

LORAL SPACE & COMMUNICATIONS INC.

Form SC 13D/A

March 09, 2015

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**[RULE 13D-101]**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND**

**AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)**

**(Amendment No. 22)\***

**Loral Space & Communications Inc.**  
**(Name of Issuer)**

**Common Stock, Par Value \$.01 Per Share**  
**(Title of Class of Securities)**

**543881106**  
**(CUSIP Number)**

**Janet Yeung**

**MHR Fund Management LLC**

**40 West 57<sup>th</sup> Street, 24<sup>th</sup> Floor**

**New York, New York 10019**

**(212) 262-0005**

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

**March 9, 2015**

**(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

Continued on following pages

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\* 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 disclosures provided in a prior cover page.

The information required on 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 (the Act) 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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**1 NAMES OF REPORTING PERSONS**

**2 MHR CAPITAL PARTNERS MASTER ACCOUNT II HOLDINGS LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

**5 N/A  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY 1,115,347  
**8** SHARED VOTING POWER  
OWNED BY

EACH  
0  
REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 1,115,347  
**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,115,347

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

5.2%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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**1 NAMES OF REPORTING PERSONS**

**2 MHR CAPITAL PARTNERS MASTER ACCOUNT II LP  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

**5 N/A  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Marshall Islands

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 1,115,347  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

1,115,347  
**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,115,347

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

5.2%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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**1 NAMES OF REPORTING PERSONS**

MHR ADVISORS LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS):**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 1,264,606

**8** SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH

1,264,606

**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,264,606

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

5.9%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO



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**1 NAMES OF REPORTING PERSONS**

**2 MHR INSTITUTIONAL PARTNERS LP  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

**5 N/A  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **8** 2,123,874 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **9** 0 SOLE DISPOSITIVE POWER

PERSON

WITH

**10** 2,123,874 SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,123,874

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

9.9%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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**1 NAMES OF REPORTING PERSONS**

**2 MHR INSTITUTIONAL ADVISORS LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

**5 N/A  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY 2,634,891  
**8** SHARED VOTING POWER  
OWNED BY

EACH  
0  
REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 2,634,891  
**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,634,891

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

12.3%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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**1 NAMES OF REPORTING PERSONS**

**2 MHR INSTITUTIONAL PARTNERS IIA LP  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

**5 N/A  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY 2,418,660  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **9** 0 SOLE DISPOSITIVE POWER

PERSON

WITH

2,418,660  
**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,418,660

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

11.3%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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**1 NAMES OF REPORTING PERSONS**

**2 MHR INSTITUTIONAL ADVISORS II LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

**5 N/A  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY 3,378,693  
**8** SHARED VOTING POWER  
OWNED BY

EACH  
0  
REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 3,378,693  
**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,378,693

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

15.8%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO



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**1 NAME OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**2 MHRC LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

**5 N/A  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 1,264,606  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH

1,264,606  
**10** SHARED DISPOSITIVE POWER

	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,264,606
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	5.9%
<b>14</b>	TYPE OF REPORTING PERSON*
	OO

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**1 NAME OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**2 MHRC I LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

**5 N/A  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 2,634,891  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
**9** SOLE DISPOSITIVE POWER

PERSON

WITH 2,634,891  
**10** SHARED DISPOSITIVE POWER

	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,634,891
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	12.3%
<b>14</b>	TYPE OF REPORTING PERSON*
	OO

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**1 NAME OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**2 MHRC II LLC**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

N/A

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 NUMBER OF SOLE VOTING POWER**

SHARES

BENEFICIALLY 3,378,693

**8 SHARED VOTING POWER**

OWNED BY

EACH

REPORTING 0 **9 SOLE DISPOSITIVE POWER**

PERSON

WITH 3,378,693

**10 SHARED DISPOSITIVE POWER**

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,378,693

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

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

15.8%

**14** TYPE OF  
REPORTING  
PERSON\*

OO

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**1 NAMES OF REPORTING PERSONS**

MHR FUND MANAGEMENT LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY 8,129,719  
**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **9** SOLE DISPOSITIVE POWER  
PERSON

PERSON

WITH

8,129,719  
**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,129,719

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

38.0%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO



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**1 NAMES OF REPORTING PERSONS**

MHR HOLDINGS LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 8,129,719

**8** SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH

8,129,719

**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,129,719

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

38.0%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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CUSIP No. 543881106

