

LANGLEY PARTNERS LP

Form SC 13G/A

January 26, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Coeur d'Alene Mines Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

192108108

(Cusip Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*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 the disclosures provided in a prior cover page.

The information required in 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 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).

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13G

CUSIP No.
192108108

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Langley Partners, L.P.

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
396,685 (See Item 4)

6. Shared Voting Power:
0

7. Sole Dispositive Power:
396,685 (See Item 4)

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
396,685 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
.2% (See Item 4)

12. Type of Reporting Person:
PN

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CUSIP No.
192108108

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Langley Management, LLC

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
396,685 (See Item 4)

6. Shared Voting Power:
0

7. Sole Dispositive Power:
396,685 (See Item 4)

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
396,685 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
.2% (See Item 4)

12. Type of Reporting Person:
OO

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CUSIP No.
192108108

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Langley Capital, LLC

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
396,685 (See Item 4)

6. Shared Voting Power:
0

7. Sole Dispositive Power:
396,685 (See Item 4)

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
396,685 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
.2% (See Item 4)

12. Type of Reporting Person:
OO

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CUSIP No.
192108108

1. Name of Reporting Person: Jeffrey Thorp I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
396,685 (See Item 4)

6. Shared Voting Power:
0

7. Sole Dispositive Power:
396,685 (See Item 4)

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
396,685 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
.2% (See Item 4)

12. Type of Reporting Person:
IN

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CUSIP No.
192108108

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Jeffrey Thorp IRA, Bear Stearns Securities
Corp. as Custodian

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
New York

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
396,685 (See Item 4)

6. Shared Voting Power:
0

7. Sole Dispositive Power:
396,685 (See Item 4)

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
396,685 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
.2% (See Item 4)

12. Type of Reporting Person:
OO

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Item 1.

Item 2.

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is:

Item 4. Ownership

Item 5. Ownership of Five Percent or Less of a Class

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Item 8 Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

SIGNATURE

Exhibit 1

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Item 1.

- (a) Name of Issuer:
Coeur d'Alene Mines Corporation
- (b) Address of Issuer's Principal Executive Offices:
505 Front Avenue, P.O. Box I
Coeur d'Alene, Idaho 83816

Item 2.

- (a) Names of Persons Filing:
(i) Langley Partners, L.P., (ii) Langley Management, LLC, (iii) Langley Capital, LLC, (iv) Jeffrey Thorp, an individual and (v) Jeffrey Thorp IRA, Bear Stearns Securities Corp. as Custodian
- (b) Address of Principal Business Office:
535 Madison Avenue
7th Floor
New York, New York 10022
- (c) Citizenship:
See row 4 of each filer's cover page
- (d) Title of Class of Securities:
Common Stock, par value \$1.00 per share
- (e) CUSIP Number:
192108108

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is:

- (a) A Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) A Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) An Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) An Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A group, in accordance with §240.13d-1(b)(1)(ii)(J)

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Item 4. Ownership

- (a) Amount beneficially owned:
396,685 shares of common stock as follows: (i) 394,737 shares issuable to Langley Partners, L.P. (Langley) upon conversion of \$3,000,000 principal amount of 1.25% Convertible Senior Notes due 2024 (the Notes) issued to Langley pursuant to that certain indenture, dated as of January 13, 2004 (the 2004 Indenture), between Coeur d Alene Mines Corporation and the Bank of New York as Trustee, at a conversion price of \$7.60 (the initial conversion price set forth in the 2004 Indenture) and (ii) 1,948 shares issuable to Jeffrey Thorp IRA, Bear Stearns Securities Corp. as Custodian (Jeffrey Thorp IRA) upon conversion of \$34,000 principal amount of 7 1/4% Convertible Subordinated Debentures due 2005 (the Debentures) pursuant to that certain indenture, dated as of October 15, 1997 (the 1997 Indenture) between Coeur d Alene Mines Corporation and Bankers Trust Company as Trustee, at a conversion price of \$17.45 (the initial conversion price set forth in the 1997 Indenture).
- (b) Percent of class:
.2%, calculated based on 210,353,054 shares of common stock outstanding, which number is calculated by adding (i) 209,956,369 (the number of shares of common stock outstanding as of October 21, 2003 as set forth in the most recent Quarterly Report on Form 10-Q for Coeur d Alene Mines Corporation), (ii) 394,737 (the number of shares of common stock issuable to Langley upon conversion of \$3,000,000 principal amount of Notes issued to Langley pursuant to the 2004 Indenture, at a conversion price of \$7.60), and (iii) 1,948 (the number of shares of common stock issuable to Jeffrey Thorp IRA upon conversion of \$34,000 principal amount of Debentures issued pursuant to the 1997 Indenture, at a conversion price of \$17.45).
- (c) Number of shares as to which each filer has:
- (i) Sole power to vote or to direct the vote:
396,685
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of:
396,685
 - (iv) Shares power to dispose or to direct the disposition of:
0

Item 5. Ownership of Five Percent or Less of a Class

If the statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

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Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

A Joint Filing Agreement is attached hereto as Exhibit 1.

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SIGNATURE

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

Date: January 26, 2004

LANGLEY PARTNERS, L.P.

By: Langley Capital, LLC
as General Partner

By: /s/ Jeffrey Thorp

Name: Jeffrey Thorp
Title: Member and Manager

LANGLEY MANAGEMENT, LLC

By: /s/ Jeffrey Thorp

Name: Jeffrey Thorp
Title: Member and Manager

LANGLEY CAPITAL, LLC

By: /s/ Jeffrey Thorp

Name: Jeffrey Thorp
Title: Member and Manager

JEFFREY THORP

/s/ Jeffrey Thorp

Jeffrey Thorp, an individual

JEFFREY THORP IRA, BEAR STEARNS SECURITIES
CORP. AS CUSTODIAN

/s/ Jeffrey Thorp

Jeffrey Thorp, an individual