

TONTINE POWER PARTNERS LP
Form 4
August 11, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
TONTINE CAPITAL OVERSEAS
MASTER FUND II, L.P.

(Last) (First) (Middle)

55 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXIDE TECHNOLOGIES [XIDE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, \$0.01 par value per share | 05/27/2010 | | J ⁽⁴⁾ | 2,244 ⁽⁴⁾ D | \$ 0 15,089,229 ^{(4) (6) (7)} | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock, \$0.01 par value per share | 05/27/2010 | | J ⁽⁴⁾ | 2,244 ⁽⁴⁾ A | \$ 0 15,089,229 ^{(4) (6) (7)} | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock, | 05/27/2010 | | J ⁽⁴⁾ | 21,634 ⁽⁴⁾ D | \$ 0 15,089,229 ^{(4) (6) (7)} | I | See Footnotes |

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| | | | | | | | | | |
|--|------------|------------------|-----------------------|---|---------|-----------------------------------|---|--|---|
| \$0.01 par value per share | | | | | | | | | (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) |
| Common Stock, \$0.01 par value per share | 05/27/2010 | J ⁽⁴⁾ | 21,634 ⁽⁴⁾ | A | \$ 0 | 15,089,229 ^{(4) (6) (7)} | I | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) | |
| Common Stock, \$0.01 par value per share | 05/27/2010 | J ⁽⁴⁾ | 2,613 ⁽⁴⁾ | D | \$ 0 | 15,089,229 ^{(4) (6) (7)} | I | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) | |
| Common Stock, \$0.01 par value per share | 05/27/2010 | J ⁽⁴⁾ | 2,613 ⁽⁴⁾ | A | \$ 0 | 15,089,229 ^{(4) (6) (7)} | I | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) | |
| Common Stock, \$0.01 par value per share | 05/27/2010 | J ⁽⁴⁾ | 2,657 ⁽⁴⁾ | D | \$ 0 | 15,089,229 ^{(4) (6) (7)} | I | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) | |
| Common Stock, \$0.01 par value per share | 05/27/2010 | J ⁽⁴⁾ | 2,657 ⁽⁴⁾ | A | \$ 0 | 15,089,229 ^{(4) (6) (7)} | I | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) | |
| Common Stock, \$0.01 par value per share | 08/09/2010 | S | 63,730 ⁽⁵⁾ | D | \$ 5.65 | 15,025,499 ^{(4) (5) (6)} | I | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) | |
| Common Stock, \$0.01 par value per share | 08/09/2010 | S | 46,464 ⁽⁵⁾ | D | \$ 5.65 | 14,979,035 ^{(5) (6) (7)} | I | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) | |
| Common Stock, \$0.01 par value per share | 08/09/2010 | S | 15,100 ⁽⁵⁾ | D | \$ 5.65 | 14,963,935 ^{(5) (6) (7)} | I | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) | |
| Common Stock, \$0.01 par | 08/09/2010 | S | 38,926 ⁽⁵⁾ | D | \$ 5.65 | 14,925,009 ^{(5) (6) (7)} | I | See Footnotes (1) (2) (3) (6) | |

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| | | | | | | | | | |
|--|------------|---|----------------|---|---------|---------------------------|---|--|---|
| value per share | | | | | | | | | (7) (8) (9) (10) (11) (12) (13) |
| Common Stock, \$0.01 par value per share | 08/10/2010 | S | 121,314 (5) | D | \$ 5.46 | 14,803,695 (5) (6) (7) | I | | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) |
| Common Stock, \$0.01 par value per share | 08/10/2010 | S | 88,445 (5) | D | \$ 5.46 | 14,715,250 (5) (6) (7) | I | | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) |
| Common Stock, \$0.01 par value per share | 08/10/2010 | S | 28,744 (5) | D | \$ 5.46 | 14,686,506 (5) (6) (7) | I | | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) |
| Common Stock, \$0.01 par value per share | 08/10/2010 | S | 74,097 (5) | D | \$ 5.46 | 14,612,409 (5) (6) (7) | I | | See Footnotes (1) (2) (3) (6) (7) (8) (9) (10) (11) (12) (13) |

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.

SEC 1474
(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own 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 |
| TONTINE CAPITAL OVERSEAS MASTER FUND II, L.P. 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| TONTINE ASSET ASSOCIATES, L.L.C. 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| TONTINE POWER PARTNERS LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Tontine Associates, LLC 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |

Signatures

| | |
|--|------------|
| Tontine Capital Overseas Master Fund II, L.P. By: its General Partner, Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 08/11/2010 |
| __Signature of Reporting Person | Date |
| Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 08/11/2010 |
| __Signature of Reporting Person | Date |
| Tontine Power Partners, L.P. By: its General Partner, Tontine Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 08/11/2010 |
| __Signature of Reporting Person | Date |
| Tontine Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 08/11/2010 |
| __Signature of Reporting Person | Date |

