

Edgar Filing: International Coal Group, Inc. - Form SC 13G

International Coal Group, Inc.
Form SC 13G
November 29, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

(Amendment No. __)

International Coal Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

45928H 10 6

(CUSIP Number)

November 21, 2005

(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 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 the 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).

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1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Third Point LLC

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		8,950,000
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		8,950,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 8,950,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 6.5%

12 TYPE OF REPORTING PERSON*
 OO

*SEE INSTRUCTION BEFORE FILLING OUT!

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Page 3 of 10 Pages

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Daniel S. Loeb

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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	5	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		8,950,000
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		8,950,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8,950,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	N/A	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.5%	
12	TYPE OF REPORTING PERSON*	
	IN	

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1(a): Name of Issuer:

The name of the issuer is International Coal Group, Inc., a corporation organized under the laws of the State of Delaware (the "Company").

Item 1(b): Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 2000 Ashland Drive, Ashland, Kentucky 41101.

Item 2(a): Name of Person Filing:

This Schedule 13G is filed by:

(i) Third Point LLC (f/k/a Third Point Management Company L.L.C.), a Delaware limited liability company (the "Management Company"), which serves as investment manager or adviser to a variety of hedge funds and managed accounts (such funds and accounts, collectively, the "Funds"), with respect to shares of Common Stock (as defined in Item 2(d)) directly beneficially owned by the Funds; and

(ii) Mr. Daniel S. Loeb ("Mr. Loeb"), who is the Chief Executive Officer of

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the Management Company and controls its business activities, with respect to shares of Common Stock indirectly beneficially owned by Mr. Loeb by virtue of such position.

The Management Company and Mr. Loeb are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b): Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 390 Park Ave, 18th Floor, New York, New York 10022.

Item 2(c): Citizenship:

The Management Company is organized as a limited liability company under the laws of the State of Delaware. Mr. Loeb is a United States citizen.

Item 2(d): Title of Class of Securities:

Common Stock, par value \$0.01 per share ("Common Stock").

Item 2(e): CUSIP Number:

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45028H106

Item 3: If this statement is filed pursuant to Rules 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 Act,
B. [] Bank as defined in Section 3(a)(6) of the Act,
C. [] Insurance Company as defined in Section 3(a)(19) of the Act,
D. [] Investment Company registered under Section 8 of the Investment Company Act of 1940,
E. [] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
F. [] Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
G. [] Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
H. [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
I. [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
J. [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4: Ownership:

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The beneficial ownership of Common Stock by the Reporting Persons, as of the date of this Schedule 13G, is as follows:

A. Third Point LLC

- (a) Amount beneficially owned: 8,950,000
- (b) Percent of class: 6.5%. The percentages used herein and in the rest of this Schedule 13G are calculated based upon (i) the 107,230,999 shares of Common Stock stated to be issued and outstanding as of September 30, 2005, as reflected in the Company's Prospectus filed pursuant to Rule 424(b)(3) on November 21, 2005, and (ii) the 29,824,670 shares of Common Stock issued to an escrow agent upon the completion of the acquisitions of Anker Coal Group, Inc. and CoalQuest Development LLC on November 18, 2005, and deemed to be outstanding in accordance with the Company's Current Report on Form 8-K filed on November 22, 2005.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 8,950,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 8,950,000

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B. Daniel S. Loeb

- (a) Amount beneficially owned: 8,950,000
- (b) Percent of class: 6.5%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 8,950,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 8,950,000

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: []

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

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:

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Not applicable.

Item 9: Notice of Dissolution of Group:

Not applicable.

Item 10: Certification:

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my 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 that purpose or effect.

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SIGNATURES

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: November 29, 2005

THIRD POINT LLC

By: /s/ Daniel S. Loeb

Name: Daniel S. Loeb
Title: Chief Executive Officer

/s/ Daniel S. Loeb

Daniel S. Loeb

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[SIGNATURE PAGE TO SCHEDULE 13G
WITH RESPECT TO
INTERNATIONAL COAL GROUP, INC.]

EXHIBIT INDEX

Exhibit 99.1: Joint Filing Agreement, dated November 29, 2005, by and between
Third Point LLC and Daniel S. Loeb.