING POWER  
none  
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9) SOLE DISPOSITIVE POWER  
15,000  
-----

10) SHARED DISPOSITIVE POWER  
none  
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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,000  
-----

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

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

0.06%  
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14) TYPE OF REPORTING PERSON



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SCHEDULE 13D

CUSIP No. 808194104

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

Ronald J. Gross

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

3) SEC USE ONLY

4) SOURCE OF FUNDS 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

United States

7) SOLE VOTING POWER  
NUMBER OF SHARES 15,000

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON none

9) SOLE DISPOSITIVE POWER  
PERSON 15,000

10) SHARED DISPOSITIVE POWER  
WITH none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,000

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

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

0.06%

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14) TYPE OF REPORTING PERSON

IN  
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SCHEDULE 13D

CUSIP No. 808194104  
-----

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

D.B. Zwirn Special Opportunities Fund, L.P.  
-----

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
-----

3) SEC USE ONLY  
-----

4) SOURCE OF FUNDS WC  
-----

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  
-----

7) SOLE VOTING POWER  
NUMBER OF SHARES 16,573  
-----

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH none  
-----

9) SOLE DISPOSITIVE POWER  
REPORTING PERSON 16,573  
-----

10) SHARED DISPOSITIVE POWER  
WITH none  
-----

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,573  
-----

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

\_

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
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0.06%

-----  
14) TYPE OF REPORTING PERSON

PN  
-----

SCHEDULE 13D

CUSIP No. 808194104  
-----

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

D.B. Zwirn Special Opportunities Fund, Ltd.  
-----

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

-----  
3) SEC USE ONLY

-----  
4) SOURCE OF FUNDS WC

-----  
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 73,423

BENEFICIALLY 8) SHARED VOTING POWER  
OWNED BY none

EACH 9) SOLE DISPOSITIVE POWER  
REPORTING 73,423  
PERSON

WITH 10) SHARED DISPOSITIVE POWER  
none

-----  
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,423  
-----

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

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

0.27%

14) TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 808194104

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

HCM/Z Special Opportunities LLC

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

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7) SOLE VOTING POWER  
29,412

8) SHARED VOTING POWER  
none

9) SOLE DISPOSITIVE POWER  
29,412

10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,412

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







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119,408

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.44%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 808194104

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

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

3) SEC USE ONLY

4) SOURCE OF FUNDS 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  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 119,408
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 119,408
	10) SHARED DISPOSITIVE POWER none

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-----  
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,408  
-----

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

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

0.44%  
-----

14) TYPE OF REPORTING PERSON

OO  
-----

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON

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

Daniel B. Zwirn  
-----

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

-----  
3) SEC USE ONLY

-----  
4) SOURCE OF FUNDS

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

United States  
-----

NUMBER OF  
SHARES

7) SOLE VOTING POWER  
119,408  
-----

BENEFICIALLY  
OWNED BY  
EACH

8) SHARED VOTING POWER  
none  
-----

REPORTING  
PERSON

9) SOLE DISPOSITIVE POWER  
119,408  
-----

WITH

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10) SHARED DISPOSITIVE POWER  
none

-----  
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,408  
-----

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

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

0.44%  
-----

14) TYPE OF REPORTING PERSON

IN  
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Page 21 of 30 Pages

This Amendment No. 17 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 6, 2005, as amended by that certain Amendment No. 1 filed with the SEC on July 1, 2005, that certain Amendment No. 2 filed with the SEC on August 3, 2005, that certain Amendment No. 3 filed with the SEC on August 25, 2005, that certain Amendment No. 4 filed with the SEC on September 8, 2005, that certain Amendment No. 5 filed with the SEC on September 13, 2005, that certain Amendment No. 6 filed with the SEC on September 28, 2005, that certain Amendment No. 7 filed with the SEC on October 11, 2005, that certain Amendment No. 8 filed with the SEC on October 25, 2006, that certain Amendment No. 9 filed with the SEC on May 30, 2006, that certain Amendment No. 10 filed with the SEC on June 1, 2006, that certain Amendment No. 11 filed with the SEC on September 28, 2006, that certain Amendment No. 12 filed with the SEC on October 10, 2006, that certain Amendment No. 13 filed with the SEC on October 12, 2006, that certain Amendment No. 14 filed with the SEC on October 26, 2006, that certain Amendment No. 15 filed with the SEC on November 7, 2006 and that certain Amendment No. 16 filed with the SEC on April 4, 2007 (together, the "Statement"), by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, par value \$1.00 per share (the "Common Stock"), of A. Schulman, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 3550 West Market Street, Akron, Ohio 44333.

Item 2. Identity and Background.

The second paragraph of Item 2(a) - (c) of the Statement is hereby amended and restated as follows:

As of August 10, 2007, the Reporting Entities are the beneficial owners of, in the aggregate, 2,476,762 shares of Common Stock, representing approximately 9.09% of the shares of Common Stock presently outstanding.

