

Verso Corp  
Form SC 13G/A  
February 14, 2018

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 1)\*

Verso  
Corporation  
(Name of  
Issuer)

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

92531L207  
(CUSIP  
Number)

December 31,  
2017  
(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)  
ý Rule 13d-1(c)  
o Rule 13d-1(d)

(Page 1 of 25  
Pages)

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\*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
2	Centerbridge Credit Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6	SOLE VOTING POWER  -0- SHARED VOTING POWER
7	47,438 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
	47,438 shares of Class A Common Stock issuable upon exercise of

9 warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 47,438 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.1%  
TYPE OF  
REPORTING  
PERSON

PN

CUSIP No. 92531L207 13G/A Page 3 of 25 Pages

	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Credit Partners TE Intermediate I, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	Delaware
NUMBER OF SHARES BENEFICIALLY 5 OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
<b>6</b>	23,431 shares of Class A Common Stock issuable upon exercise of warrants
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
	23,431 shares of Class A

Common Stock  
issuable upon  
exercise of  
warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

23,431 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0.1%  
TYPE OF  
REPORTING  
PERSON

12

PN

CUSIP No. 92531L207 13G/A Page 4 of 25 Pages

1	NAME OF REPORTING PERSON
2	Centerbridge Credit Partners General Partner, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
Delaware	
NUMBER OF SHARES BENEFICIALLY 5 OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
6	70,869 shares of Class A Common Stock issuable upon exercise of warrants
7	SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
	70,869 shares of Class A Common Stock issuable upon

9 exercise of  
warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 70,869 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.2%  
TYPE OF  
REPORTING  
PERSON

PN



CUSIP No. 92531L207 13G/A Page 5 of 25 Pages

1	NAME OF REPORTING PERSON
2	Centerbridge Credit Partners Master, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Cayman Islands NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6	SOLE VOTING POWER  -0- SHARED VOTING POWER
7	67,467 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
	67,467 shares of Class A Common Stock issuable upon exercise of

9 warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 67,467 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.2%  
TYPE OF  
REPORTING  
PERSON

PN

CUSIP No. 92531L207 13G/A Page 6 of 25 Pages

	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Credit Partners Offshore Intermediate IV, L.P.
	CHECK THE APPROPRIATE
<b>2</b>	BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
	Cayman Islands
	SOLE VOTING
<b>5</b>	POWER
	-0- SHARED VOTING
NUMBER OF SHARES	<b>6</b> POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0- SOLE DISPOSITIVE POWER
	-0- SHARED DISPOSITIVE
	<b>8</b> POWER
	-0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>9</b>	
	-0-

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	0% TYPE OF REPORTING PERSON  PN

CUSIP No. 92531L207 13G/A Page 7 of 25 Pages

1 NAME OF  
REPORTING  
PERSON

Centerbridge Credit  
Partners Offshore  
General Partner, L.P.

2 CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (b) x  
OF A  
GROUP

3 SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF

4 ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY 5  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SOLE  
VOTING  
POWER

-0-

SHARED  
VOTING  
POWER

6 67,467 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants

7 SOLE  
DISPOSITIVE  
POWER

8 -0-  
SHARED  
DISPOSITIVE  
POWER

67,467 shares  
of Class A  
Common Stock  
issuable upon

9 exercise of  
warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 67,467 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.2%  
TYPE OF  
REPORTING  
PERSON

PN

CUSIP No. 92531L207 13G/A Page 8 of 25 Pages

1	NAME OF REPORTING PERSON
2	Centerbridge Credit Cayman GP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Cayman Islands NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6	SOLE VOTING POWER  -0- SHARED VOTING POWER
7	138,336 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
	138,336 shares of Class A Common Stock issuable upon exercise of

9 warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 138,336 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.4%  
TYPE OF  
REPORTING  
PERSON

OO



CUSIP No. 92531L207 13G/A Page 9 of 25 Pages

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Special Credit Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	Delaware SOLE VOTING POWER -0- SHARED VOTING POWER  <b>6</b> 27,752 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE <b>7</b> POWER  -0- <b>8</b> SHARED DISPOSITIVE POWER  27,752 shares of Class A Common Stock issuable upon exercise of

