

Edgar Filing: MATLINPATTERSON LLC - Form SC 13D/A

MATLINPATTERSON LLC
Form SC 13D/A
August 27, 2009

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

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 9)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)*

BROADPOINT GLEACHER SECURITIES GROUP, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

318465101

(CUSIP Number)

Robert H. Weiss
General Counsel
MatlinPatterson Global Advisers LLC
520 Madison Avenue
New York, New York 10022
Telephone: (212) 651-9525

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

August 27, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

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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 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP NO. 318465101

SCHEDULE 13D

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

MatlinPatterson FA Acquisition LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
			-0-
	8	SHARED VOTING POWER	
NUMBER OF			35,568,261
SHARES			
BENEFICIALLY OWNED			
BY EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			-0-
WITH			
	10	SHARED DISPOSITIVE POWER	
			35,568,261

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,568,261

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

29.67%

14 TYPE OF REPORTING PERSON

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PN

2

CUSIP NO. 318465101

SCHEDULE 13D

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

MP II Preferred Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

35,568,261

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

35,568,261

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29.67%

14 TYPE OF REPORTING PERSON

PN

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3

CUSIP NO. 318465101

SCHEDULE 13D

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

MatlinPatterson Asset Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		35,568,261
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		35,568,261

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35,568,261

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

29.67%

14 TYPE OF REPORTING PERSON

HC

4

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CUSIP NO. 318465101

SCHEDULE 13D

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

MatlinPatterson LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

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9 SOLE DISPOSITIVE POWER

-0-

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

29.67%

14 TYPE OF REPORTING PERSON

HC

CUSIP NO. 318465101

SCHEDULE 13D

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

David J. Matlin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

35,568,261

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29.67%

14 TYPE OF REPORTING PERSON

IN

6

CUSIP NO. 318465101

SCHEDULE 13D

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

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Mark R. Patterson

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

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United States

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-0-

8 SHARED VOTING POWER

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29.67%

14 TYPE OF REPORTING PERSON

IN

7

CUSIP NO. 318465101

SCHEDULE 13D

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

MP Preferred Partners GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

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29.67%

14 TYPE OF REPORTING PERSON

HC

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INTRODUCTION.

This amendment ("Amendment No. 9") amends the Schedule 13D Statement, dated May 14, 2007 (the "Statement", and as amended by Amendment No. 1 thereto, dated July 24, 2007, Amendment No. 2 thereto, dated September 21, 2007, Amendment No. 3 thereto, dated February 26, 2008, Amendment No. 4 thereto, dated February 29, 2008, Amendment No. 5 thereto, dated June 4, 2008, Amendment No. 6 thereto, dated February 17, 2009, Amendment No. 7 thereto, dated June 4, 2009 and Amendment No. 8 thereto, dated July 28, 2009 (the "Amended Statement") filed on behalf of (i) MatlinPatterson FA Acquisition LLC ("Matlin FA"), a Delaware limited liability company, (ii) MatlinPatterson Global Opportunities Partners II L.P. ("Matlin Partners (Delaware)"), a Delaware limited partnership, (iii)

