

METROMEDIA INTERNATIONAL GROUP INC
Form SC 13D/A
December 31, 2008

OMB APPROVAL
OMB Number: 3235-0145

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5) *

Metromedia International Group, Inc.
(Name of Issuer)

7¼% Cumulative Convertible Preferred Stock
(Title of Class of Securities)

591695200
(Cusip Number)

Mark C. Wehrly

Farallon Capital Management, L.L.C.

One Maritime Plaza, Suite 2100

San Francisco, California 94111

(415) 421-2132
(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 17, 2008

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

(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 Sections 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* Section 240.13d-7 for other parties to whom copies are to be sent.

* 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).

(Continued on following pages)

Page 1 of 40 Pages

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Noonday Asset Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2

** The reporting persons making this filing may be deemed the beneficial holders of an aggregate of 0 Preferred Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware
NUMBER OF SOLE VOTING POWER

SHARES BENEFICIALLY 7

OWNED BY -0- SHARED VOTING POWER

EACH 8

-0- [See Preliminary Note]

REPORTING
PERSON WITH

SOLE DISPOSITIVE POWER

9

10

-0-
SHARED DISPOSITIVE POWER

-0- [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

-0- [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

14

IA, PN

Page 2 of 40 Pages

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Noonday G.P. (U.S.), L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2

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3

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

OO

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Noonday Capital, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

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N/A

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TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

OO

13D

CUSIP No. 591695200

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David I. Cohen

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N/A

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

IN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Saurabh K. Mittal

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

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SOURCE OF FUNDS (See Instructions)

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N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

IN

13D

CUSIP No. 591695200

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

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Noonday Asset Management LLP
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(a)

(b) **

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N/A
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TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United Kingdom

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

7

-0-
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

IA, PN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Nicolas Giauque

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2

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SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

France

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

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IN

13D

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1

Lars E. Bane

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

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N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Sweden

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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Davide Leone

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N/A

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TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Italy

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

IN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Noonday Capital Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) **

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SOURCE OF FUNDS (See Instructions)

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N/A

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES
BENEFICIALLY

-0-
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

OO

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Partners, L.P.

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2

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N/A

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

NUMBER OF

7

**SHARES
BENEFICIALLY**

**-0-
SHARED VOTING POWER**

OWNED BY

8

EACH

9

**-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER**

**REPORTING
PERSON WITH**

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

PN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

NUMBER OF

7

SHARES
BENEFICIALLY

-0-
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
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CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

PN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

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Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

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(b) **

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

NUMBER OF

7

SHARES
BENEFICIALLY

-0-
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

PN

13D

CUSIP No. 591695200

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

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Farallon Capital Institutional Partners III, L.P.

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(a)

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N/A

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES
BENEFICIALLY

-0-
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

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[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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PN

13D

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Tinicum Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

SOLE VOTING POWER

NUMBER OF

7

SHARES
BENEFICIALLY

-0-
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-
SHARED DISPOSITIVE POWER

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-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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TYPE OF REPORTING PERSON (See Instructions)

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PN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Offshore Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) **

** The reporting persons making this filing may be deemed the beneficial holders of an aggregate of 0 Preferred Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

NUMBER OF

7

SHARES
BENEFICIALLY

-0-
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

-0- [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

PN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES
BENEFICIALLY

-0-
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note]
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

IA, OO

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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-0- [See Preliminary Note]
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CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

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13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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1

William F. Duhamel

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(b) **

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N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

-0- [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

IN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Richard B. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

2

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N/A

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

9

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-
SHARED DISPOSITIVE POWER

10

-0- [See Preliminary Note]
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11

-0- [See Preliminary Note]
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CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.0% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)

14

IN

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

1

Monica R. Landry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) **

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SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