9                   warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10                   27,752 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11                   REPRESENTED BY  
AMOUNT IN ROW  
(9)

12                   0.1%  
TYPE OF  
REPORTING  
PERSON

PN

CUSIP No. 92531L207 13G/A Page 10 of 25 Pages

	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Special Credit Partners General Partner, L.P.
	CHECK THE APPROPRIATE
<b>2</b>	BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
<b>6</b>	27,752 shares of Class A Common Stock issuable upon exercise of warrants
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
	27,752 shares of Class A Common Stock issuable upon

9 exercise of  
warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 27,752 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.1%  
TYPE OF  
REPORTING  
PERSON

PN

CUSIP No. 92531L207 13G/A Page 11 of 25 Pages

1	NAME OF REPORTING PERSON
2	CSCP Cayman GP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
Delaware	
NUMBER OF SHARES BENEFICIALLY 5 OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
6	27,752 shares of Class A Common Stock issuable upon exercise of warrants
7	SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
	27,752 shares of Class A Common Stock issuable upon exercise of

9 warrants  
 AGGREGATE  
 AMOUNT  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING  
 PERSON

10 27,752 shares of Class  
 A Common Stock  
 issuable upon exercise  
 of warrants  
 CHECK BOX  
 IF THE  
 AGGREGATE  
 AMOUNT IN ..  
 ROW (9)  
 EXCLUDES  
 CERTAIN  
 SHARES  
 PERCENT OF  
 CLASS  
 REPRESENTED BY  
 11 AMOUNT IN ROW  
 (9)

12 0.1%  
 TYPE OF  
 REPORTING  
 PERSON

OO

CUSIP No. 92531L207 13G/A Page 12 of 25 Pages

1 NAME OF  
REPORTING  
PERSON

Centerbridge Special  
Credit Partners II, L.P.

2 CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (b) x  
OF A  
GROUP

3 SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF  
4 ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY 5  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SOLE  
VOTING  
POWER

-0-  
SHARED  
VOTING  
POWER

6 35,314 shares  
of Class A  
Common Stock  
issuable upon  
exercise of  
warrants

7 SOLE  
DISPOSITIVE  
POWER

8 -0-  
SHARED  
DISPOSITIVE  
POWER

35,314 shares  
of Class A  
Common Stock  
issuable upon  
exercise of

9 warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 35,314 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.1%  
TYPE OF  
REPORTING  
PERSON

PN



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	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Special Credit Partners General Partner II, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
<b>5</b>	
<b>6</b>	35,314 shares of Class A Common Stock issuable upon exercise of warrants
	SOLE DISPOSITIVE POWER
<b>7</b>	
<b>8</b>	-0- SHARED DISPOSITIVE POWER
	35,314 shares of Class A Common Stock

issuable upon  
exercise of  
warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
**9** PERSON

35,314 shares of Class  
A Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
**10** AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

0.1%  
TYPE OF  
REPORTING  
**12** PERSON

PN

CUSIP No. 92531L207 13G/A Page 14 of 25 Pages

1	NAME OF REPORTING PERSON
2	CSCP II Cayman GP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
Delaware	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6	SOLE VOTING POWER
7	-0- SHARED VOTING POWER
8	35,314 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
	35,314 shares of Class A Common Stock issuable upon exercise of

9 warrants  
 AGGREGATE  
 AMOUNT  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING  
 PERSON

10 35,314 shares of Class  
 A Common Stock  
 issuable upon exercise  
 of warrants  
 CHECK BOX  
 IF THE  
 AGGREGATE  
 AMOUNT IN ..  
 ROW (9)  
 EXCLUDES  
 CERTAIN  
 SHARES  
 PERCENT OF  
 CLASS

11 REPRESENTED BY  
 AMOUNT IN ROW  
 (9)

12 0.1%  
 TYPE OF  
 REPORTING  
 PERSON

OO

CUSIP No. 92531L207 13G/A Page 15 of 25 Pages

1	NAME OF REPORTING PERSON
2	Mark T. Gallogly CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	United States SOLE VOTING POWER
6	-0- SHARED VOTING POWER
7	201,402 shares of Class A Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

