

Quad/Graphics, Inc.
Form SC 13G/A
February 17, 2015

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 3)*

Quad/Graphics,
Inc.
(Name of
Issuer)

Class A
Common Stock
(Title of Class
of Securities)

747301109
(CUSIP
Number)

December 31,
2014
(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)

(Page 1 of 28

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 the disclosures provided in a prior cover page.

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 ("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).

1	NAME OF REPORTING PERSON
	Centerbridge Credit Partners, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	-0-
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	477,607
7	SOLE DISPOSITIVE POWER
	-0-
8	SHARED DISPOSITIVE POWER
9	477,607 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	477,607 CHECK BOX IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

12 1.4%
TYPE OF
REPORTING
PERSON

PN

	NAME OF REPORTING PERSON
1	Centerbridge Credit Partners General Partner, L.P.
	CHECK THE APPROPRIATE BOX IF ^(a)
2	A MEMBER ^(b) x
	OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	477,607
	SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	477,607
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

477,607

CHECK

BOX IF

THE

AGGREGATE

AMOUNT

10

IN "

ROW

(9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

11

BY AMOUNT IN

ROW (9)

1.4%

TYPE OF

REPORTING

12

PERSON

PN

1	NAME OF REPORTING PERSON
	Centerbridge Credit GP Investors, L.L.C.
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
6	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	477,607
7	SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
9	477,607 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	477,607 ..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

12 1.4%
TYPE OF
REPORTING
PERSON

OO

1	NAME OF REPORTING PERSON
	Centerbridge Credit Partners Master, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Cayman Islands
	SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	795,291 SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	795,291
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	795,291
10	..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 2.3%
TYPE OF
REPORTING
PERSON

PN

1	NAME OF REPORTING PERSON
2	Centerbridge Credit Partners Offshore General Partner, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) γ OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	795,291
7	SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
9	795,291 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	795,291

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN ROW (9)
12	2.3% TYPE OF REPORTING PERSON PN

	NAME OF REPORTING PERSON
1	Centerbridge Credit Offshore GP Investors, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	795,291 SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	795,291
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	795,291

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN ROW (9)
12	2.3% TYPE OF REPORTING PERSON
	OO

1 NAME OF REPORTING PERSON

Centerbridge Capital Partners Strategic Debt Acquisition, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 -0- SHARED VOTING POWER

2,282

7 SOLE DISPOSITIVE POWER

8 -0- SHARED DISPOSITIVE POWER

9 2,282 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,282

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN ROW (9)
12	Less than 0.1% TYPE OF REPORTING PERSON
	PN

	NAME OF REPORTING PERSON
1	Centerbridge Capital Partners Debt Acquisition, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	64,362 SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	64,362
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	64,362

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN ROW (9)
12	0.2% TYPE OF REPORTING PERSON
	PN

1	NAME OF REPORTING PERSON
	Centerbridge Capital Partners SBS, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
	SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	116 SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	116
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	116
10	..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 Less than 0.1%
TYPE OF
REPORTING
PERSON

PN

1	NAME OF REPORTING PERSON
	Centerbridge Associates, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	-0-
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	66,760
7	SOLE DISPOSITIVE POWER
	-0-
8	SHARED DISPOSITIVE POWER
9	66,760 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	66,760 ..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.2%
TYPE OF
REPORTING
PERSON

PN

1	NAME OF REPORTING PERSON
	Centerbridge GP Investors, LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
4	SOLE VOTING POWER
	-0- SHARED VOTING POWER
5	
6	66,760 SOLE DISPOSITIVE POWER
7	
8	-0- SHARED DISPOSITIVE POWER
	66,760
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	66,760 ..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.2%
TYPE OF
REPORTING
PERSON

OO

1	NAME OF REPORTING PERSON
	Centerbridge Special Credit Partners, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	-0-
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	464,656
7	SOLE DISPOSITIVE POWER
	-0-
8	SHARED DISPOSITIVE POWER
	464,656
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	464,656 ..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 1.3%
TYPE OF
REPORTING
PERSON

PN

	NAME OF REPORTING PERSON
1	Centerbridge Special Credit Partners General Partner, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	464,656 SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	464,656
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	464,656

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN ROW (9)
12	1.3% TYPE OF REPORTING PERSON PN

1	NAME OF REPORTING PERSON
	Centerbridge Special GP Investors, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
	SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	464,656 SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	464,656
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	464,656
10	..

