

Edgar Filing: New Gold Inc. /FI - Form SC 13G/A

New Gold Inc. /FI
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 2)

New Gold Inc.

(Name of Issuer)

Common Shares Without Par Value

(Title of Class of Securities)

644535106

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in 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 or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

CUSIP No. 644535106

1. NAME OF REPORTING PERSONS

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

Libra Advisors, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

6. SHARED VOTING POWER

963,300

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

963,300

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

963,300

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 644535106

1. NAME OF REPORTING PERSONS

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

Libra Associates, 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

6. SHARED VOTING POWER

784,500

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7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

784,500

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

784,500

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 644535106

1. NAME OF REPORTING PERSONS

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

Libra Fund, L.P.

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

6. SHARED VOTING POWER

784,500

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

784,500

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

784,500

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

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CERTAIN SHARES

[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 644535106

1. NAME OF REPORTING PERSONS

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

Ranjan Tandon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) [_]

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

6. SHARED VOTING POWER

963,300

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

963,300

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

963,300

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

[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No. 644535106

Item 1(a). Name of Issuer:

New Gold Inc.

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

Suite 601, 595 Howe Street
Vancouver, British Columbia, Canada V6C 2T5

Item 2(a). Name of Person Filing:

Libra Advisors, LLC
Libra Associates, LLC
Libra Fund, L.P.
Ranjan Tandon, Managing Member of Libra Advisors, LLC and
Libra Associates, LLC

(b). Address of Principal Business Office, or if None, Residence:

Libra Advisors, LLC
909 Third Avenue
29th Floor
New York, New York 10022

Libra Associates, LLC
909 Third Avenue
29th Floor
New York, New York 10022

Libra Fund, L.P.
909 Third Avenue
29th Floor
New York, New York 10022

Ranjan Tandon
c/o Libra Advisors, LLC
909 Third Avenue
29th Floor
New York, New York 10022

(c). Citizenship:

Libra Advisors, LLC - New York limited liability company
Libra Associates, LLC - Delaware limited liability company
Libra Fund, L.P. - Delaware limited partnership
Ranjan Tandon - United States of America

(d). Title of Class of Securities:

Common Shares, Without Par Value

(e). CUSIP Number:

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644535106

- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange 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 s.240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with s.240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

784,500 shares deemed beneficially owned by Libra Associates, LLC;
784,500 shares deemed beneficially owned by Libra Fund, L.P.;
963,300 shares deemed beneficially owned by Libra Advisors, LLC;
963,300 shares deemed beneficially owned by Ranjan Tandon.

(b) Percent of class:

2.1% deemed beneficially owned by Libra Associates, LLC;
2.1% deemed beneficially owned by Libra Fund, L.P.;
2.6% deemed beneficially owned by Libra Advisors, LLC;
2.6% deemed beneficially owned by Ranjan Tandon.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote
Libra Associates, LLC:

0

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| | | |
|--|------------------------|---------|
| | Libra Fund, L.P.: | 0 |
| | Libra Advisors, LLC: | 0 |
| | Ranjan Tandon: | 0 |
| | | |
| (ii) Shared power to vote or to direct the vote | | |
| | Libra Associates, LLC: | 784,500 |
| | Libra Fund, L.P.: | 784,500 |
| | Libra Advisors, LLC: | 963,300 |
| | Ranjan Tandon: | 963,300 |
| | | |
| (iii) Sole power to dispose or to direct the disposition of | | |
| | Libra Associates, LLC: | 0 |
| | Libra Fund, L.P.: | 0 |
| | Libra Advisors, LLC: | 0 |
| | Ranjan Tandon: | 0 |
| | | |
| (iv) Shared power to dispose or to direct the disposition of | | |
| | Libra Associates, LLC: | 784,500 |
| | Libra Fund, L.P.: | 784,500 |
| | Libra Advisors, LLC: | 963,300 |
| | Ranjan Tandon: | 963,300 |

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 five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

The shares reported herein are held in the accounts of two private investment funds (the "Funds"), including Libra Fund, L.P., the investments of which are managed by Libra Advisors, LLC and/or Libra Associates, LLC, each of which Ranjan Tandon is the managing member. Libra Fund, L.P. is the only one of the Funds which beneficially owns more than five percent of the shares reported herein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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 the Reporting Persons certify that, to the best of their knowledge and belief, the securities referred to above 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 such purpose or effect.

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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.

Date: February 13, 2008

LIBRA ADVISORS, LLC***

By: /s/ Ranjan Tandon

Name: Ranjan Tandon
Title: Managing Member

LIBRA ASSOCIATES, LLC***

By: /s/ Ranjan Tandon

Name: Ranjan Tandon
Title: Managing Member

LIBRA FUND, L.P.***

By: LIBRA ASSOCIATES, LLC
General Partner

By: /s/ Ranjan Tandon

Name: Ranjan Tandon
Title: Managing Member

RANJAN TANDON***

/s/ Ranjan Tandon

Name: Ranjan Tandon

*** The Reporting Persons specifically disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.

Exhibit A

AGREEMENT

The undersigned agree that this Amendment No. 2 to Schedule 13G relating to the Common Shares, Without Par Value, of New Gold Inc. shall be filed on behalf of the undersigned.

Date: February 13, 2008

LIBRA ADVISORS, LLC

By: /s/ Ranjan Tandon

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Name: Ranjan Tandon
Title: Managing Member

LIBRA ASSOCIATES, LLC

By: /s/ Ranjan Tandon

Name: Ranjan Tandon
Title: Managing Member

LIBRA FUND, L.P.

By: LIBRA ASSOCIATES, LLC
its General Partner

By: /s/ Ranjan Tandon

Name: Ranjan Tandon
Title: Managing Member

RANJAN TANDON

/s/ Ranjan Tandon

Name: Ranjan Tandon

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