

Fortress International Group, Inc.
Form SC 13G
July 01, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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.)1

Fortress International Group, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

34958D102
(CUSIP Number)

June 12, 2008
(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)

1 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).

CUSIP NO. 34958D102

1 NAME OF REPORTING PERSON

RCG Enterprise, Ltd

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

| | | |
|---|---|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 651,226 (1) |
| | 6 | SHARED VOTING POWER |
| | | 0 shares |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 651,226 (1) |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 0 shares |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

651,226 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON

CO

(1) Includes 3,600 shares of Common Stock currently issuable upon the exercise of certain units and 647,626 shares of Common Stock currently issuable upon the exercise of certain warrants, including those warrants that may be issued upon the exercise of the units.

CUSIP NO. 34958D102

1 NAME OF REPORTING PERSON

Ramius LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (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 |
| | | 651,226 (1) |
| | 6 | SHARED VOTING POWER |
| | | 0 shares |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 651,226 (1) |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 0 shares |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

651,226 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON

IA, OO

(1) Includes 3,600 shares of Common Stock currently issuable upon the exercise of certain units and 647,626 shares of Common Stock currently issuable upon the exercise of certain warrants, including those warrants that may be issued upon the exercise of the units.

CUSIP NO. 34958D102

1 NAME OF REPORTING PERSON

C4S & Co., L.L.C.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|----------------------------------|---|--------------------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 6 | 651,226 (1) |
| EACH REPORTING PERSON WITH | 7 | SHARED VOTING POWER |
| | | 0 shares |
| | 8 | SOLE DISPOSITIVE POWER |
| | | 651,226 (1) |
| | | SHARED DISPOSITIVE POWER |
| | | 0 shares |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

651,226 (1)

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

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5.1%

12 TYPE OF REPORTING PERSON

OO

(1) Includes 3,600 shares of Common Stock currently issuable upon the exercise of certain units and 647,626 shares of Common Stock currently issuable upon the exercise of certain warrants, including those warrants that may be issued upon the exercise of the units.

CUSIP NO. 34958D102

1 NAME OF REPORTING PERSON

Peter A. Cohen

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|---|---|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 651,226 (1) |
| | 6 | SHARED VOTING POWER |
| | | 0 shares |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 651,226 (1) |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 0 shares |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

651,226 (1)

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

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5.1%

12 TYPE OF REPORTING PERSON

IN

(1) Includes 3,600 shares of Common Stock currently issuable upon the exercise of certain units and 647,626 shares of Common Stock currently issuable upon the exercise of certain warrants, including those warrants that may be issued upon the exercise of the units.

CUSIP NO. 34958D102

1 NAME OF REPORTING PERSON

Morgan B. Stark

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|---|---|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 651,226 (1) |
| | 6 | SHARED VOTING POWER |
| | | 0 shares |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 651,226 (1) |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 0 shares |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON

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(1) Includes 3,600 shares of Common Stock currently issuable upon the exercise of certain units and 647,626 shares of Common Stock currently issuable upon the exercise of certain warrants, including those warrants that may be issued upon the exercise of the units.

CUSIP NO. 34958D102

1 NAME OF REPORTING PERSON

Thomas W. Strauss

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|---|---|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 651,226 (1) |
| | 6 | SHARED VOTING POWER |
| | | 0 shares |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 651,226 (1) |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 0 shares |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

651,226 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON

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(1) Includes 3,600 shares of Common Stock currently issuable upon the exercise of certain units and 647,626 shares of Common Stock currently issuable upon the exercise of certain warrants, including those warrants that may be issued upon the exercise of the units.

CUSIP NO. 34958D102

1 NAME OF REPORTING PERSON

Jeffrey M. Solomon

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|---|---|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 651,226 (1) |
| | 6 | SHARED VOTING POWER |
| | | 0 shares |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 651,226 (1) |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 0 shares |

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651,226 (1)

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

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5.1%

12 TYPE OF REPORTING PERSON

IN

(1) Includes 3,600 shares of Common Stock currently issuable upon the exercise of certain units and 647,626 shares of Common Stock currently issuable upon the exercise of certain warrants, including those warrants that may be issued upon the exercise of the units.