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**1 NAMES OF REPORTING PERSONS**

MARK H. RACHESKY, M.D.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)**

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (SEE INSTRUCTIONS)**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States of America

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 8,144,719

**8** SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH

8,144,719

**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,144,719

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

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

38.0%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN; HC

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This statement on Schedule 13D (this Statement ) amends and supplements, as Amendment No. 22, the Schedule 13D filed on November 30, 2005 (the Original Schedule 13D ), which was amended on October 19, 2006 by Amendment No. 1 to the Original Schedule 13D ( Amendment No. 1 ), on October 30, 2006 by Amendment No. 2 to the Original Schedule 13D ( Amendment No. 2 ), on February 28, 2007 by Amendment No. 3 to the Original Schedule 13D ( Amendment No. 3 ), on March 23, 2007 by Amendment No. 4 to the Original Schedule 13D ( Amendment No. 4 ), on August 9, 2007 by Amendment No. 5 to the Original Schedule 13D ( Amendment No. 5 ), on August 31, 2007 by Amendment No. 6 to the Original Schedule 13D ( Amendment No. 6 ), on November 2, 2007 by Amendment No. 7 to the Original Schedule 13D ( Amendment No. 7 ), on July 17, 2008 by Amendment No. 8 to the Original Schedule 13D ( Amendment No. 8 ), on October 22, 2008 by Amendment No. 9 to the Original Schedule 13D ( Amendment No. 9 ), on November 12, 2008 by Amendment No. 10 to the Original Schedule 13D ( Amendment No. 10 ), on November 24, 2008 by Amendment No. 11 to the Original Schedule 13D ( Amendment No. 11 ), on December 4, 2008 by Amendment No. 12 to the Original Schedule 13D ( Amendment No. 12 ), on December 5, 2008 by Amendment No. 13 to the Original Schedule 13D ( Amendment No. 13 ), on December 8, 2008 by Amendment No. 14 to the Original Schedule 13D ( Amendment No. 14 ), on December 24, 2008 by Amendment No. 15 to the Original Schedule 13D ( Amendment No. 15 ), on March 20, 2009 by Amendment No. 16 to the Original Schedule 13D ( Amendment No. 16 ), on July 2, 2009 by Amendment No. 17 to the Original Schedule 13D ( Amendment No. 17 ), on March 17, 2011 by Amendment No. 18 to the Original Schedule 13D ( Amendment No. 18 ), on November 13, 2012 by Amendment No. 19 to the Original Schedule 13D ( Amendment No. 19 ), on January 10, 2013 by Amendment No. 20 to the Original Schedule 13D ( Amendment No. 20 ) and on January 30, 2015 by Amendment No. 21 to the Original Schedule 13D ( Amendment No. 21 ), and, together with Amendment No. 1 through Amendment No. 20 and the Original Schedule 13D, the Schedule 13D ) and relates to common stock, par value \$0.01 per share (the Common Stock ), of Loral Space & Communications Inc. (the Issuer ). Capitalized terms used in this Statement but not defined herein shall have the respective meanings given to such terms in Amendment No. 21.

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**Item 4. Purpose of Transaction.**

Item 4 is hereby amended by adding the following:

On March 9, 2015, Fund Management sent a letter to the Issuer requesting that the Issuer's board of directors consider for nomination as part of the Issuer's board of directors' recommended slate of directors, one additional director nominee employed by Fund Management for election as a Class III director at the Issuer's 2015 annual meeting of stockholders.

**SIGNATURES**

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

Date: March 9, 2015

MHR CAPITAL PARTNERS MASTER ACCOUNT II  
HOLDINGS LLC

By: MHR Advisors LLC,  
the General Partner of its Sole Member

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR CAPITAL PARTNERS MASTER ACCOUNT II LP

By: MHR Advisors LLC,  
its General Partner

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR ADVISORS LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR INSTITUTIONAL PARTNERS LP

By: MHR Institutional Advisors LLC,  
its General Partner

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory



MHR INSTITUTIONAL ADVISORS LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR INSTITUTIONAL PARTNERS IIA LP

By: MHR Institutional Advisors II LLC,  
  
its General Partner

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR INSTITUTIONAL ADVISORS II LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

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MHRC LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHRC I LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHRC II LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR FUND MANAGEMENT LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR HOLDINGS LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MARK H. RACHESKY, M.D.

By: /s/ Janet Yeung, Attorney in Fact