

LORAL SPACE & COMMUNICATIONS INC.

Form SC 13D/A

January 30, 2015

[Table of Contents](#)

## **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. 21)\***

**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)**

**January 28, 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

(Page 1 of 26 Pages)

\* 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).

**Table of Contents**

CUSIP No. 543881106

13D

Page 2 of 26 Pages

**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

**7** SOLE VOTING POWER

NUMBER OF

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

BENEFICIALLY

OWNED BY **9** 0  
EACH SOLE DISPOSITIVE POWER

REPORTING

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

WITH

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

**Table of Contents**

CUSIP No. 543881106

13D

Page 3 of 26 Pages

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

7 SOLE VOTING POWER

NUMBER OF

SHARES 1,115,347  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,115,347  
10 SHARED DISPOSITIVE POWER  
WITH

11 0  
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

**Table of Contents**

CUSIP No. 543881106

13D

Page 4 of 26 Pages

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

7 SOLE VOTING POWER

NUMBER OF

1,264,606

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,264,606

10 SHARED DISPOSITIVE POWER

WITH

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



**Table of Contents**

CUSIP No. 543881106

13D

Page 5 of 26 Pages

1 NAMES OF REPORTING PERSONS

MHR INSTITUTIONAL PARTNERS LP

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

7 SOLE VOTING POWER

NUMBER OF

2,123,874

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,123,874

10 SHARED DISPOSITIVE POWER

WITH

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

**Table of Contents**

CUSIP No. 543881106

13D

Page 6 of 26 Pages

**1** NAMES OF REPORTING PERSONS

MHR INSTITUTIONAL 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

**7** SOLE VOTING POWER

NUMBER OF

2,634,891

SHARES

**8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,634,891

**10** SHARED DISPOSITIVE POWER

WITH

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

**Table of Contents**

CUSIP No. 543881106

13D

Page 7 of 26 Pages

1 NAMES OF REPORTING PERSONS

MHR INSTITUTIONAL PARTNERS IIA LP

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

7 SOLE VOTING POWER

NUMBER OF

2,418,660

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,418,660

10 SHARED DISPOSITIVE POWER

WITH

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

**Table of Contents**

CUSIP No. 543881106

13D

Page 8 of 26 Pages

**1** NAMES OF REPORTING PERSONS

MHR INSTITUTIONAL ADVISORS II 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

**7** SOLE VOTING POWER

NUMBER OF

3,378,693

SHARES

**8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

3,378,693

**10** SHARED DISPOSITIVE POWER

WITH

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



**Table of Contents**

CUSIP No. 543881106

13D

Page 9 of 26 Pages

**1** NAME OF REPORTING PERSONS

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

MHRC LLC

**2** 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** SOLE VOTING POWER

NUMBER OF

1,264,606

SHARES

**8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,264,606

**10** SHARED DISPOSITIVE POWER

WITH

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,264,606

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

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

5.9%

14 TYPE OF  
REPORTING  
PERSON\*

OO

**Table of Contents**

CUSIP No. 543881106

13D

Page 10 of 26 Pages

1 NAME OF REPORTING PERSONS

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

MHRC I LLC

2 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 SOLE VOTING POWER

NUMBER OF

2,634,891

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,634,891

10 SHARED DISPOSITIVE POWER

WITH

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,634,891

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

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

12.3%

14 TYPE OF  
REPORTING  
PERSON\*

OO

**Table of Contents**

CUSIP No. 543881106

13D

Page 11 of 26 Pages

**1** NAME OF REPORTING PERSONS

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

**MHRC II LLC**

**2** 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** SOLE VOTING POWER

NUMBER OF

3,378,693

SHARES

**8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

3,378,693

**10** SHARED DISPOSITIVE POWER

WITH

0

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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