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) This report is filed jointly by Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), Tontine Capital Management, L.L.C., a Delaware limited liability company ("TCM"), Tontine Capital Overseas GP, L.L.C., a Delaware limited liability company ("TCO"), Tontine Capital Overseas Master Fund, L.P., a Cayman Islands limited partnership ("TMF"), Tontine Partners, L.P., a Delaware limited partnership ("TP"), Tontine Management, L.L.C., a Delaware limited liability company ("TM"), Tontine 25 Overseas Master Fund, L.P., a Cayman Islands limited partnership ("T25"), Tontine Overseas Associates, L.L.C., a Delaware limited liability company ("TOA"), [continued in Footnote 2]
- (2) [continued from Footnote 1] Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ("TCP 2"), Tontine Asset Associates, L.L.C., a Delaware limited liability company ("TAA"), Tontine Power Partners, L.P., a Delaware limited partnership ("TPP"), Tontine Associates, L.L.C., a Delaware limited liability company ("TA") and Jeffrey L. Gendell ("Mr. Gendell").
- (3) Mr. Gendell is the managing member of: (a) TCM, the general partner of TCP and T25; (b) TCO, the general partner of TMF; (c) TM, the general partner of TP and TPP; (d) TOA, the investment advisor of Tontine Overseas Fund, Ltd., a Cayman Islands exempted company ("TOF"); (e) TAA, the general partner of TCP 2; and (f) TA.
- (4) In connection with a reallocation of ownership of Common Stock among the entities comprising the filing parties, 2,244 shares of Common Stock owned by TCP, 21,634 shares of Common Stock owned by TP, 2,613 shares of Common Stock owned by TMF and

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2,657 shares of Common Stock owned by T25 (collectively, the "Transferred Shares") were deemed to have been distributed in kind as of May 27, 2010 to investors holding ownership interests in TCP, TP, TMF and T25, with all of the Transferred Shares then being immediately contributed by such investors to TCP 2. These transactions did not change the aggregate Common Stock ownership of the filing parties.

(5) On August 9, 2010, TCP sold 63,730 shares of Common Stock, TP sold 46,464 shares of Common Stock, TMF sold 15,100 shares of Common Stock and TOF sold 38,926 shares of Common Stock. All sales on August 9, 2010 occurred at a price of \$5.65 per share. On August 10, 2010, TCP sold 121,314 shares of Common Stock, TP sold 88,445 shares of Common Stock, TMF sold 28,744 shares of Common Stock and TOF sold 74,097 shares of Common Stock. All sales on August 10, 2010 occurred at a price of \$5.46 per share.

(6) On Forms 4 filed on May 17, 2010, the filing parties reported that on May 17, 2010, (i) T25 distributed 1,367 shares of Common Stock to TCM (ii) TOF distributed 586,433 shares of Common Stock to TOA and (iii) TOF distributed 631,484 shares of Common Stock to investors that were not directly or indirectly controlled by Mr. Gendell ("Non-Tontine Parties"). The actual number of shares of Common Stock distributed was (x) 1983 shares distributed by T25 to TCM, (y) 641,413 shares distributed by TOF to TOA and (z) 576,504 shares distributed by TOF to Non-Tontine Parties.

(7) After giving effect to the transactions reported on this Form 4 and the adjustments described in Footnote 6, Mr. Gendell and TAA directly own 0 shares of Common Stock, TCP directly owns 2,136,385 shares of Common Stock, TMF directly owns 395,620 shares of Common Stock, TP directly owns 1,547,133 shares of Common Stock, TOF directly owns 361,652 shares of Common Stock, T25 directly owns 246,492 shares of Common Stock, TCM directly owns 209,062 shares of Common Stock, TCO directly owns 5,295 shares of Common Stock, TM directly owns 373,309 shares of Common Stock, TOA directly owns 641,413 shares of Common Stock, TCP 2 directly owns 8,248,482 shares of Common Stock, TPP directly owns 22,106 shares of Common Stock and TA directly owns 311,362 shares of Common Stock.

(8) All of the foregoing securities may be deemed to be beneficially owned by Mr. Gendell. The foregoing securities held by TCP and T25 may be deemed to be beneficially owned by TCM. The foregoing securities held by TMF may be deemed to be beneficially owned by TCO. The foregoing securities held by TP and TPP may be deemed to be beneficially owned by TM. The foregoing securities held by TOF may be deemed to be beneficially owned by TOA. The foregoing securities held by TCP 2 may be deemed to be beneficially owned by TAA.

(9) Mr. Gendell disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by Mr. Gendell or representing Mr. Gendell's pro rata interest in, and interest in the profits of, TCM, TCP, TCO, TMF, TP, TM, TOA, TOF, T25, TCP 2, TAA, TPP and TA. TCM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCM or representing TCM's pro rata interest in, and interest in the profits of, TCP and T25.

(10) TCO disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCO or representing TCO's pro rata interest in, and interest in the profits of, TMF.

(11) TM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TM or representing TM's pro rata interest in, and interest in the profits of, TP and TPP. TOA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TOA or representing TOA's pro rata interest in, and interest in the profits of, TOF.

(12) TAA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TAA or representing TAA's pro rata interest in, and interest in the profits of, TCP 2. TA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TA.

(13) This Form 4 relates to the same transactions disclosed on the Form 4 filed on the date hereof by TCP, TCM, TMF, TCO, TP, TM, TOA, T25 and Mr. Gendell, all of which are joint filers with TCP 2, TAA, TPP and TA with respect to the Issuer's Common Stock.

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.