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MatlinPatterson Global Opportunities Partners (Cayman) II L.P. ("Matlin Partners (Cayman)" and, together with Matlin Partners (Delaware), the "Matlin Partners"), a Cayman Islands limited partnership, (iv) MatlinPatterson Global Advisers LLC ("Matlin Advisers"), a Delaware limited liability company, by virtue of its investment authority over securities held by each of the Matlin Partners, (v) MatlinPatterson Global Partners II LLC ("Matlin Global Partners"), a Delaware limited liability company, as the general partner of each of the Matlin Partners, (vi) MatlinPatterson Asset Management LLC ("Matlin Asset Management"), a Delaware limited liability company, as the holder of all of the membership interests in Matlin Global Partners and Matlin Advisers, (vii) MatlinPatterson LLC ("MatlinPatterson"), a Delaware limited liability company, as the holder of all of the membership interests in Matlin Asset Management, (viii) David J. Matlin and Mark R. Patterson each, as a holder of 50% of the membership interests in MatlinPatterson, (ix) Christopher Pechock and Frank Plimpton, each an employee of Matlin Advisers, as the persons named in the Proxies described in the Statement, (x) MPIO Special Cayman Ltd. ("MPIO Special"), an exempted company incorporated in the Cayman Islands, MP II Preferred Partners L.P. ("MP Preferred Partners"), a Cayman Islands limited partnership and MP Preferred Partners GP LLC ("MP Preferred Partners GP"), a Delaware limited liability company. Matlin FA, Matlin Asset Management, MatlinPatterson, David J. Matlin, Mark R. Patterson, MP Preferred Partners and MP Preferred Partners GP are collectively referred to in this Amendment No.8 as the "Reporting Persons" and each is a "Reporting Person." Christopher Pechock and Frank Plimpton ceased to hold any voting rights in the shares described in the Statement as of September 21, 2007 (as reflected in Amendment No. 2 to the Statement and Amendment No. 3 to the Statement), MP II Special ceased to be a member of Matlin FA (as reflected in Amendment No. 6 to the Statement), and each of Matlin Partners, Matlin Global Partners and Matlin Advisers ceased to be a member of Matlin FA as of June 4, 2009 (as reflected in Amendment No. 7 to the Statement) and are no longer Reporting Persons for the purpose hereof.

On July 28, 2009, Matlin FA entered into a purchase agreement (the "Purchase Agreement") with the Issuer, Merrill Lynch, Pierce, Fenner & Smith Incorporated and each of the other Underwriters named in Schedule A thereto (collectively, the "Underwriters") and the other selling shareholder named therein (the "Other Selling Shareholder") pursuant to which Matlin FA agreed to (i) sell an aggregate of 6,000,000 Shares (the "Initial Shares") at an initial purchase price of \$6.25 per Share (\$5.9063 per Share after discounts and commissions) and (ii) grant to the Underwriters an option (the "Overallotment Option") to purchase up to an additional 1,525,000 Shares (the "Overallotment Shares") at an initial purchase price of \$6.25 per Share (\$5.9063 per Share after discounts and commissions) to cover overallotments, subject to the terms and conditions of the Purchase Agreement (the "Underwritten Sale") as described in Amendment No. 8 to the Statement. The Statement, as previously amended, disclosed the shared beneficial ownership by the Reporting Persons of 37,093,261 shares (the "Shares") of the common stock, par value \$0.01 per share ("Common Stock"), of Broadpoint Gleacher Securities Group, Inc. (the "Issuer") held by Matlin FA.

The Underwritten Sale with respect to the Initial Shares was completed on August 3, 2009 (the "Sale Date"). On August 24, 2009, the Underwriters exercised the Overallotment Option.

This Amendment No. 9 is being filed on behalf of the Reporting Persons to report the completion of the sale of the Overallotment Shares by Matlin FA to the Underwriters on August 27, 2009. Capitalized terms used and not defined in this Amendment No. 9 shall have the meanings set forth in the Amended Statement. Except as specifically provided herein, this Amendment No. 9 does not modify any of the information previously reported on the Amended Statement.

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ITEM 4. PURPOSE OF TRANSACTION

Item 4 is amended and supplemented by adding the following paragraph as the second to last paragraph of Item 4:

On August 24, 2009 the Underwriters exercised the Overallotment Option to purchase 1,525,000 Shares from Matlin FA at an initial purchase price of \$6.25 per Share (\$5.9063 per Share after discounts and commissions) pursuant to the terms of the Purchase Agreement. The closing of the sale of such Shares by Matlin FA to the Underwriters took place on August 27, 2009.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is amended and supplemented by adding the following:

(a)-(b) As of the filing date of this Amendment No. 9, Matlin FA, MP Preferred Partners, MP Preferred Partners GP, Matlin Asset Management, MatlinPatterson, David J. Matlin and Mark R. Patterson are each the beneficial owner of 35,568,261 shares of Common Stock, which represents approximately 29.76% of the shares of outstanding Common Stock of the Issuer (based on 119,873,453 shares of Common Stock outstanding (which represents 117,873,453 shares outstanding as of August 3, 2009 as disclosed by the Issuer in its Form 10-Q for the quarter ended June 30, 2009 filed with the Securities and Exchange Commission on August 14, 2009 plus 2,000,000 newly issued shares of Common Stock that were sold by the Issuer in connection with the sale of the Overallotment Shares as described in the Purchase Agreement)). Except as disclosed in this Amendment No. 9, none of the Reporting Persons has (i) sole or shared power to vote or direct the vote of or (ii) sole or shared power to dispose or direct the disposition of Common Stock.

(c) Except for the sale of the Overallotment Shares and the other transactions described in this Amendment No. 9, none of the Reporting Persons has effected any transaction in Common Stock during the past 60 days, or since the filing of Amendment No. 8, whichever is less.

(d) Not applicable.

(e) Not applicable.

The filing of this Amendment No. 9 shall not be construed as an admission by any of the Reporting Persons that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of shares of Common Stock owned by other Reporting Persons or parties.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is amended and supplemented by adding the following:

19 Joint Filing Agreement dated as of August 27, 2009 among the Reporting Persons.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

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Dated: August 27, 2009

MATLINPATTERSON FA ACQUISITION LLC

By: /s/ Robert H. Weiss

Name: Robert H. Weiss
Title: Vice President

MP PREFERRED PARTNERS GP LLC

By: /s/ Robert H. Weiss

Name: Robert H. Weiss
Title: General Counsel

MATLINPATTERSON LLC

By: /s/ Mark R. Patterson

Name: Mark R. Patterson
Title: Member

MATLINPATTERSON ASSET MANAGEMENT LLC

By: /s/ Robert H. Weiss

Name: Robert H. Weiss
Title: General Counsel

MP II PREFERRED PARTNERS L.P.

By: MP Preferred Partners GP LLC,
its general partner

By: /s/ Robert H. Weiss

Name: Robert H. Weiss
Title: General Counsel

DAVID J. MATLIN

By: /s/ David J. Matlin

Name: David J. Matlin

MARK R. PATTERSON

By: /s/ Mark R. Patterson

Name: Mark R. Patterson

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EXHIBIT INDEX

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19 Joint Filing Agreement dated as of August 27, 2009 among the Reporting Persons.

EXHIBIT 19

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing of MatlinPatterson FA Acquisition LLC, MatlinPatterson LLC, MatlinPatterson Asset Management LLC, MP II Preferred Partners L.P., MP Preferred Partners GP LLC, David J. Matlin and Mark R. Patterson, on behalf of each of them a statement on Schedule 13D (including amendments thereto) with respect to shares of common stock, par value \$0.01 per share, of Broadpoint Gleacher Securities Group, Inc., formerly known as Broadpoint Securities Group, Inc., a New York corporation, and that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 27th day of August 2009.

MATLINPATTERSON FA ACQUISITION LLC

By: /s/ Robert H. Weiss

Name: Robert H. Weiss
Title: Vice President

MATLINPATTERSON LLC

By: /s/ Mark R. Patterson

Name: Mark R. Patterson
Title: Member

MATLINPATTERSON ASSET MANAGEMENT LLC

By: /s/ Robert H. Weiss

Name: Robert H. Weiss
Title: General Counsel

MP II PREFERRED PARTNERS L.P.

By: MP Preferred Partners GP LLC,
its general partner

By: /s/ Robert H. Weiss

Name: Robert H. Weiss
Title: General Counsel

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MP PREFERRED PARTNERS GP LLC

By: /s/ Robert H. Weiss

Name: Robert H. Weiss
Title: General Counsel

DAVID J. MATLIN

By: /s/ David J. Matlin

Name: David J. Matlin

MARK R. PATTERSON

By: /s/ Mark R. Patterson

Name: Mark R. Patterson