**Table of Contents**

CUSIP No. 543881106

13D

Page 12 of 26 Pages

**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

**7** SOLE VOTING POWER

NUMBER OF

8,129,719

SHARES

**8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

8,129,719

**10** SHARED DISPOSITIVE POWER

WITH

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



**Table of Contents**

CUSIP No. 543881106

13D

Page 13 of 26 Pages

**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

**7** SOLE VOTING POWER

NUMBER OF

8,129,719

SHARES

**8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

8,129,719

**10** SHARED DISPOSITIVE POWER

WITH

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

**Table of Contents**

CUSIP No. 543881106

13D

Page 14 of 26 Pages

**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

**7 SOLE VOTING POWER**

NUMBER OF

8,144,719

SHARES

**8 SHARED VOTING POWER**

BENEFICIALLY

OWNED BY

0

EACH

**9 SOLE DISPOSITIVE POWER**

REPORTING

PERSON

8,144,719

**10 SHARED DISPOSITIVE POWER**

WITH

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

**Table of Contents**

**TABLE OF CONTENTS**

|  |    |
|--|----|
| <u>Item 5. Interest in Securities of the Issuer.</u>   | 19 |
| <u>Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Securities of the Issuer</u> | 23 |
| <u>Item 7. Material to be Filed as Exhibits.</u>   | 25 |
| <u>SIGNATURES</u>  | 26 |

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**Table of Contents**

Page 16 of 26 Pages

This statement on Schedule 13D (this Statement ) amends and supplements, as Amendment No. 21, 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 ) and on January 10, 2013 by Amendment No. 20 to the Original Schedule 13D (Amendment No. 20 ), and, together with Amendment No. 1 through Amendment No. 19 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. 20.

**Table of Contents**

**Page 17 of 26 Pages**

**Item 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended by deleting such Item in its entirety and replacing it with the following:

The percentages set forth below are calculated based on information contained in the Form 10-Q for the quarterly period ended September 30, 2014, which disclosed that there were 21,414,212 shares of Common Stock outstanding as of October 31, 2014.

All references to percentage beneficial ownership in Item 1 and this Item 5(a) are calculated by reference only to the shares of Common Stock and without reference to the beneficial ownership of any shares of Non-Voting Common Stock, which are not a class of an equity security as defined by Rule 13d-1(i) of the Act. Reference to the Non-Voting Common Stock in the footnotes to this Item 5(a) are made supplementally and for informational purposes only.

(a) (i) Master Account II Holdings may be deemed the beneficial owner of 1,115,347<sup>1</sup> shares of Common Stock held for its own account (approximately 5.2% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3 (d)(1)(i) under the Act).

(ii) Master Account II may be deemed the beneficial owner of 1,115,347<sup>2</sup> shares of Common Stock (approximately 5.2% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of 1,115,347 shares of Common Stock held for the account of Master Account II Holdings.

**Table of Contents**

**Page 18 of 26 Pages**

(iii) Capital Partners (100) may be deemed the beneficial owner of 149,259<sup>3</sup> shares of Common Stock held for its own account (approximately 0.7% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(iv) Advisors may be deemed the beneficial owner of 1,264,606<sup>4</sup> shares of Common Stock (approximately 5.9% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of (A) 1,115,347 shares of Common Stock held for the account of Master Account II Holdings and (B) 149,259 shares of Common Stock held for the account of Capital Partners (100).

(v) Institutional Partners may be deemed the beneficial owner of 2,123,874 shares of Common Stock held for its own account (approximately 9.9% of the total number of shares of Common Stock outstanding calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(vi) MHRA may be deemed the beneficial owner of 205,476 shares of Common Stock held for its own account (approximately 1.0% of the total number of shares of Common Stock outstanding calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(vii) MHRM may be deemed the beneficial owner of 305,541 shares of Common Stock held for its own account (approximately 1.4% of the total number of shares of Common Stock outstanding calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(viii) Institutional Advisors may be deemed the beneficial owner of 2,634,891 shares of Common Stock (approximately 12.3% of the total number of shares of Common Stock outstanding calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of (A) 2,123,874 shares of Common Stock held for the account of Institutional Partners, (B) 205,476 shares of Common Stock held for the account of MHRA and (C) 305,541 shares of Common Stock held for the account of MHRM.