**10** 201,402 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.6%  
TYPE OF  
REPORTING  
PERSON

IN

CUSIP No. 92531L207 13G/A Page 16 of 25 Pages

<b>1</b>	NAME OF REPORTING PERSON
	Jeffrey H. Aronson
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
	United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
<b>6</b>	201,402 shares of Class A Common Stock issuable upon exercise of warrants
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
	201,402 shares of Class A Common Stock issuable upon

9 exercise of  
warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 201,402 shares of  
Class A Common  
Stock issuable upon  
exercise of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.6%  
TYPE OF  
REPORTING  
PERSON

IN



**Item 1(a). NAME OF ISSUER**

The name of the issuer is Verso Corporation (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 8540 Gander Creek Drive, Miamisburg, Ohio 45342

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Centerbridge Credit Partners, L.P., a Delaware limited partnership ("Onshore Fund"), with respect to the Class A Common Stock (as defined in Item 2(d) below) beneficially owned by it;
- (ii) Centerbridge Credit Partners TE Intermediate I, L.P., a Delaware limited partnership ("TE Int I"), with respect to the Class A Common Stock beneficially owned by it;  
Centerbridge Credit Partners General Partner, L.P., a Delaware limited partnership ("Credit GP"), as general partner of Onshore Fund and TE Int I, with respect to the Class A Common Stock beneficially owned by Onshore Fund and TE Int I;
- (iv) Centerbridge Credit Partners Master, L.P., a Cayman Islands exempted limited partnership ("Master Fund"), with respect to the Class A Common Stock beneficially owned by it;
- (v) Centerbridge Credit Partners Offshore Intermediate IV, L.P., a Cayman Islands exempted limited partnership ("Offshore Int IV"), with respect to the Class A Common Stock beneficially owned by it;  
Centerbridge Credit Partners Offshore General Partner, L.P., a Delaware limited partnership ("Credit Offshore GP"), as general partner of Master Fund and Offshore Int IV, with respect to the Class A Common Stock beneficially owned by Master Fund and Offshore Int IV;
- (vii) Centerbridge Credit Cayman GP Ltd., a Cayman Islands exempted company ("Credit Cayman GP"), as general partner of Credit GP and Credit Offshore GP, with respect to the Class A Common Stock beneficially owned by Onshore Fund, TE Int I, Master Fund and Offshore Int IV;
- (viii) Centerbridge Special Credit Partners, L.P., a Delaware limited partnership ("SC I"), with respect to the Class A Common Stock beneficially owned by it;
- (ix) Centerbridge Special Credit Partners General Partner, L.P., a Delaware limited partnership ("SC I GP"), as general partner of SC I, with respect to the Class A Common Stock beneficially owned by SC I;
- (x) CSCP Cayman GP Ltd., a Cayman Islands exempted company ("SC I Cayman GP"), as general partner of SC I GP, with respect to the Class A Common Stock beneficially owned by SC I;
- (xi) Centerbridge Special Credit Partners II, L.P., a Delaware limited partnership ("SC II"), with respect to the Class A Common Stock beneficially owned by it;
- (xii) Centerbridge Special Credit Partners General Partner II, L.P., a Delaware limited partnership ("SC II GP"), as general partner of SC II, with respect to the Class A Common Stock beneficially owned by SC II;



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- (xiii) CSCP II Cayman GP Ltd., a Cayman Islands exempted company ("SC II Cayman GP"), as general partner of SC II GP, with respect to the Class A Common Stock beneficially owned by SC II;
- Mark T. Gallogly ("Mr. Gallogly"), indirectly, through various intermediate entities control each of Onshore
- (xiv) Fund, TE Int I, Master Fund, Offshore Int IV, SC I and SC II (collectively, the "Centerbridge Funds"), with respect to the Class A Common Stock beneficially owned by the Centerbridge Funds; and
- Jeffrey H. Aronson ("Mr. Aronson"), indirectly, through various intermediate entities control each of the
- (xv) Centerbridge Funds, with respect to the Class A Common Stock beneficially owned by the Centerbridge Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 375 Park Avenue, 12th Floor, New York, NY 10152.