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 1.3%
TYPE OF
REPORTING
PERSON

OO

1	NAME OF REPORTING PERSON
	Mark T. Gallogly
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
	-0-
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,804,316
7	SOLE DISPOSITIVE POWER
	-0-
8	SHARED DISPOSITIVE POWER
	1,804,316
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	1,804,316 CHECK BOX IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.2%
TYPE OF
REPORTING
PERSON

IN

1	NAME OF REPORTING PERSON
	Jeffrey H. Aronson
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) 7 OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
	-0-
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,804,316
7	SOLE DISPOSITIVE POWER
	-0-
8	SHARED DISPOSITIVE POWER
	1,804,316
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	1,804,316 CHECK BOX IF THE

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 5.2%
TYPE OF
REPORTING
PERSON

IN

CUSIP No. 747301109 13G/APage 18 of 28 Pages

This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G filed on February 14, 2011 (the "Original Schedule 13G"), as amended by Amendment No. 1 filed on February 14, 2011 (the Original Schedule 13G as amended, the "Schedule 13G") with respect to shares of Class A Common Stock (the "Common Stock") of the Company. Capitalized terms not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G.

Item 1(a). NAME OF ISSUER

The name of the issuer is Quad/Graphics, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at N61 W23044 Harry's Way, Sussex, Wisconsin 53089-3995.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

- (i) Centerbridge Credit Partners, L.P., a Delaware limited partnership ("CCP"), with respect to the Common Stock beneficially owned by it;
- (ii) Centerbridge Credit Partners General Partner, L.P., a Delaware limited partnership ("CCPGP"), as general partner of CCP, with respect to the Common Stock beneficially owned by CCP;
- (iii) Centerbridge Credit GP Investors, L.L.C., a Delaware limited liability company ("CCGPI"), as general partner of CCPGP, with respect to the Common Stock beneficially owned by CCP;
- (iv) Centerbridge Credit Partners Master, L.P., a Cayman Islands limited partnership ("CCPM"), with respect to the Common Stock beneficially owned by it;
- (v) Centerbridge Credit Partners Offshore General Partner, L.P., a Delaware limited partnership ("CCPOGP"), with respect to the Common Stock beneficially owned by CCPM;
- (vi) Centerbridge Credit Offshore GP Investors, L.L.C., a Delaware limited liability company ("CCOGPI"), as general partner of CCPOGP, with respect to the Common Stock beneficially owned by CCPM;
- (vii) Centerbridge Capital Partners SBS, L.P., a Delaware limited partnership ("SBS"), with respect to the Common Stock beneficially owned by it;
- (viii) Centerbridge Capital Partners Debt Acquisition, L.P., a Delaware limited partnership ("CCPDA"), with respect to the Common Stock beneficially owned by it;
- (ix) Centerbridge Capital Partners Strategic Debt Acquisition, L.P., a Delaware limited partnership ("CCPSDA"), with respect to the Common Stock beneficially owned by it;
- (x) Centerbridge Associates, L.P., a Delaware limited partnership ("CALP"), as general partner of SBS, CCPDA and CCPSDA, with respect to the Common Stock beneficially owned by SBS, CCPDA and CCPSDA;
- (xi) Centerbridge GP Investors, LLC, a Delaware limited liability company ("CGPI"), as general partner of CALP, with respect to the Common Stock beneficially owned by SBS, CCPDA and CCPSDA;

