

CINCINNATI BELL INC
Form SC 13G/A
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Cincinnati Bell Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

171871106
(CUSIP Number)

December 31, 2012
(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 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).

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

Marcato Capital Management 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

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

-0-

6 SHARED VOTING POWER

OWNED
BY EACH
REPORTING

16,952,410

7 SOLE DISPOSITIVE POWER

PERSON
WITH

-0-

8 SHARED DISPOSITIVE POWER

16,952,410

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,952,410

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

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

8.5%

12 TYPE OF REPORTING PERSON

IA

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

Richard T. McGuire III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH

-0-

6 SHARED VOTING POWER

16,952,410

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

16,952,410

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,952,410

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

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

8.5%

12 TYPE OF REPORTING PERSON

IN

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Item 1. (a). Name of Issuer:

Cincinnati Bell Inc.

(b). Address of issuer's principal executive offices:

221 East Fourth Street
Cincinnati, OH 45202

Item 2. (a). Name of person filing:

Marcato Capital Management LLC
Richard T. McGuire III

(b). Address or principal business office or, if none, residence:

Marcato Capital Management LLC
One Montgomery Street, Suite 3250
San Francisco, CA 94104

Richard T. McGuire III
c/o Marcato Capital Management LLC
One Montgomery Street, Suite 3250
San Francisco, CA 94104

(c). Citizenship:

Marcato Capital Management LLC: Delaware
Richard T. McGuire III: United States of America

(d). Title of class of securities:

Common Stock, \$0.01 par value per share

(e). CUSIP No.:

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Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Marcato Capital Management LLC: 16,952,410
Richard T. McGuire III: 16,952,410

(b) Percent of class:

Marcato Capital Management LLC: 8.5%
Richard T. McGuire III: 8.5%

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

Marcato Capital Management LLC

| | | |
|-------|--|------------|
| (i) | Sole power to vote or to direct the vote | -0- |
| (ii) | Shared power to vote or to direct the vote | 16,952,410 |
| (iii) | Sole power to dispose or to direct the disposition of | -0- |
| (iv) | Shared power to dispose or to direct the | 16,952,410 |

disposition of

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Richard T. McGuire III

| | | |
|-------|--|------------|
| (i) | Sole power to vote or to direct the vote | -0- |
| (ii) | Shared power to vote or to direct the vote | 16,952,410 |
| (iii) | Sole power to dispose or to direct the disposition of | -0- |
| (iv) | Shared power to dispose or to direct the disposition of | 16,952,410 |

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.

The Common Stock reported in this Schedule 13G is held in the accounts of Marcato, LP, Marcato II, LP and Marcato International Master Fund Ltd. As of December 31, 2012, Marcato International Master Fund Ltd. held 12,287,352 shares, or 6.2%, of the Issuer's outstanding Common Stock. None of these private funds other than Marcato International Master Fund Ltd. owns more than 5.0% of the Issuer's outstanding Common Stock. Marcato Capital Management LLC, in its capacity as the investment advisor to each of these private funds, has the exclusive power to direct the investment activities of such private funds. Richard T. McGuire III is the managing member of Marcato Capital Management LLC.

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.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were

acquired and are held in the ordinary course of business and 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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SIGNATURE

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: February 14, 2013

Marcato Capital Management LLC

By: /s/ Richard T. McGuire III
Richard T. McGuire III
Managing Member

Richard T. McGuire III

By: /s/ Richard T. McGuire III

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Exhibit A

AGREEMENT

Each of the undersigned hereby consents and agrees to this joint filing of the Schedule 13G for the Common stock of Cincinnati Bell Inc.

Dated: February 14, 2013

Marcato Capital Management LLC

By: /s/ Richard T. McGuire III
Richard T. McGuire III
Managing Member

Richard T. McGuire III

By: /s/ Richard T. McGuire III