CUSIP NO. 34958D102

Item 1(a). Name of Issuer:

Fortress International Group, Inc. (the "Issuer")

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

9841 Broken Land Parkway
Columbia, Maryland 21046

Item 2(a). Name of Person Filing

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

Item 2(c). Citizenship

RCG Enterprise, Ltd ("RCG Enterprise")
c/o Ramius LLC
599 Lexington Avenue, 20th Floor
New York, New York 10022
Citizenship: Cayman Islands

Ramius LLC ("Ramius")
599 Lexington Avenue, 20th Floor
New York, New York 10022
Citizenship: Delaware

C4S & Co., L.L.C. ("C4S")
c/o Ramius LLC
599 Lexington Avenue, 20th Floor
New York, New York 10022
Citizenship: Delaware

Peter A. Cohen ("Mr. Cohen")
c/o Ramius LLC
599 Lexington Avenue, 20th Floor
New York, New York 10022
Citizenship: United States

Morgan B. Stark ("Mr. Stark")
c/o Ramius LLC
599 Lexington Avenue, 20th Floor
New York, New York 10022
Citizenship: United States

Thomas W. Strauss ("Mr. Strauss")
c/o Ramius LLC
599 Lexington Avenue, 20th Floor
New York, New York 10022
Citizenship: United States

CUSIP NO. 34958D102

Jeffrey M. Solomon (“Mr. Solomon”)
c/o Ramius LLC
599 Lexington Avenue, 20th Floor
New York, New York 10022
Citizenship: United States

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

Common Stock, par value \$0.0001 per share (the “Common Stock”)

Item 2(e). CUSIP Number:

34958D102

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:

Not Applicable.

(a) Broker or dealer registered under Section 15 of the Exchange Act.

(b) Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) Investment company registered under Section 8 of the Investment Company Act.

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with Rule 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.

(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) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

(a) Amount beneficially owned:

As of the date hereof, RCG Enterprise may be deemed to beneficially own 651,226 shares of Common Stock, consisting of 3,600 shares of Common Stock currently issuable upon the exercise of certain units and 647,626 shares of Common Stock currently issuable upon the exercise of certain warrants, including those warrants that may be issued upon the exercise of the units.

CUSIP NO. 34958D102

Ramius, as the investment manager of RCG Enterprise, may be deemed to beneficially own the 651,226 shares of Common Stock beneficially owned by RCG Enterprise.

C4S, as the managing member of Ramius, may be deemed to beneficially own the 651,226 shares of Common Stock beneficially owned by Ramius.

Messrs. Cohen, Stark, Strauss and Solomon, as the sole managing members of C4S, may be deemed to beneficially own the 651,226 shares of Common Stock beneficially owned by C4S.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of Ramius, C4S, Messrs. Cohen, Stark, Strauss and Solomon disclaims beneficial ownership of the Common Stock beneficially owned by RCG Enterprise and the filing of this statement shall not be construed as an admission that any such person is the beneficial owner of any such securities.

(b) Percent of class:

5.1%

Based on 12,740,447 shares outstanding, which consists of 12,089,221 shares outstanding as of April 30, 2008, as reported in the Issuer's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on May 14, 2008, plus an aggregate 651,226 shares of Common Stock issuable upon the exercise of certain units and warrants beneficially owned by the Reporting Persons. As of the date hereof, (i) RCG Enterprise may be deemed to beneficially own 5.1% of the outstanding shares of Common Stock, and (ii) each of Ramius, C4S, and Messrs. Cohen, Stark, Strauss and Solomon may be deemed to beneficially own 5.1% of the outstanding shares of Common Stock.

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

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

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

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

CUSIP NO. 34958D102

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary That 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.

See Exhibit 99.1

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of 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.

12

CUSIP NO. 34958D102

SIGNATURE

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

Dated: June 30, 2008

RCG ENTERPRISE, LTD
By: Ramius LLC,
its investment manager

RAMIUS LLC
By: C4S & Co., L.L.C.,
as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon
Name: Jeffrey M.
Solomon
Title: Authorized
Signatory

/s/ Jeffrey M. Solomon
JEFFREY M. SOLOMON
Individually and as
attorney-in-fact for Peter A.
Cohen, Morgan B. Stark and
Thomas W. Strauss