(ix) Institutional Partners II may be deemed the beneficial owner of 960,033<sup>5</sup> shares of Common Stock held for its own account (approximately 4.5% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(x) Institutional Partners IIA may be deemed the beneficial owner of 2,418,660<sup>6</sup> shares of Common Stock held for its own account (approximately 11.3% of the total number of shares of Common Stock outstanding calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(xi) Institutional Advisors II may be deemed the beneficial owner of 3,378,693<sup>7</sup> shares of Common Stock (approximately 15.8% of the total number of shares of Common Stock outstanding calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of (A) 960,033 shares of Common Stock held for the account of Institutional Partners II, and (B) 2,418,660 shares of Common Stock held for the account of Institutional Partners IIA.

(xii) Institutional Partners III may be deemed the beneficial owner of 851,529<sup>8</sup> shares of Common Stock held for its own account (approximately 4.0% of the total number of shares of Common Stock outstanding calculated in accordance with Rule 13d-3 (d)(1)(i) under the Act).



**Table of Contents**

**Page 19 of 26 Pages**

(xiii) Institutional Advisors III may be deemed the beneficial owner of 851,529<sup>9</sup> shares of Common Stock (approximately 4.0% of the total number of shares of Common Stock outstanding calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of 851,529 shares of Common Stock held for the account of Institutional Partners III.

(xiv) MHRC may be deemed the beneficial owner of 1,264,606<sup>10</sup> shares of Common Stock (approximately 5.9% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of all of the shares of Common Stock otherwise described in Item 5(a)(iv) by virtue of MHRC's position as the managing member of Advisors.

(xv) MHRC I may be deemed the beneficial owner of 2,634,891 shares of Common Stock (approximately 12.3% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of all of the shares of Common Stock otherwise described in Item 5(a)(viii) by virtue of MHRC I's position as managing member of Institutional Advisors.

(xvi) MHRC II may be deemed the beneficial owner of 3,378,693<sup>11</sup> shares of Common Stock (approximately 15.8% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of all of the shares of Common Stock otherwise described in Item 5(a)(xi) by virtue of MHRC II's position as the managing member of Institutional Advisors II.

(xvii) Fund Management may be deemed the beneficial owner of 8,129,719<sup>12</sup> shares of Common Stock (approximately 38.0% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of all of the shares of Common Stock otherwise described in this Item 5(a) by virtue of Fund Management's investment management agreement with Master Account II, Capital Partners (100), Institutional Partners, MHRA, MHRM, Institutional Partners II, Institutional Partners IIA and Institutional Partners III.

(xviii) MHR Holdings may be deemed the beneficial owner of 8,129,719<sup>13</sup> shares of Common Stock (approximately 38.0% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of all of the shares of Common Stock otherwise described in this Item 5(a) by virtue of MHR Holdings' position as the managing member of Fund Management.

(xix) Dr. Rachesky may be deemed the beneficial owner of 8,144,719<sup>14</sup> shares of Common Stock (approximately 38.0% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of (a) all of the shares of Common Stock otherwise described in this Item 5(a) by virtue of Dr. Rachesky's position as the managing member of each of MHRC, MHRC II, Institutional Advisors III and MHR Holdings and as the manager of MHRC I, and (b) 15,000 shares of Common Stock held directly by Dr. Rachesky.

(b) (i) Master Account II Holdings may be deemed to have (x) the sole power to direct the disposition of 1,115,347 shares of Common Stock which may be deemed to be beneficially owned by Master Account II Holdings as described above, and (y) the sole power to direct the voting of 1,115,347 shares of Common Stock which may be deemed to be beneficially owned by Master Account II Holdings as described above.

