

LUIKART JAMES L
 Form 3/A
 May 02, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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)

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|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â LUIKART JAMES L</p> <p>(Last) (First) (Middle)</p> <p>C/O JEFFERIES CAPITAL PARTNERS,Â 520 MADISON AVE, 10TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/02/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Edgen Group Inc. [EDG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>04/26/2012</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | Shares | | or Indirect (1) (Instr. 5) | | |
|--|---------------------|---------------------|---|----------------------------------|---|---|
| Class B Common Stock and Membership Units ⁽¹⁾ | Â ⁽²⁾⁽³⁾ | Â ⁽²⁾⁽³⁾ | Shares of Class A Common Stock, par value \$.0001 per share | 24,343,138 \$ ^{(2) (3)} | I | By Edgen Murray II, L.P. and Bourland & Leverich Holdings LLC |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUIKART JAMES L C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVE, 10TH FLOOR NEW YORK, NY 10022 | Â X | Â X | Â | Â |

Signatures

| | |
|--|---------------------|
| /s/ David L. Laxton, III, as attorney in fact | 05/02/2012 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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. Luikart 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 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 Group Inc. ("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.
- (2) Pursuant to 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 Edgen's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), on the basis of one Membership Unit of EDG and one share of Class B Common 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.
- (3) (Continued from footnote 2) 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"). 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. Luikart 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. Luikart 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.