- (xii) Centerbridge Special Credit Partners, L.P., a Delaware limited partnership ("CSCP"), with respect to the Common Stock beneficially owned by it;
- (xiii) Centerbridge Special Credit Partners General Partner, L.P., a Delaware limited partnership ("CSCP GP"), as general partner of CSCP, with respect to the Common Stock beneficially owned by CSCP;
- (xiv) Centerbridge Special GP Investors, L.L.C., a Delaware limited liability company ("CSGPI"), as general partner of CSCP GP, with respect to the Common Stock beneficially owned by CSCP;
- (xv) Mark T. Gallogly ("Mr. Gallogly"), as managing member of CCGPI, CCOGPI, CGPI and CSGPI, with respect to the Common Stock beneficially owned by CCP, CCPGP, CCGPI, CCPM, CCPOGP, CCOGPI, SBS, CCPDA, CCPSDA, CALP, CGPI, CSCP, CSCP GP and CSGPI; and
- (xvi) Jeffrey H. Aronson ("Mr. Aronson"), as managing member of CCGPI, CCOGPI, CGPI and CSGPI, with respect to the Common Stock beneficially owned by CCP, CCPGP, CCGPI, CCPM, CCPOGP, CCOGPI, SBS, CCPDA, CCPSDA, CALP, CGPI, CSCP, CSCP GP and CSGPI.

The foregoing persons 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 business office of each of the Reporting Persons is 375 Park Avenue, 12th Floor, New York, NY 10152.

Item 2(c). CITIZENSHIP

CCP, CCPGP, CCPOGP, SBS, CCPDA, CCPSDA, CALP, CSCP and CSCP GP are limited partnerships organized under the laws of the State of Delaware. CCPM is a limited partnership organized under the laws of the Cayman Islands. CCGPI, CCOGPI, CGPI and CSGPI are limited liability companies organized under the laws of the State of Delaware. Messrs. Gallogly and Aronson are citizens of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES

Class A Common Stock

Item 2(e). CUSIP NUMBER

747301109

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:

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- (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) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution
in accordance with Rule
13d-1(b)(1)(ii)(J), please
specify the type of institution:

Item 4. OWNERSHIP

This Schedule 13G/A reports beneficial ownership of shares of Common Stock beneficially owned by the Reporting Persons as of December 31, 2014.

- A. Centerbridge Credit Partners, L.P., Centerbridge Credit Partners
General Partner, L.P. and Centerbridge Credit GP Investors, L.L.C.
 - (a) Amount beneficially owned: 477,607
Percent of class: 1.4%. The percentages used herein and in the rest
of Item 4 are calculated based upon the 34,637,310 shares of
 - (b) Common Stock issued and outstanding on October 31, 2014 as
reflected in the Form 10-Q of the Company for the quarterly period
ended September 30, 2014, filed on November 7, 2014.
 - (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 477,607
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition of: 477,607

CCP has the power to dispose of and the power to vote the shares of
Common Stock beneficially owned by it, which powers may also be
exercised by CCPGP, its general partner, and CCGPI, the general
partner of CCPGP. Neither CCPGP nor CCGPI directly owns any of
the shares of Common Stock. By reason of the provisions of Rule

13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP. However, none of the foregoing should be construed in and of itself as an admission by CCPGP or CCGPI or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CCPGP and CCGPI expressly disclaims beneficial ownership of shares of Common Stock owned by CCP.

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Centerbridge Credit Partners Master, L.P., Centerbridge Credit B. Partners Offshore General Partner, L.P. and Centerbridge Credit Offshore GP Investors, L.L.C.

(a) Amount beneficially owned: 795,291

(b) Percent of class: 2.3%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 795,291

(iii) Sole power to dispose or direct the disposition: -0-

Shared power to dispose or direct the disposition: 795,291

(iv)

CCPM has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPOGP, its general partner, and CCOGPI, the general partner of CCPOGP. Neither CCOGPI nor CCPOGP directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCPM. However, none of the foregoing should be construed in and of itself as an admission by CCOGPI or CCPOGP or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CCOGPI and CCPOGP expressly disclaims beneficial ownership of shares of Common Stock owned by CCPM.