**Table of Contents**

**Page 20 of 26 Pages**

(ii) Master Account II may be deemed to have (x) the sole power to direct the disposition of 1,115,347 shares of Common Stock which may be deemed to be beneficially owned by Master Account II as described above, and (y) the sole power to direct the voting of 1,115,347 shares of Common Stock which may be deemed to be beneficially owned by Master Account II as described above.

(iii) Capital Partners (100) may be deemed to have (x) the sole power to direct the disposition of 149,259 shares of Common Stock which may be deemed to be beneficially owned by Capital Partners (100) as described above, and (y) the sole power to direct the voting of 149,259 shares of Common Stock which may be deemed to be beneficially owned by Capital Partners (100) as described above.

(iv) Advisors may be deemed to have (x) the sole power to direct the disposition of 1,264,606 shares of Common Stock which may be deemed to be beneficially owned by Advisors as described above, and (y) the sole power to direct the voting of 1,264,606 shares of Common Stock which may be deemed to be beneficially owned by Advisors as described above.

(v) Institutional Partners may be deemed to have (x) the sole power to direct the disposition of 2,123,874 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners as described above, and (y) the sole power to direct the voting of 2,123,874 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners as described above.

(vi) MHRA may be deemed to have (x) the sole power to direct the disposition of 205,476 shares of Common Stock which may be deemed to be beneficially owned by MHRA as described above, and (y) the sole power to direct the voting of 205,476 shares of Common Stock which may be deemed to be beneficially owned by MHRA as described above.

(vii) MHRM may be deemed to have (x) the sole power to direct the disposition of 305,541 shares of Common Stock which may be deemed to be beneficially owned by MHRM as described above, and (y) the sole power to direct the voting of 305,541 shares of Common Stock which may be deemed to be beneficially owned by MHRM as described above.

(viii) Institutional Advisors may be deemed to have (x) the sole power to direct the disposition of 2,634,891 shares of Common Stock which may be deemed to be beneficially owned by Institutional Advisors as described above, and (y) the sole power to direct the voting of 2,634,891 shares of Common Stock which may be deemed to be beneficially owned by Institutional Advisors as described above.

(ix) Institutional Partners II may be deemed to have (x) the sole power to direct the disposition of 960,033 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners II as described above, and (y) the sole power to direct the voting of 960,033 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners II as described above.

(x) Institutional Partners IIA may be deemed to have (x) the sole power to direct the disposition of 2,418,660 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners IIA as described above, and (y) the sole power to direct the voting of 2,418,660 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners IIA as described above.

**Table of Contents**

**Page 21 of 26 Pages**

(xi) Institutional Advisors II may be deemed to have (x) the sole power to direct the disposition of 3,378,693 shares of Common Stock which may be deemed to be beneficially owned by Institutional Advisors II as described above, and (y) the sole power to direct the voting of 3,378,693 shares of Common Stock which may be deemed to be beneficially owned by Institutional Advisors II as described above.

(xii) Institutional Partners III may be deemed to have (x) the sole power to direct the disposition of 851,529 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners III as described above, and (y) the sole power to direct the voting of 851,529 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners III as described above.

(xiii) Institutional Advisors III may be deemed to have (x) the sole power to direct the disposition of 851,529 shares of Common Stock which may be deemed to be beneficially owned by Institutional Advisors III as described above, and (y) the sole power to direct the voting of 851,529 shares of Common Stock which may be deemed to be beneficially owned by Institutional Advisors III as described above.

(xiv) MHRC may be deemed to have (x) the sole power to direct the disposition of 1,264,606 shares of Common Stock which may be deemed to be beneficially owned by MHRC as described above, and (y) the sole power to direct the voting of 1,264,606 shares of Common Stock which may be deemed to be beneficially owned by MHRC as described above.

(xv) MHRC I may be deemed to have (x) the sole power to direct the disposition of 2,634,891 shares of Common Stock which may be deemed to be beneficially owned by MHRC I as described above, and (y) the sole power to direct the voting of 2,634,891 shares of Common Stock which may be deemed to be beneficially owned by MHRC I as described above.

