

Chemtura CORP
Form SC 13G/A
February 15, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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

Chemtura Corporation
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

163893100
(CUSIP Number)

December 31, 2010
(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 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 ("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).

CUSIP No.: 163893100

1 NAME OF REPORTING PERSON
FIG 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	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		65,791*
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	8	SHARED DISPOSITIVE POWER
		65,791*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
65,791*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.02%* (based on approximately 338,354,457 shares of Common Stock outstanding
(approximately 242,935,715 shares of Common Stock outstanding as of September 30, 2010, as
reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC") on
November 5, 2010, plus approximately 95,418,742 shares of Common Stock issued on
November 10, 2010, as reported in the Issuer's 8-K filed with the SEC on November 12, 2010))

12 TYPE OF REPORTING PERSON
OO

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

CUSIP No.: 163893100

1 NAME OF REPORTING PERSON

Fortress Operating Entity I LP

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

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER
NUMBER OF		0
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		65,791*
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON WITH		65,791*

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65,791*

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12 TYPE OF REPORTING PERSON
PN

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

CUSIP No.: 163893100

1 NAME OF REPORTING PERSON

FIG Corp.

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

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER
NUMBER OF		0
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		65,791*
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON WITH		65,791*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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SHARES

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(approximately 242,935,715 shares of Common Stock outstanding as of September 30, 2010, as
reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC")
on November 5, 2010, plus approximately 95,418,742 shares of Common Stock issued on
November 10, 2010, as reported in the Issuer's 8-K filed with the SEC on November 12, 2010))

12 TYPE OF REPORTING PERSON
CO

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

CUSIP No.: 163893100

1 NAME OF REPORTING PERSON
Fortress Investment Group 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

	5	SOLE VOTING POWER
NUMBER OF		0
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		65,791*
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON WITH		65,791*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
65,791*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.02%* (based on approximately 338,354,457 shares of Common Stock outstanding
(approximately 242,935,715 shares of Common Stock outstanding as of September 30, 2010, as
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12 TYPE OF REPORTING PERSON
OO

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

CUSIP No.: 163893100

1 NAME OF REPORTING PERSON
Fortress Principal Investment Holdings IV 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

5	SOLE VOTING POWER
6	SHARED VOTING POWER
7	SOLE DISPOSITIVE POWER
8	SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
30,979*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.01%* (based on approximately 338,354,457 shares of Common Stock outstanding
(approximately 242,935,715 shares of Common Stock outstanding as of September 30, 2010, as
reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC") on
November 5, 2010, plus approximately 95,418,742 shares of Common Stock issued on
November 10, 2010, as reported in the Issuer's 8-K filed with the SEC on November 12, 2010))

12 TYPE OF REPORTING PERSON
OO

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

CUSIP No.: 163893100

1 NAME OF REPORTING PERSON
 Drawbridge Special Opportunities Advisors 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

	5	SOLE VOTING POWER
NUMBER OF		0
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		65,791*
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON WITH		65,791*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 65,791*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.02%* (based on approximately 338,354,457 shares of Common Stock outstanding
 (approximately 242,935,715 shares of Common Stock outstanding as of September 30, 2010, as
 reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC") on
 November 5, 2010, plus approximately 95,418,742 shares of Common Stock issued on
 November 10, 2010, as reported in the Issuer's 8-K filed with the SEC on November 12, 2010))

12 TYPE OF REPORTING PERSON
 OO

* See Exhibit 1 hereto for a full description of the relevant subsidiaries which hold shares of Common Stock directly and indirectly.

Item 1.

(a) Name of Issuer:

The name of the issuer is Chemtura Corporation (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

The Issuer's principal executive offices are located at 199 Benson Road, Middlebury, CT 06749.

Item 2.

