Edgar Filing: Massey Richard N - Form 4

Massey Richa Form 4	ard N									
October 27, 2	006									
FORM	4		~~ ~~~~					~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		PPROVAL
	UNITED	STATES			ND EXC D.C. 205		IGE (COMMISSION	OMB Number:	3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin	sr STATEM	suant to S	Section 16	SECUR (a) of the	ITIES e Securiti	es Ex	chang	NERSHIP OF the Act of 1934, f 1935 or Section	Expires: Estimated a burden hou response n	rs per
See Instruct 1(b).		30(h)	of the Inv	vestment	Company	v Act	of 194	40		
(Print or Type Ro	esponses)									
1. Name and Ac Massey Rich	ldress of Reporting I ard N	Person <u>*</u>	Symbol		Ticker or T Title Gro	-	-	5. Relationship of Issuer (Chec	Reporting Per	
(Last) 601 RIVERS	(First) (M	fiddle)	3. Date of (Month/Da 10/24/20	-	ansaction			_X_ Director Officer (give below)		Owner er (specify
	(Street)			ndment, Da th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0		
JACKSONV	ILLE, FL 32204								fore than One Re	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	10/24/2006			А	12,000 (1)	А	\$0	12,000	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Massey Richard N 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	Х					
Signatures						
Richard Massey 10	0/26/2006					

Richard Massey	10/20/		
**Signature of	Date		

Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) Grant of restricted common stock vesting in three equal annual installments on October 25 of each of the next three years.

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.

BENEFICIALLY	8)	SHARED VOTING POWER			
OWNED BY		0			
EACH					
REPORTING	9)	SOLE DISPOSITIVE POWER			
PERSON		0			
WITH					
10) SHARED DISPOSITIV	E POWER				
0					
11) AGGREGATE AMOUN	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
0					

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

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13) 0%

14) TYPE OF REPORTING PERSON PN

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1) NAME OF REPORTING PERSON Jason Weiss

2)	CHECK THE APPROPR	RIATE BOX	IF A MEMBER OF A GROUP (a	a) x
(b) o				
3)	SEC USE ONLY			
4)	SOURCE OF FUNDS		PF	
5) 2(d) OR		OSURE OF	LEGAL PROCEEDINGS IS REQUIRED PU	RSUANT TO ITEMS
6)	CITIZENSHIP OR PLA United States	CE OF ORGA	ANIZATION	
7) NUMBI SHARE		2	6,502,532*	_
	ICIALLY	8)	SHARED VOTING POWER 0	
REPOR PERSO WITH		9)	SOLE DISPOSITIVE POWER 6,502,532*	
10) 0	SHARED DISPOSITIVI	E POWER		
11) 6,502,5		IT BENEFIC	IALLY OWNED BY EACH REPORTING P	ERSON
12) (CHECK BOX IF THE AC	GGREGATE	AMOUNT IN ROW (11) EXCLUDES CERT	TAIN SHARES
0				
13) P 8.01%*		EPRESENTE	D BY AMOUNT IN ROW (11)	
14) T IN	YPE OF REPORTING PI	ERSON		

*Includes Warrants to purchase 1,500,000 shares of Common Stock which are currently exercisable. ** Based on 79,697,630 shares of Common Stock issued and outstanding as of the date hereof, plus and assuming exercise of the Reporting Person's Warrants to purchase 1,500,000 shares of Common Stock.

1) NAME OF REPORTING PERSON Nathan Leight

2) CHECK THE APPROP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x						
(b) o							
3) SEC USE ONLY							
4)SOURCE OF FUNDS	PF						
5) CHECK BOX IF DISCI 2(d) OR 2(e)o	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS						
6) CITIZENSHIP OR PLA United States	CE OF ORGANIZATION						
7) SOLE VOTING POWE NUMBER OF SHARES	R 6,428,732*						
BENEFICIALLY OWNED BY EACH	8) SHARED VOTING POWER 0						
REPORTING PERSON WITH	9) SOLE DISPOSITIVE POWER 6,428,732*						
10) SHARED DISPOSITIV 0	E POWER						
11) AGGREGATE AMOUN 6,428,732*	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12) CHECK BOX IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
0							
13) PERCENT OF CLASS RI 7.92%**	EPRESENTED BY AMOUNT IN ROW (11)						
14) TYPE OF REPORTING PERSON IN							

*Includes Warrants to purchase 1,502,900 shares of Common Stock which are currently exercisable. ** Based on 79,697,630 shares of Common Stock issued and outstanding as of the date hereof, plus and assuming exercise of the Reporting Person's Warrants to purchase 1,502,900 shares of Common Stock.