(xvi) MHRC II may be deemed to have (x) the sole power to direct the disposition of 3,378,693 shares of Common Stock which may be deemed to be beneficially owned by MHRC II as described above, and (y) the sole power to direct the voting of 3,378,693 shares of Common Stock which may be deemed to be beneficially owned by MHRC II as described above.

(xvii) Fund Management may be deemed to have (x) the sole power to direct the disposition of the 8,129,719 shares of Common Stock which may be deemed to be beneficially owned by Fund Management as described above, and (y) the sole power to direct the voting of 8,129,719 shares of Common Stock which may be deemed to be beneficially owned by Fund Management as described above.

(xviii) MHR Holdings may be deemed to have (x) the sole power to direct the disposition of the 8,129,719 shares of Common Stock which may be deemed to be beneficially owned by MHR Holdings as described above, and (y) the sole power to direct the voting of 8,129,719 shares of Common Stock which may be deemed to be beneficially owned by MHR Holdings as described above.

(xix) Dr. Rachesky may be deemed to have (x) the sole power to direct the disposition of the 8,144,719 shares of Common Stock which may be deemed to be beneficially owned by Dr. Rachesky as described above, and (y) the sole power to direct the voting of 8,144,719 shares of Common Stock which may be deemed to be beneficially owned by Dr. Rachesky as described above.

**Table of Contents**

**Page 22 of 26 Pages**

(c) See Item 6 to this Statement.

(d) (i) The partners of Master Account II, including Advisors, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of Master Account II Holdings in accordance with their partnership interests in Master Account II.

(ii) The partners of Capital Partners (100), including Advisors, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of Capital Partners (100) in accordance with their partnership interests in Capital Partners (100).

(iii) The partners of Institutional Partners, including Institutional Advisors, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of Institutional Partners in accordance with their partnership interests in Institutional Partners.

(iv) The partners of MHRA, including Institutional Advisors, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of MHRA in accordance with their partnership interests in MHRA.

(v) The partners of MHRM, including Institutional Advisors, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of MHRM in accordance with their partnership interests in MHRM.

(vi) The partners of Institutional Partners II, including Institutional Advisors II, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of Institutional Partners II in accordance with their partnership interests in Institutional Partners II.

(vii) The partners of Institutional Partners IIA, including Institutional Advisors II, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of Institutional Partners IIA in accordance with their partnership interests in Institutional Partners IIA.

(viii) The partners of Institutional Partners III, including Institutional Advisors III, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of Institutional Partners III in accordance with their partnership interests in Institutional Partners III.

(e) Not applicable.

<sup>1</sup> In addition, Master Account II Holdings may be deemed the beneficial owner of 1,089,120 shares of Non-Voting Common Stock held for its own account.

