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FRIEDMAN BRIAN P

Form 3 May 02, 2012

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 *

FRIEDMAN BRIAN P

C/O JEFFERIES CAPITAL

PARTNERS, Â 520 MADISON **AVENUE. 10TH FLOOR**

(Street)

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

05/02/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Edgen Group Inc. [EDG]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director Officer (give title below) (specify below)

X 10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10022

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Class A Common Stock (1)

198,095

Â D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Security:

(Instr. 4)

Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class B Common Stock and Membership Units (2)	(3)(4)	(3)(4)	Shares of Class A Common Stock, par value \$.0001 per share	24,343,138	\$ (3) (4)	I	By Edgen Murray II, L.P. and Bourland & Leverich Holdings LLC

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FRIEDMAN BRIAN P C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NYÂ 10022

Â X Â Â

Signatures

/s/ David L. Laxton, III, as attorney in fact

05/02/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Mr. Friedman purchased 187,392 and 10,703 shares of Class A common stock ("Class A Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen") on the open market on April 30, 2012 and May 1, 2012, respectively.
 - Mr. Friedman is a managing member of Jefferies Capital Partners LLC, which is the managing member of the general partner of Jefferies Capital Partners IV L.P. ("Fund IV"). Fund IV is the manager of Bourland & Leverich Holdings LLC ("B&L") and controls the general
- (2) partner of Edgen Murray II, L.P. ("EM II LP"). EM II LP holds 12,615,230 shares of Class B common stock ("Class B Common Stock"), par value \$0.0001 per share, of Edgen and 12,615,230 membership units ("Membership Units") of EDG Holdco LLC ("EDG"). B&L holds 11,727,908 shares of Class B Common Stock and 11,727,908 Membership Units.
 - Pursuant to Exchange Agreements (the "Exchange Agreements") by and among B&L, Edgen and EDG, and EM II LP, Edgen and EDG, B&L and EM II LP have the right to exchange (the "Exchange Rights") from time to time, Membership Units and shares of Class B Common Stock for shares of Class A Common Stock, on the basis of one Membership Unit of EDG and one share of Class B Common
- (3) Stock collectively for one share of Edgen's Class A Common Stock (subject to customary conversion rate adjustments for splits, stock dividends and reclassifications) or, at Edgen's election, cash. EM II LP and B&L are both parties to Lock-Up Agreements (the "Lock-Up Agreements") with Jefferies & Company, Inc., Morgan Stanley & Co. LLC, and Citigroup Global Markets Inc (collectively, the "Underwriters"). (Continued in footnote 4)
- Pursuant to the Exchange Agreements, the Exchange Rights are not exercisable until the earlier of (i) October 29, 2012 or (ii) the date on which the Underwriters agree to waive the Lock-Up Agreements. Mr. Friedman may be deemed to own beneficially and indirectly the shares of Class A Common Stock owned beneficially and indirectly by EM II LP and B&L. Mr. Friedman disclaims beneficial ownership of the shares of Class A Common Stock reported herein except to the extent of his pecuniary interest therein.

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.

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