C. Centerbridge Capital Partners SBS, L.P.

(a) Amount beneficially owned: 116

(b) Percent of class: Less than 0.1%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 116

(iii) Sole power to dispose or direct the disposition: -0-

Shared power to dispose or direct the disposition: 116

(iv)

SBS has the power to dispose of and the power to vote the Common Stock beneficially owned by it, which powers may also be exercised by its general partner, CALP.

D. Centerbridge Capital Partners Debt Acquisition, L.P.

(a) Amount beneficially owned: 64,362

(b) Percent of class: 0.2%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 64,362

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 64,362

CCPDA has the power to dispose of and the power to vote the Common Stock beneficially owned by it, which powers may also be exercised by its general partner, CALP.

E. Centerbridge Capital Partners Strategic Debt Acquisition, L.P.

(a) Amount beneficially owned: 2,282

(b) Percent of class: Less than 0.1%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,282

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,282

CCPSDA has the power to dispose of and the power to vote the Common Stock beneficially owned by it, which powers may also be exercised by its general partner, CALP.

F.Centerbridge GP Investors, LLC and Centerbridge Associates, L.P.

- (a) Amount beneficially owned: 66,760
- (b) Percent of class: 0.2%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 66,760
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 66,760

CALP, as the general partner of SBS, CCPDA and CCPSDA, and CGPI, as the general partner of CALP, share the power to dispose of and the power to vote the Common Stock beneficially owned by SBS, CCPDA and CCPSDA. Neither CALP nor CGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by SBS, CCPDA and CCPSDA. However, none of the foregoing should be construed in and of itself as an admission by CALP or CGPI or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CALP and CGPI expressly disclaims beneficial ownership of shares of Common Stock owned by SBS, CCPDA and CCPSDA.

Centerbridge Special Credit Partners, L.P., Centerbridge Special Credit
G.Partners General Partner, L.P. and Centerbridge Special GP Investors,
L.L.C.

- (a) Amount beneficially owned: 464,656
- (b) Percent of class: 1.3%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 464,656
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition of: 464,656

CSCP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CSCPGP, its general partner, and CSGPI, the general partner of CSCPGP. Neither CSCPGP nor CSGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CSCP. However, none of the foregoing should be construed in and of itself as an admission by CSCPGP or CSGPI or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CSCPGP and CSGPI expressly disclaims beneficial ownership of shares of Common Stock owned by CSCP.

H. Mark T. Gallogly and Jeffrey H. Aronson

(a) Amount beneficially owned: 1,804,316

(b) Percent of class: 5.2%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,804,316

(iii) Sole power to dispose or direct the disposition: -0-

Shared power to dispose or direct the disposition of: 1,804,316

(iv)

Messrs. Gallogly and Aronson, as managing members of CCGPI, CCOGPI, CGPI and CSGPI, may be deemed to share power to vote the Common Stock beneficially owned by CCP, CCPM, SBS, CCPDA, CCPSDA and CSCP. Neither Mr. Gallogly nor Mr. Aronson directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP, CCPM, SBS, CCPDA, CCPSDA and CSCP. However, none of the foregoing should be construed in and of itself as an admission by Messrs. Gallogly or Aronson or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Mr. Gallogly and Mr. Aronson expressly disclaims beneficial ownership of shares of Common Stock owned by any of CCP, CCPGP, CCGPI, CCPM, CCPOGP, CCOGPI, SBS, CCPDA, CCPSDA, CALP, CGPI, CSCP, CSCPGP and CSGPI.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

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

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its 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.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 17, 2015

CENTERBRIDGE
CREDIT PARTNERS, L.P.

