

International Coal Group, Inc.
Form SC 13D/A
June 14, 2011

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 6)*

International Coal Group, Inc.

(Name of Company)

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

45928H106
(CUSIP Number)

WL Ross Group, L.P.

1166 Avenue of the Americas

Edgar Filing: International Coal Group, Inc. - Form SC 13D/A

New York, New York 10036

Attention: Michael J. Gibbons

Telephone Number: (212) 826-1100

Facsimile Number: (212) 317-4891

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

With a copy to:

Robert A. Profusek

Jones Day

222 East 41st Street

New York, New York 10017

Telephone: (212) 326-3939

June 14, 2011

(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 §§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 Rule 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. 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 (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. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 WLR Recovery Fund L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
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

NUMBER OF SHARES⁸ -0-
SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
9 SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 WLR Recovery Fund II, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
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

NUMBER OF SHARES⁸ -0-
SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
9 SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 WLR Recovery Fund III, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
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

NUMBER OF SHARES⁸ -0-
SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
9 SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 WLR Recovery Associates LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
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

NUMBER OF SHARES ⁸ -0-
SHARED VOTING POWER

BENEFICIALLY

OWNED BY ⁹ -0-
SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON WITH
-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

IA

CUSIP No. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 WLR Recovery Associates II LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
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

NUMBER OF SHARES 8 -0-
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 -0-
REPORTING SOLE DISPOSITIVE POWER

PERSON WITH

-0-

10

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

IA

CUSIP No. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 WLR Recovery Associates III LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
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

NUMBER OF SHARES ⁸ -0-
SHARED VOTING POWER

BENEFICIALLY

OWNED BY ⁹ -0-
SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON WITH
-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

IA

CUSIP No. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 WL Ross Group, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

New York
7 SOLE VOTING POWER

8 -0-
NUMBER OF SHARES SHARED VOTING POWER

BENEFICIALLY

OWNED BY
9 -0-
SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON WITH
-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

IA

CUSIP No. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 El Vedado, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

New York
7 SOLE VOTING POWER

NUMBER OF SHARES ⁸ -0-
SHARED VOTING POWER

BENEFICIALLY

OWNED BY ⁹ -0-
SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

IA

CUSIP No. 45928H106

SCHEDULE 13D/A

1 NAME OF REPORTING PERSON

2 Wilbur L. Ross, Jr.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO/WC
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 of America
7 SOLE VOTING POWER

NUMBER OF SHARES ⁸ -0-
SHARED VOTING POWER

BENEFICIALLY

OWNED BY ⁹ -0-
SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON WITH -0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

..

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

0%

14 TYPE OF REPORTING PERSON

IN

Explanatory Note

This Amendment No. 6 to Schedule 13D (this Schedule 13D/A) amends and supplements the Statement of Beneficial Ownership on Schedule 13D initially filed on November 23, 2005 and amended June 15, 2006, May 4, 2009, March 11, 2010, December 17, 2010 and May 3, 2011 (as so amended the Statement), with respect to the Common Stock, \$0.01 par value (the Common Stock), of International Coal Group, Inc., a Delaware corporation (the Company), acquired by Wilbur L Ross, Jr. (Mr. Ross) and the entities affiliated with him listed in Item 2 of this Statement in connection with the Company's reorganization in 2005 and previously announced transactions completed in 2006.

This Schedule 13D/A amends and supplements the Statement as follows:

Item 4. Purpose of Transaction.

The following information hereby is added to the existing disclosure:

Tender of Shares

Pursuant to the terms of the certain Agreement and Plan of Merger (the Merger Agreement), dated May 2, 2011, by and among the Company, Arch Coal, Inc., a Delaware corporation (Arch), and Atlas Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Arch (Merger Sub), as amended on May 26, 2011, Arch commenced the tender offer to acquire all of the issued and outstanding shares of Common Stock at a price of \$14.60 per share, payable net to the holder in cash, without interest, subject to any withholding of taxes required by applicable law, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 16, 2011 and as amended from time to time, and in the related Letter of Transmittal (the Offer) on May 16, 2011.

