

MHR ADVISORS LLC

Form 4

December 04, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RACHESKY MARK H MD

2. Issuer Name and Ticker or Trading
Symbol

LORAL SPACE &
COMMUNICATIONS INC. [LORL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

12/04/2008

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

40 WEST 57TH STREET, 24TH
FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock								15,000 ⁽¹⁾	D
Common Stock	12/04/2008		P		1,322	A	\$ 9.4546	1,105,322	I
Common Stock	12/04/2008		P		182	A	\$ 9.4546	147,819	I
Common Stock								958,336	I
									See Footnote ⁽²⁾
									See Footnote ⁽³⁾
									See Footnote

								(4)
Common Stock						2,414,383	I	See Footnote (5)
Common Stock						2,120,249	I	See Footnote (6)
Common Stock						305,004	I	See Footnote (7)
Common Stock						205,097	I	See Footnote (8)
Common Stock	12/04/2008	P	15,866	A	\$ 9,4546	718,608	I	See Footnote (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

RACHESKY MARK H MD
40 WEST 57TH STREET, 24TH FLOOR
NEW YORK, NY 10019

MHR Capital Partners Master Account LP
40 WEST 57TH STREET, 24TH FLOOR X
NEW YORK, NY 10019

MHR ADVISORS LLC
40 WEST 57TH STREET, 24TH FLOOR X
NEW YORK, NY 10019

MHR Institutional Partners III LP
40 WEST 57TH STREET, 24TH FLOOR X
NEW YORK, NY 10019

MHR Institutional Advisors III LLC
40 WEST 57TH STREET, 24TH FLOOR X
NEW YORK, NY 10019

MHR FUND MANAGEMENT LLC
40 WEST 57TH STREET, 24TH FLOOR X
NEW YORK, NY 10019

Signatures

/s/ Hal Goldstein, Attorney
in Fact

12/04/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) These shares are restricted stock. Fifty percent of such shares have vested, 2,500 of such shares will vest on May 20, 2009, 2,500 of such shares will vest on May 22, 2009 and 2,500 of such shares will vest on May 20, 2010.

These shares are held for the account of MHR Capital Partners Master Account LP, an Anguilla, British West Indies limited partnership ("Master Account"). MHR Advisors LLC, a Delaware limited liability company ("Advisors"), is the general partner of Master Account. Mark H. Rachesky, M.D. ("Dr. Rachesky") is the managing member of Advisors. In such capacity, Dr. Rachesky may be deemed to be

- (2) the beneficial owner of the shares held for the account of Master Account. MHR Fund Management LLC ("Fund Management") has an investment management agreement with Master Account pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Master Account and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Master Account.

These shares are held for the account of MHR Capital Partners (100) LP, a Delaware limited partnership ("Capital Partners (100)"). Advisors is the general partner of Capital Partners (100). Dr. Rachesky is the managing member of Advisors. In such capacity, Dr.

- (3) Rachesky may be deemed to be the beneficial owner of the shares held for the account of Capital Partners (100). Fund Management has an investment management agreement with Capital Partners (100) pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Capital Partners (100) and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Capital Partners (100).

These shares are held for the account of MHR Institutional Partners II LP, a Delaware limited partnership ("Institutional Partners II"). MHR Institutional Advisors II LLC, a Delaware limited liability company ("Institutional Advisors II"), is the general partner of

- (4) Institutional Partners II. Dr. Rachesky is the managing member of Institutional Advisors II. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Institutional Partners II. Fund Management has an investment management agreement with Institutional Partners II pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Institutional Partners II and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Institutional Partners II.

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- (5) These shares are held for the account of MHR Institutional Partners IIA LP, a Delaware limited partnership ("Institutional Partners IIA"). Institutional Advisors II is the general partner of Institutional Partners IIA. Dr. Rachesky is the managing member of Institutional Advisors II. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Institutional Partners IIA. Fund Management has an investment management agreement with Institutional Partners IIA pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Institutional Partners IIA and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Institutional Partners IIA.

- (6) These shares are held for the account of MHR Institutional Partners LP, a Delaware limited partnership ("Institutional Partners"). MHR Institutional Advisors LLC, a Delaware limited liability company ("Institutional Advisors ") is the general partner of Institutional Partners. Dr. Rachesky is the managing member of Institutional Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Institutional Partners. Fund Management has an investment management agreement with Institutional Partners pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Institutional Partners and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Institutional Partners.

- (7) These shares are held for the account of MHRM LP, a Delaware limited partnership ("MHRM"). Institutional Advisors is the general partner of MHRM. Dr. Rachesky is the managing member of Institutional Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of MHRM. Fund Management has an investment management agreement with MHRM pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of MHRM and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of MHRM.

- (8) These shares are held for the account of MHRA LP, a Delaware limited partnership ("MHRA"). Institutional Advisors is the general partner of MHRA. Dr. Rachesky is the managing member of Institutional Advisors. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of MHRA. Fund Management has an investment management agreement with MHRA pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of MHRA and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of MHRA.

- (9) These shares are held for the account of MHR Institutional Partners III LP, a Delaware limited partnership ("Institutional Partners III"). MHR Institutional Advisors III LLC, a Delaware limited liability company ("Institutional Advisors III") is the general partner of Institutional Partners III. Dr. Rachesky is the managing member of Institutional Advisors III. In such capacity, Dr. Rachesky may be deemed to be the beneficial owner of the shares held for the account of Institutional Partners III. Fund Management has an investment management agreement with Institutional Partners III pursuant to which it has the power to vote or direct the vote and to dispose or to direct the disposition of the shares held for the account of Institutional Partners III and, accordingly, Fund Management may be deemed to beneficially own the shares held for the account of Institutional Partners III.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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