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LUIKART JAMES L Form 3/A May 02, 2012

FORM 3

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

OMB Number:

3235-0104

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

response...

Estimated average burden hours per

OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

LUIKART JAMES L

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

05/02/2012

Edgen Group Inc. [EDG]

C/O JEFFERIES CAPITAL

PARTNERS, Â 520 MADISON

AVE. 10TH FLOOR

(Street)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

04/26/2012

(Check all applicable)

X Director Officer

__X__ 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10022

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: Direct (D) or Indirect

(I) (Instr. 5) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Price of

4.

5. Conversion Ownership or Exercise Form of

Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title Exercisable Date

Amount or Number of Derivative Security: Security Direct (D)

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				Shares		or Indirect (I) (Instr. 5)	
Class B Common Stock and Membership Units (1)	(2)(3)	(2)(3)	Shares of Class A Common Stock, par value \$.0001 per share	24,343,138	\$ (2) (3)	I	By Edgen Murray II, L.P. and Bourland & Leverich Holdings LLC

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LUIKART JAMES L C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVE, 10TH FLOOR NEW YORK, NYÂ 10022

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Signatures

(2)

(3)

/s/ David L. Laxton, III, as attorney in fact

05/02/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Mr. Luikart is a managing member of Jefferies Capital Partners LLC, which is the managing member of the general partner of Jefferies Capital Partners IV L.P. ("Fund IV"). Fund IV is the manager of Bourland & Leverich Holdings LLC ("B&L") and controls the general partner of Edgen Murray II, L.P. ("EM II LP"). EM II LP holds 12,615,230 shares of Class B common stock ("Class B Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen") and 12,615,230 membership units ("Membership Units") of EDG Holdco LLC ("EDG"). B&L holds 11,727,908 shares of Class B Common Stock and 11,727,908 Membership Units.
 - Pursuant to Exchange Agreements by and among B&L, Edgen and EDG, and EM II LP, Edgen and EDG, B&L and EM II LP have the right to exchange (the "Exchange Rights") from time to time Membership Units and shares of Class B Common Stock for shares of Edgen's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), on the basis of one Membership Unit of EDG and one share of Class B Common Stock collectively for one share of Edgen's Class A Common Stock (subject to customary conversion rate adjustments for splits, stock dividends and reclassifications) or, at Edgen's election, cash

(Continued from footnote 2) EM II LP and B&L are both parties to Lock-Up Agreements (the "Lock-Up Agreements") with Jefferies & Company, Inc., Morgan Stanley & Co. LLC, and Citigroup Global Markets Inc (collectively, the "Underwriters"). Pursuant to the Exchange Agreements, the Exchange Rights are not exercisable until the earlier of (i) October 29, 2012 or (ii) the date on which the Underwriters agree to waive the Lock-Up Agreements. Mr. Luikart may be deemed to own beneficially and indirectly the shares of Class A Common Stock owned beneficially and indirectly by EM II LP and B&L. Mr. Luikart disclaims beneficial ownership of the shares of Class A Common Stock reported herein except to the extent of his pecuniary interest

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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