

ROTECH HEALTHCARE INC  
Form SC 13G/A  
January 31, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

(Rule 13d-102)

Schedule 13G Information to be included in statements filed pursuant to §240.13d-1(b),

(c), and (d) and amendments thereto filed pursuant to §240.13d-2.

Under the Securities Exchange Act of 1934

(Amendment No. 2)

**ROTECH HEALTHCARE INC.**

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

778669101

(CUSIP Number)

December 31, 2012

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(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)

1. Names of Reporting Persons.

Jefferies High Yield Trading, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(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

Owned by

1,107,000

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

1,107,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,107,000

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

11. Percent of Class Represented by Amount in Row (9)

4.3% (based on 26,013,976 shares outstanding at November 9, 2012)

12. Type of Reporting Person:

BD

1 Names of Reporting Persons.

Jefferies High Yield Holdings, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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

Owned by

1,107,000

Each 7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

1,107,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,107,000

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

4.3%

12 Type of Reporting Person:

HC

1 Names of Reporting Persons.

Jefferies Group, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3 SEC Use Only

4 Citizenship or Place of Organization Delaware

5 Sole Voting Power

Number of

Shares 0  
6 Shared Voting Power

Beneficially

Owned by 1,107,000  
Each 7 Sole Dispositive Power

Reporting

Person 0  
8 Shared Dispositive Power

With:

1,107,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,107,000

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

4.3%

12 Type of Reporting Person:

HC



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**Item 1**

(a) Name of Issuer  
Rotech Healthcare Inc.

(b) Address of Issuer's Principal Executive Offices  
2600 Technology Drive, Suite 300

Orlando, Florida 32804

**Item 2**

(a) Name of Person Filing  
Jefferies High Yield Trading, LLC

Jefferies High Yield Holdings, LLC

Jefferies Group, Inc.

(b) Address of Principal Business Office or, if None, Residence  
Jefferies High Yield Trading, LLC

Jefferies High Yield Holdings, LLC

The Metro Center

One Station Place, Three North

Stamford, CT 06902

Jefferies Group, Inc.

520 Madison Ave.,

New York, New York 10022

(c) Citizenship  
Delaware

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(d) Title of Class of Securities  
Common Stock, par value \$0.0001 per share

(e) CUSIP Number  
778669101

**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 Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) x A parent holding company or control person in accordance with Rule 13d-1(b)(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) .. A non-U.S. institution in accordance with section 240.13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- If filing as a non-U.S. institution in accordance with section 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

#### Item 4 Ownership

The following sets forth beneficial ownership information as of December 31, 2012:

- |  |           |
|--|-----------|
| (a) Amount beneficially owned:                             | 1,107,000 |
| (b) Percent of class:                                      | 4.3%      |
| (c) Number of shares as to which the person has:           |           |
| (i) Sole power to vote or to direct the vote:              | 0         |
| (ii) Shared power to vote or direct the vote:              | 1,107,000 |
| (iii) Sole power to dispose or direct the disposition of:  | 0         |
| (iv) Shared power to dispose or direct the disposition of: | 1,107,000 |

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

If this 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 5 percent of the class of securities, check the following .

**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 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 acquired and are held in the ordinary course of business and 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, other than activities solely in connection with a nomination under §240.14a-11.

**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: January 31, 2013

Jefferies High Yield Trading, LLC

By: /s/ Roland T. Kelly  
Roland T. Kelly  
Title: Authorized Person

Dated: January 31, 2013

Jefferies High Yield Holdings, LLC

By: /s/ Roland T. Kelly  
Roland T. Kelly  
Title: Authorized Person

Dated: January 31, 2013

Jefferies Group, Inc.

By: /s/ Roland T. Kelly  
Roland T. Kelly  
Assistant Secretary

Jefferies High Yield Trading, LLC, Jefferies High Yield Holdings, LLC, and Jefferies Group, Inc. agreed to jointly file this Schedule 13G.