By: Centerbridge Credit
Partners
General Partner, L.P.,
its general partner

By: Centerbridge Credit GP
Investors, L.L.C.,
its general partner

/s/ Jeffrey H. Aronson
Name Jeffrey H. Aronson
Title Authorized Signatory

CENTERBRIDGE
CREDIT PARTNERS
GENERAL PARTNER,
L.P.

By: Centerbridge Credit GP
Investors, L.L.C., its
general partner

/s/ Jeffrey H. Aronson
Name Jeffrey H. Aronson
Title Authorized Signatory

Centerbridge Credit GP
Investors, L.L.C.

/s/ Jeffrey H. Aronson
Name Jeffrey H. Aronson
Title Authorized Signatory

CENTERBRIDGE
CREDIT PARTNERS
MASTER, L.P.

Centerbridge Credit
By: Partners Offshore
General
Partner, L.P., its general
partner

Centerbridge Credit
By: Offshore GP
Investors,
L.L.C., its general partner

/s/ Jeffrey H. Aronson
Name: Jeffrey H. Aronson
Title: Authorized Signatory

CENTERBRIDGE
CREDIT PARTNERS
OFFSHORE GENERAL
PARTNER, L.P.

Centerbridge Credit
Offshore GP

By: Investors,
L.L.C., its general
partner

/s/ Jeffrey H. Aronson
Name Jeffrey H. Aronson
Title Authorized Signatory

Centerbridge Credit
Offshore GP
Investors, L.L.C.

/s/ Jeffrey H. Aronson
Name Jeffrey H. Aronson
Title Authorized Signatory

CENTERBRIDGE
CAPITAL
PARTNERS
SBS, L.P.

CENTERBRIDGE
ASSOCIATES, L.P.

By: Centerbridge
Associates,
L.P.,
its general
partner

By: Centerbridge GP
Investors, LLC,
its general partner

By: Centerbridge
GP Investors,
LLC,
its general
partner

/s/ Jeffrey H. Aronson
Name: Jeffrey H.
Aronson
Title: Authorized
Signatory

/s/ Jeffrey H. Aronson
Name: Jeffrey H. Aronson
Title: Authorized Signatory

CENTERBRIDGE
CAPITAL PARTNERS
DEBT ACQUISITION,
L.P.

CENTERBRIDGE GP
INVESTORS, LLC

By: Centerbridge
Associates, L.P.,
its general partner

/s/ Jeffrey H. Aronson
Name: Jeffrey H. Aronson
Title: Authorized Signatory

By: Centerbridge GP
Investors, LLC,
its general partner

/s/ Jeffrey H. Aronson
Name: Jeffrey H. Aronson
Title: Authorized Signatory

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CENTERBRIDGE
CAPITAL PARTNERS
STRATEGIC DEBT
ACQUISITION, L.P.

CENTERBRIDGE
SPECIAL CREDIT
PARTNERS,
L.P.

By: Centerbridge
Associates, L.P.,
its general partner

By: Centerbridge Special
Credit Partners
General Partner, L.P.,
its general partner

By: Centerbridge GP
Investors, LLC,
its general partner

Centerbridge Special
By: GP Investors, L.L.C.,
its
general partner

/s/ Jeffrey H. Aronson
Name: Jeffrey H. Aronson
Title: Authorized Signatory

/s/ Jeffrey H. Aronson
Name: Jeffrey H. Aronson
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT
PARTNERS
GENERAL PARTNER, L.P.

By: Centerbridge Special GP Investors, L.L.C.,
its general partner

/s/ Jeffrey H. Aronson
Name: Jeffrey H. Aronson
Title: Authorized Signatory

Centerbridge Special GP Investors, L.L.C.

/s/ Jeffrey H. Aronson
Name: Jeffrey H. Aronson
Title: Authorized Signatory

MARK T.
GALLOGLY

/s/ Mark T. Gallogly

JEFFREY H.
ARONSON

/s/ Jeffrey H. Aronson