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

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows: Since the filing of the Statement, Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Offshore Fund, Ltd., RJG Capital Partners, L.P., D.B. Zwirn Special Opportunities Fund,

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L.P. and D.B. Zwirn Special Opportunities Fund, Ltd. purchased an aggregate of 406,650 shares of Common Stock. The amount of funds expended for such purchase was approximately \$2,125,053.63 by Barington Companies Equity Partners, L.P., \$1,712,482.76 by Barington Investments, L.P., \$4,787,818.96 by Barington Companies Offshore Fund, Ltd., \$50,190.00 by RJG Capital Partners, L.P., \$46,732.87 by D.B. Zwirn Special Opportunities Fund, L.P. and \$68,158.88 by D.B. Zwirn Special Opportunities Fund, Ltd.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) of the Statement are hereby amended and restated as follows:

(a) As of August 10, 2007, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 677,381 shares of Common Stock, representing approximately 2.49% of

Page 22 of 30 Pages

the shares of Common Stock presently outstanding based upon the 27,257,619 shares of Common Stock reported by the Company to be issued and outstanding as of June 22, 2007 in its Form 10-Q filed with the Securities and Exchange Commission on June 29, 2007 (the "Issued and Outstanding Shares").

As of August 10, 2007, Barington Investments, L.P. beneficially owns 477,313 shares of Common Stock, representing approximately 1.75% of the Issued and Outstanding Shares. As of August 10, 2007, Barington Companies Offshore Fund, Ltd. beneficially owns 1,183,160 shares of Common Stock, representing approximately 4.34% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 677,381 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 2.49% of the Issued and Outstanding Shares. As the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 477,313 shares of Common Stock beneficially owned by Barington Investments, L.P., representing approximately 1.75% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the 1,183,160 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 4.34% of the Issued and Outstanding Shares. As the majority member of Barington Companies Investors, LLC, Barington Companies Advisors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 677,381 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 477,313 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 1,183,160 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 2,337,854 shares, representing approximately 8.58% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 677,381 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 477,313 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 1,183,160 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 2,337,854 shares of Common Stock, representing approximately 8.58% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., James A. Mitarotonda may be deemed to beneficially own the 677,381 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 477,313

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shares of Common Stock beneficially owned by Barington Investments, L.P. and the 1,183,160 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 2,337,854 shares of Common Stock. Mr. Mitarotonda, who is a director of the Company, also beneficially owns 2,000 shares of restricted Common Stock granted to him under the Company's 2002 Equity Incentive Plan and 2,500 shares of restricted Common Stock granted to him under the Company's 2006 Equity Incentive Plan. As a result, Mr. Mitarotonda may be deemed to beneficially own an aggregate of 2,342,354 shares of Common Stock, representing approximately 8.59% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 677,381 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 477,313 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 1,183,160 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims

Page 23 of 30 Pages

beneficial ownership of any such shares except to the extent of his pecuniary interest therein. Mr. Mitarotonda has sole voting and dispositive power with respect to the 4,500 shares of restricted Common Stock beneficially owned by him.

As of August 10, 2007, RJG Capital Partners, L.P. beneficially owns 15,000 shares of Common Stock, representing approximately 0.06% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 15,000 shares owned by RJG Capital Partners, L.P., representing approximately 0.06% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Ronald J. Gross may be deemed to beneficially own the 15,000 shares owned by RJG Capital Partners, L.P., representing approximately 0.06% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 15,000 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of August 10, 2007, D.B. Zwirn Special Opportunities Fund, L.P. beneficially owns 16,573 shares of Common Stock, representing approximately 0.06% of the Issued and Outstanding Shares. As of August 10, 2007, each of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC beneficially own 73,423 shares and 29,412 shares of Common Stock, respectively, representing approximately 0.27% and 0.11%, respectively, of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 29,412 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 119,408 shares, representing approximately 0.44% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 29,412

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shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 119,408 shares, representing approximately 0.44% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 29,412 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 119,408 shares, representing approximately 0.44% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 16,573 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 73,423 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 29,412 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 119,408

Page 24 of 30 Pages

shares, representing approximately 0.44% of the Issued and Outstanding Shares. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a).

Each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

(c) Information concerning all transactions in shares of Common Stock effected by the Reporting Persons since the filing of the Statement are described in the Schedule attached hereto and incorporated herein by reference.

Page 25 of 30 Pages

### SIGNATURES

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



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Dated: August 10, 2007

BARINGTON COMPANIES EQUITY PARTNERS,  
L.P.  
By: Barington Companies Investors, LLC,  
its general partner

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC,  
its general partner

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda  
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Name: James A. Mitarotonda  
Title: Managing Member

Page 26 of 30 Pages

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda  
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Name: James A. Mitarotonda  
Title: President

BARINGTON OFFSHORE ADVISORS II, LLC

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general

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partner

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: President and CEO

/s/ James A. Mitarotonda

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James A. Mitarotonda

RJG CAPITAL PARTNERS, L.P.