Item 1. Security and Issuer.

This Amendment No. 1 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on December 3, 2008 by and on behalf of Terrapin Partners Venture Partnership, Jason Weiss and Nathan Leight (each, a "Reporting Person" and, collectively, the "Reporting Persons") with respect to shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Boise Inc. (formerly known as Aldabra 2 Acquisition Corp., or "Aldabra"), a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 1111 W. Jefferson Street, Boise, Idaho 83728.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On February 19, 2009, Terrapin Partners Venture Partnership transferred a total of 590,527 shares of Common Stock to holders of Contingent Value Rights Agreements dated as of February 2008 (the "CVRs"), a form of which is included as Exhibit 99.2 to the Issuer's Schedule 14A filed with the Securities and Exchange Commission on February 1, 2008, in satisfaction of such CVRs. Pursuant to the CVR Agreements, Terrapin Partners Venture Partnership was obligated to pay (in the form of cash or the issuer's common shares) to CVR holders an amount per CVR by which the Anniversary Price (defined as the arithmetical average of the volume weighted average trading price of the Common Stock as reported by Bloomberg Professional Service for the period beginning 9:30 a.m., New York City time and ending at 4:00 p.m., New York City time for the 30 trading days prior to February 5, 2009) was less than \$10.50, up to a maximum of \$1.00.

On February 23, 2009, Terrapin Partners Venture Partnership, of which Messrs. Leight and Weiss are general partners, distributed a total of 4,284,732 shares of Common Stock to certain family trusts of Mr. Weiss, a total of 4,284,732 shares of Common Stock to Mr. Leight or his family trust, and the remainder of its shares of Common Stock to its other partners. As a result, Terrapin Partners Venture Partnership ceased to own any shares of Common Stock.

In addition, on February 23, 2009, Terrapin Partners Employee Partnership distributed 56,700 shares of Common Stock to a family trust of Mr. Leight, 56,700 shares of Common Stock to a family trust of Mr. Weiss, and the remainder of its shares of Common Stock to its other partners. Terrapin Partners, LLC, of which Messrs. Leight and Weiss are co-managers, is the general partner of Terrapin Partners Employee Partnership.

Item 5. Interest in Securities of the Issuer.

Item is hereby amended and restated in its entirety as follows:

(a) As a result of the transactions described in Item 4 above, as amended, Mr. Leight may be deemed to beneficially own an aggregate of 6,428,732 shares of Common Stock (including in respect of Warrants to purchase 1,502,900 shares of Common Stock which are currently exercisable), or 7.92% of the outstanding Common Stock; Mr. Weiss may be deemed to beneficially own an aggregate of 6,502,532 shares of Common Stock (including in respect of

Warrants to purchase 1,500,000 shares of Common Stock which are currently exercisable), or 8.01% of the outstanding Common Stock; and Terrapin Partners Venture Partnership no longer beneficially owns any shares of Common Stock.

(b) Each of Mr. Leight and Mr. Weiss has the sole power to vote or to direct the vote of and to dispose or direct the disposition of all of the shares of Common Stock he may be deemed to beneficially own as reported herein. Each of Mr. Leight and Mr. Weiss disclaims beneficial ownership of any such shares of Common Stock except to the extent of his pecuniary interest therein, and the inclusion of such shares of Common Stock in this report shall not be deemed to be an admission that Mr. Leight or Mr. Weiss has beneficial ownership of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(c) Except as described above in Item 4, as amended hereby, no Reporting Person has effected any transaction in the Common Stock during the sixty days preceding the filing of this Schedule 13D.

(d) Not applicable.

(e) Terrapin Partners Venture Partnership ceased to be the beneficial owner of more than five percent of the outstanding Common Stock on February 19, 2009.

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.

Dated: February 27, 2009

TERRAPIN PARTNERS VENTURE PARTNERSHIP

By: /s/ Jason Weiss Name: Jason Weiss Title: General Partner

By: /s/ Nathan Leight Name: Nathan Leight Title: General Partner

JASON WEISS

/s/ Jason Weiss

NATHAN LEIGHT

/s/ Nathan Leight