5

TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States
NUMBER OF

Executive Director

SHARES BENEFICIALLY

*

OWNED BY

G. David

Non-Executive Director

EACH

REPORTING

*

I.E.L.
Davis

Non-Executive Director

Table of Contents

| | |
|----------------------------|---|
| Professor Dame Ann Dowling | Non-Executive Director |
| * | |
| Dr. Brian Gilvary | Executive Director, Chief Financial Officer (Principal Financial and Accounting Officer) |
| * | |
| Dr. B.E. Grote | Executive Director |
| * | |
| B.R. Nelson | Non-Executive Director |
| * | |
| F.P. Nhleko | Non-Executive Director |
| Andrew Shilston | Non-Executive Director (Senior Independent Director) |
| * | |
| Jeffrey Heller | Vice President, BP America Inc. (Authorized Representative in the United States) |
| /s/ Gary Admans | |
| Gary Admans | Attorney-In-Fact for the individuals noted above with an asterisk |

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SIGNATURES OF BP CAPITAL MARKETS P.L.C.

Pursuant to the requirements of the Securities Act of 1933, BP Capital Markets p.l.c. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England on February 5, 2013.

BP Capital Markets p.l.c.

By: /s/ Pritul Shah
 Name: Pritul Shah
 Title: Company Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on February 5, 2013.

| Signature | Title |
|-------------------|---|
| * | |
| Dr. Brian Gilvary | Director (Principal Executive Officer) |
| * | |
| David Bucknall | Director (Principal Financial and Accounting Officer) |
| * | |
| N. M. H. Bamfield | Director |
| * | |
| Roger Harrington | Director |
| * | |
| Jeffrey Heller | Vice President, BP America Inc. (Authorized Representative in the United States) |
| /s/ Gary Admans | |
| Gary Admans | Attorney-In-Fact for the individuals noted above with an asterisk |

Table of Contents

INDEX TO EXHIBITS

Exhibit

| Number | Description of Exhibit |
|---------------|--|
| 1.1 | Form of Purchase Agreement for Guaranteed Debt Securities* |
| 4.1 | Indenture, dated March 8, 2002, between BP Capital Markets p.l.c., BP p.l.c. and The Bank of New York Mellon Trust Company, N.A. (as successor to JPMorgan Chase Bank, N.A.) (incorporated by reference to BP's Report on Form 6-K filed on March 26, 2002 (File No. 001-062062))* |
| 4.2 | Form of Debt Securities for BP Capital Markets p.l.c. and Guarantees relating thereto (included in Exhibit 4.1)* |
| 5.1 | Opinion of Senior Legal Counsel of BP p.l.c., as to the validity of the Guaranteed Debt Securities of BP Capital Markets p.l.c. and the Guarantees as to certain matters of English law.* |
| 5.2 | Opinion of Sullivan & Cromwell LLP, counsel to BP p.l.c., and BP Capital Markets p.l.c. as to the validity of the Guaranteed Debt Securities of BP Capital Markets p.l.c. as to certain matters of New York law.* |
| 8.1 | Opinion of Sullivan & Cromwell LLP, U.K. tax counsel to BP p.l.c. and BP Capital Markets p.l.c. as to certain matters of U.K. taxation.* |
| 8.2 | Opinion of Sullivan & Cromwell LLP, U.S. tax counsel to BP p.l.c. and BP Capital Markets p.l.c. as to certain matters of U.S. taxation.* |
| 23.1 | Consent of Ernst & Young LLP, independent registered public accounting firm. |
| 23.2 | Consent of Senior Legal Counsel of BP p.l.c. (included in Exhibit 5.1 above).* |
| 23.3 | Consents of Sullivan & Cromwell LLP, counsel to BP p.l.c. and BP Capital Markets p.l.c. (included in Exhibits 5.2, 8.1 and 8.2 above).* |
| 24.1 | Powers of Attorney of certain officers and directors of BP p.l.c. and Authorized Representative in the United States of BP p.l.c.** |
| 24.2 | Powers of Attorney of certain officers and directors of BP Capital Markets p.l.c. and Authorized Representative in the United States of BP Capital Markets p.l.c.** |
| 25.1 | Statement of eligibility of Trustee on Form T-1 with respect to Exhibit 4.1 above.* |

* Previously filed.

** Previously filed on the signature page of Part II of the registration statement on Form F-3 (File Nos. 333-179953 and 333-179953-01).