By: RJG Capital Management, LLC, its  
general partner

By: /s/ Ronald J. Gross

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Name: Ronald J. Gross  
Title: Managing Member

Page 27 of 30 Pages

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

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Name: Ronald J. Gross  
Title: Managing Member

/s/ Ronald J. Gross

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Ronald J. Gross

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND,  
L.P.

By: D.B. Zwirn Partners, LLC, its  
general partner

By: Zwirn Holdings, LLC, its managing  
member

By: /s/ Daniel B. Zwirn

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Name: Daniel B. Zwirn  
Title: Managing Member

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D.B. ZWIRN SPECIAL OPPORTUNITIES FUND,  
LTD.  
By: D.B. Zwirn & Co., L.P., its manager  
By: DBZ GP, LLC, its general partner  
By: Zwirn Holdings, LLC, its managing  
member

By: /s/ Daniel B. Zwirn  
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Name: Daniel B. Zwirn  
Title: Managing Member

HCM/Z SPECIAL OPPORTUNITIES LLC  
By: D.B. Zwirn & Co., L.P., its manager  
By: DBZ GP, LLC, its general partner  
By: Zwirn Holdings, LLC, its managin  
member

By: /s/ Daniel B. Zwirn  
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Name: Daniel B. Zwirn  
Title: Managing Member

Page 28 of 30 Pages

D.B. ZWIRN & CO., L.P.  
By: DBZ GP, LLC, its general partner  
By: Zwirn Holdings, LLC, its managing  
member

By: /s/ Daniel B. Zwirn  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

DBZ GP, LLC  
By: Zwirn Holdings, LLC, its managing  
member

By: /s/ Daniel B. Zwirn  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

/s/ Daniel B. Zwirn

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Daniel B. Zwirn

Page 29 of 30 Pages

SCHEDULE

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in open market transactions through a broker.

Shares purchased by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
----	-----	-----	-----
4/11/2007	14,821	\$21.972	\$325,647.01
4/12/2007	4,169	\$22.000	\$ 91,718.00
5/1/2007	5,804	\$22.830	\$132,505.32
7/26/2007	19,867	\$22.841	\$453,782.15
7/27/2007	13,368	\$22.860	\$305,592.48
8/8/2007	12,588	\$21.095	\$265,543.86
8/9/2007	27,846	\$19.761	\$550,264.81

Shares purchased by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
----	-----	-----	-----
4/11/2007	5,391	\$21.972	\$118,451.05
4/12/2007	3,262	\$22.000	\$ 71,764.00
5/1/2007	3,752	\$22.830	\$ 85,658.16
7/26/2007	7,830	\$22.841	\$178,845.03
7/27/2007	6,530	\$22.860	\$149,275.80
8/2/2007	7,351	\$22.751	\$167,242.60
8/3/2007	8,229	\$22.337	\$183,811.17
8/6/2007	6,422	\$21.572	\$138,535.38
8/8/2007	10,210	\$21.095	\$215,379.95
8/9/2007	20,420	\$19.761	\$403,519.62

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
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4/11/2007	2,745	\$21.972	\$ 60,313.14
4/12/2007	6,459	\$22.000	\$ 142,098.00
5/1/2007	6,371	\$22.830	\$ 145,449.93
7/26/2007	20,583	\$22.841	\$ 470,136.30
7/27/2007	20,368	\$22.860	\$ 465,612.48
8/2/2007	28,649	\$22.751	\$ 651,793.40
8/3/2007	32,071	\$22.337	\$ 716,369.93
8/6/2007	25,028	\$21.572	\$ 539,904.02
8/8/2007	27,202	\$21.095	\$ 573,826.19
8/9/2007	51,734	\$19.761	\$1,022,315.57

Page 30 of 30 Pages

Shares purchased by RJG Capital Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
----	-----	-----	-----
8/9/2007	2,500	\$20.076	\$50,190.00

Shares purchased by D.B. Zwirn Special Opportunities Fund, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
----	-----	-----	-----
4/11/2007	338	\$21.972	\$ 7,426.54
4/12/2007	204	\$22.000	\$ 4,488.00
5/1/2007	230	\$22.830	\$ 5,250.90
7/26/2007	706	\$22.841	\$16,125.75
7/27/2007	588	\$22.860	\$13,441.68

Shares purchased by D.B. Zwirn Special Opportunities Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
----	-----	-----	-----
4/11/2007	505	\$21.972	\$11,095.86
4/12/2007	306	\$22.000	\$ 6,732.00
5/1/2007	343	\$22.830	\$ 7,830.69
7/26/2007	1,014	\$22.841	\$23,160.77
7/27/2007	846	\$22.860	\$19,339.56

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(\*) Excludes commissions and other execution-related costs.