**Table of Contents**

**Page 23 of 26 Pages**

2. In addition, Master Account II may be deemed the beneficial owner of 1,089,120 shares of Non-Voting Common Stock held for the account of Master Account II Holdings.
3. In addition, Capital Partners (100) may be deemed the beneficial owner of 125,922 shares of Non-Voting Common Stock held for its own account.
4. In addition, Advisors may be deemed the beneficial owner of 1,215,042 shares of Non-Voting Common Stock held for the accounts of Master Account II Holdings and Capital Partners (100).
5. In addition, Institutional Partners II may be deemed the beneficial owner of 540,200 shares of Non-Voting Common Stock held for its own account.
6. In addition, Institutional Partners IIA may be deemed the beneficial owner of 1,360,934 shares of Non-Voting Common Stock held for its own account.
7. In addition, Institutional Advisors II may be deemed the beneficial owner of 1,901,134 shares of Non-Voting Common Stock held for the accounts of Institutional Partners II and Institutional Partners IIA.
8. In addition, Institutional Partners III may be deemed the beneficial owner of 6,389,497 shares of Non-Voting Common Stock held for its own account.
9. In addition, Institutional Advisors III may be deemed the beneficial owner of 6,389,497 shares of Non-Voting Common Stock held for the account of Institutional Partners III.
10. In addition, MHRC may be deemed the beneficial owner of all of the shares of Non-Voting Common Stock otherwise described in footnote 4 to this Item 5(a) by virtue of its position as the managing member of Advisors.
11. In addition, MHRC II may be deemed the beneficial owner of all of the shares of Non-Voting Common Stock otherwise described in footnote 7 to this Item 5(a) by virtue of its position as the managing member of Institutional Advisors II.
12. In addition, Fund Management may be deemed the beneficial owner of all of the shares of Non-Voting Common Stock otherwise described in the footnotes to this Item 5(a) by virtue of Fund Management's investment management agreement with Master Account II, Capital Partners (100), Institutional Partners II, Institutional Partners IIA and Institutional Partners III.
13. In addition, MHR Holdings may be deemed the beneficial owner of all of the shares of Non-Voting Common Stock otherwise described in the footnotes to this Item 5(a) by virtue of its position as the managing member of Fund Management.

- <sup>14</sup>. In addition, Dr. Rachesky may be deemed the beneficial owner of all of the shares of Non-Voting Common Stock otherwise described in the footnotes to this Item 5(a) by virtue of Dr. Rachesky's position as the managing member of each of MHRC, MHRC II, Institutional Advisors III and MHR Holdings.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Securities of the Issuer.**

Item 6 is hereby amended by adding the following:

On January 28, 2015, (i) Master Account, MHR Account II Holdings and JPMorgan Chase Bank, National Association, London Branch (the Lender ) entered into that certain Loan Agreement (the Master Account Loan Agreement ), and (ii) Capital Partners (100) and the Lender entered into that certain Loan Agreement (the Capital Partners (100) Loan Agreement ) and, together with the Master Account Loan Agreement, the Loan Agreements ) to provide for a working capital facility for Master Account and Capital Partners (100), respectively. In connection with the entry into the Loan Agreements, Master Account and Capital Partners (100) (collectively, the Borrowers ) have each agreed to pledge a basket of certain publicly traded securities and certain other assets owned by them, including the shares of Common Stock owned by them, to secure their respective obligations under the Loan Agreements. The maturity date of each of the Loan Agreements is July 29, 2015. The Borrowers have the right to terminate the Loan Agreements prior to their maturity date on the terms set forth therein, at which time any pledge of securities would be automatically released. In addition, the Loan Agreements permit the Borrowers to release the pledge of certain securities, including the shares of Common Stock, under certain circumstances, and substitute other securities or assets in replacement thereof.

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The foregoing description of the Loan Agreements and the transactions contemplated thereby do not purport to be complete and are qualified in their entirety by reference to the full text of the Loan Agreements, which are attached to this Statement and incorporated into this Item 6 by reference.

### **Item 7. Material to be Filed as Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1                  | Loan Agreement, dated January 28, 2015, by and among MHR Capital Partners Master Account LP, MHR Capital Partners Master Account II Holdings LLC and JPMorgan Chase Bank, National Association, London Branch. |
| 2                  | Loan Agreement, dated January 28, 2015, by and among MHR Capital Partners (100) LP and JPMorgan Chase Bank, National Association, London Branch.   |

**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: January 30, 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

Table of Contents

Page 25 of 26 Pages

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

**Table of Contents**

**Page 26 of 26 Pages**

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1                  | Loan Agreement, dated January 28, 2015, by and among MHR Capital Partners Master Account LP, MHR Capital Partners Master Account II Holdings LLC and JPMorgan Chase Bank, National Association, London Branch. |
| 2                  | Loan Agreement, dated January 28, 2015, by and among MHR Capital Partners (100) LP and JPMorgan Chase Bank, National Association, London Branch.   |