(a) Name of Person Filing:

This statement is filed by:

- (i) FIG LLC, a Delaware limited liability company;
- (ii) Fortress Operating Entity I LP, a Delaware limited partnership;
- (iii) FIG Corp., a Delaware corporation;
- (iv) Fortress Investment Group LLC, a Delaware limited liability company;
- (v) Fortress Principal Investment Holdings IV LLC, a Delaware limited liability company; and
- (vi) Drawbridge Special Opportunities Advisors LLC, a Delaware limited liability company.

(b) Address of Principal Business Office:

The address of the principal business office of each of the Reporting Persons is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105, Attention: Michael Cohn.

(c) Citizenship:

Each of FIG LLC, Fortress Investment Group LLC, Fortress Principal Investment Holdings IV LLC and Drawbridge Special Opportunities Advisors LLC is a limited liability company organized under the laws of the State of Delaware. Fortress Operating Entity I LP is a limited partnership organized under the laws of the State of Delaware. FIG Corp. is a corporation organized under the laws of the State of

Delaware.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Common Stock")

(e) CUSIP Number:

163893100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-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) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) 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 association 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) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The percentages used in Item 1 above and this Item 4 are calculated based on 338,354,457 shares of Common Stock outstanding (242,935,715 shares of Common Stock outstanding as of September 30, 2010, as reported in the Issuer's Form 10-Q filed with the SEC on November 5, 2010, plus approximately 95,418,742 shares of Common Stock issued on November 10, 2010, as reported in the Issuer's 8-K filed with the SEC on November 12, 2010).

A. FIG LLC

- (a) Amount beneficially owned: 65,791
- (b) Percent of class: 0.02%
- (c)
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 65,791
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 65,791

B. Fortress Operating Entity I LP

- (a) Amount beneficially owned: 65,791
 - (b) Percent of class: 0.02%
 - (c)
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 65,791
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 65,791
-

C. FIG Corp.

- (a) Amount beneficially owned: 65,791
- (b) Percent of class: 0.02%
- (c)
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 65,791
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 65,791

D. Fortress Investment Group LLC

- (a) Amount beneficially owned: 65,791
- (b) Percent of class: 0.02%
- (c)
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 65,791
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 65,791

E. Fortress Principal Investment Holdings IV LLC

- (a) Amount beneficially owned: 30,979
- (b) Percent of class: 0.01%
- (c)
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 30,979
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 30,979

F. Drawbridge Special Opportunities Advisors LLC

- (a) Amount beneficially owned: 65,791

(b) Percent of class: 0.02%

- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 65,791
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 65,791

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

This statement is being filed to report the fact that as of the date hereof, each of the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock.

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.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of a Group.

Not applicable.

Item 10. Certification.

Not applicable.

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.

Dated: February 14, 2011

FIG LLC

By: /s/ Michael Cohn
Name: Michael Cohn
Title: Chief Compliance Officer

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.

Dated: February 14, 2011

FORTRESS OPERATING ENTITY I LP

By: FIG CORP.
its general partner

By: /s/ Michael Cohn
Name: Michael Cohn
Title: Chief Compliance Officer

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.

Dated: February 14, 2011

FIG CORP.

By: /s/ Michael Cohn
Name: Michael Cohn
Title: Chief Compliance Officer

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.

Dated: February 14, 2011

FORTRESS INVESTMENT GROUP LLC

By: /s/ Michael Cohn
Name: Michael Cohn
Title: Chief Compliance Officer

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.

Dated: February 14, 2011

FORTRESS PRINCIPAL INVESTMENT HOLDINGS IV LLC

By: FORTRESS OPERATING ENTITY I LP
its managing member

By: FIG CORP.
its general partner

By: /s/ Michael Cohn
Name: Michael Cohn
Title: Chief Compliance Officer

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.

Dated: February 14, 2011

DRAWBRIDGE SPECIAL OPPORTUNITIES ADVISORS LLC

By: /s/ Glenn Cummins
Name: Glenn Cummins
Title: Authorized Signatory

EXHIBIT INDEX

Exhibit No.	Exhibit
1	Identification of Relevant Subsidiaries