Pursuant to the Tender and Voting Agreement, dated May 2, 2011, by and among WLR Recovery Fund, L.P., WLR Recovery Fund II, L.P. and WLR Recovery Fund III, L.P. (the Company Stockholders), Arch and Merger Sub (the Tender and Voting Agreement), the Company Stockholders tendered all of their shares of Common Stock in the Offer in accordance with the terms of the Offer as follows:

2,859,927 shares of Common Stock tendered by WLR Recovery Fund L.P., which were held directly by WLR Recovery Fund L.P. (WLR Fund I). Mr. Ross is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates LLC. WLR Recovery Associates LLC is the general partner of WLR Fund I. Accordingly, WLR Recovery Associates LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to have had share voting and dispositive power over the shares held directly by WLR Fund I.

7,634,294 shares of Common Stock tendered by WLR Recovery Fund II, L.P., which were held directly by WLR Recovery Fund II, L.P. (WLR Fund II). Mr. Ross is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates II LLC. WLR Recovery Associates II LLC is the general partner of WLR Fund II. Accordingly, WLR Recovery Associates II LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to have had share voting and dispositive power over the shares held directly by WLR Fund II.

1,774,502 shares of Common Stock tendered by WLR Recovery Fund III, L.P., which were held directly by WLR Recovery Fund III, L.P. (WLR Fund III). Mr. Ross is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates III LLC. WLR Recovery Associates III LLC is the general partner of WLR Fund III. Accordingly, WLR Recovery Associates III LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to have had share voting and dispositive power over the shares held directly by WLR Fund III.

Additionally, Mr. Ross tendered an additional 100 shares of Common Stock, which Mr. Ross directly acquired in the open market at \$12.95 per share on November 21, 2005 in the first transaction in shares on The New York Stock Exchange.

Item 5. Interest in Securities of the Company.

The following information hereby is added to the existing disclosure:

The numbers of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power (in each case, subject to the applicable voting and dispositive power restrictions pursuant to the Tender and Voting Agreement) is set forth in boxes 7, 8, 9 and 10, respectively, on the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference. As of June 14, 2011, the Reporting Persons are not beneficial owners of any shares of Common Stock.

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: June 14, 2011

WLR RECOVERY FUND L.P.

By: WLR Recovery Associates LLC, its General Partner

By: WL Ross Group, L.P., its Managing Member

By: El Vedado, LLC, its General Partner

By:

*

**Wilbur L. Ross, Jr.,
its Managing Member**

WLR RECOVERY FUND II, L.P.

By: WLR Recovery Associates II LLC, its General
Partner

By: WL Ross Group, L.P., its Managing Member

By: El Vedado, LLC, its General Partner

By:

*

**Wilbur L. Ross, Jr.,
its Managing Member**

WLR RECOVERY FUND III, L.P.

By: WLR Recovery Associates III LLC, its General
Partner

By: WL Ross Group, L.P., its Managing Member

By: El Vedado, LLC, its General Partner

By:

*

**Wilbur L. Ross, Jr.,
its Managing Member**

WLR RECOVERY ASSOCIATES LLC

By: WL Ross Group, L.P., its Managing Member

By: El Vedado, LLC, its General Partner

By:

*

**Wilbur L. Ross, Jr.,
its Managing Member**

WLR RECOVERY ASSOCIATES II LLC

By: WL Ross Group, L.P., its Managing Member

By: El Vedado, LLC, its General Partner

By:

*

**Wilbur L. Ross, Jr.,
its Managing Member**

WLR RECOVERY ASSOCIATES III LLC

By: WL Ross Group, L.P., its Managing Member

By: El Vedado, LLC, its General Partner

By:

*

**Wilbur L. Ross, Jr.,
its Managing Member**

WL ROSS GROUP, L.P.

By: El Vedado, LLC, its General Partner

By:

*

**Wilbur L. Ross, Jr.,
its Managing Member**

EL VEDADO, LLC

By:

*

**Wilbur L. Ross, Jr.,
its Managing Member**

/s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.

* The undersigned, by signing his name hereto, does sign and execute this Schedule 13D pursuant to the Powers of Attorney executed by the above-named officers and managing members of the reporting companies and filed with the Securities and Exchange Commission on behalf of such officers and managing members.

/s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.