**Item 2(c). CITIZENSHIP**

Onshore Fund, TE Int I, Credit GP, Credit Offshore GP, SC I, SC I GP, SC II and SC I GP II are limited partnerships organized under the laws of the State of Delaware. Credit Cayman GP, SC I Cayman GP and SC II Cayman GP are exempted companies organized under the laws of the Cayman Islands. Master Fund and Offshore Int IV are exempted limited partnerships organized under the laws of the Cayman Islands. Messrs. Gallogly and Aronson are citizens of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock").

**Item 2(e). CUSIP NUMBER**

92531L207

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;

- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;

- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution  
in accordance with Rule  
13d-1(b)(1)(ii)(J), please  
specify the type of institution:

#### **Item 4. OWNERSHIP**

This Schedule 13G/A reports beneficial ownership of the shares of Class A Common Stock beneficially owned by the Reporting Persons as of December 31, 2017.

##### **A. Centerbridge Credit Partners, L.P.**

- (a) Amount beneficially owned: 47,438 shares of Class A Common Stock issuable upon exercise of warrants  
Percent of class: 0.1% The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon the 34,086,201 shares of Class A Common Stock issued and outstanding as reported to be
- (b) outstanding as of October 31, 2017, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017 filed by the Company with the Securities Exchange Commission on November 14, 2017, and assumes the exercise of the warrants reported by such Reporting Person.
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 47,438 shares of Class A Common Stock issuable upon exercise of warrants  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition: 47,438 shares of Class A Common Stock issuable upon exercise of warrants

Onshore Fund has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by Credit GP, its general partner, and Credit Cayman GP, the general partner of Credit GP. Neither Credit GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Onshore

Fund. However, none of the foregoing should be construed in and of itself as an admission by Credit GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of the shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit GP and Credit Cayman GP expressly disclaims beneficial ownership of the shares of Class A Common Stock owned by Onshore Fund.

**B. Centerbridge Credit Partners TE Intermediate I, L.P**

- (a) Amount beneficially owned: 23,431 shares of Class A Common Stock issuable upon exercise of warrants
- (b) Percent of class: 0.1%
- (c) (i) Sole power to vote or direct the vote: -0-  
 (ii) Shared power to vote or direct the vote: 23,431 shares of Class A Common Stock issuable upon exercise of warrants  
 (iii) Sole power to dispose or direct the disposition: -0-  
 (iv) Shared power to dispose or direct the disposition: 23,431 shares of Class A Common Stock issuable upon exercise of warrants

TE Int I has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by Credit GP, its general partner, and Credit Cayman GP, the general partner of Credit GP. Neither Credit GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by TE Int I. However, none of the foregoing should be construed in and of itself as an admission by Credit GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by TE Int I.

**C. Centerbridge Credit Partners General Partner, L.P.**

- (a) Amount beneficially owned: 70,869 shares of Class A Common Stock issuable upon exercise of warrants
- (b) Percent of class: 0.2%
- (c) (i) Sole power to vote or direct the vote: -0-  
 (ii) Shared power to vote or direct the vote: 70,869 shares of Class A Common Stock issuable upon exercise of warrants  
 (iii) Sole power to dispose or direct the disposition: -0-  
 (iv) Shared power to dispose or direct the disposition: 70,869 shares of Class A Common Stock issuable upon exercise of warrants

Credit GP does not directly own any of the shares of Class A Common Stock. Credit GP, as general partner of Onshore Fund and TE Int I has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by Onshore Fund and TE Int I, which powers may also be exercised by Credit Cayman GP, the general partner of Credit GP. By reason of the provisions of Rule 13d-3 of the Act, Credit GP may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Onshore Fund and TE Int

I. However, none of the foregoing should be construed in and of itself as an admission by Credit GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Onshore Fund and TE Int I.



D. Centerbridge Credit Partners Master, L.P.

- (a) Amount beneficially owned: 67,467 shares of Class A Common Stock issuable upon exercise of warrants
- (b) Percent of class: 0.2%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 67,467 shares of Class A Common Stock issuable upon exercise of warrants
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 67,467 shares of Class A Common Stock issuable upon exercise of warrants

Master Fund has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by Credit Offshore GP, its general partner, and Credit Cayman GP, the general partner of Credit Offshore GP. Neither Credit Offshore GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Master Fund. However, none of the foregoing should be construed in and of itself as an admission by Credit Offshore GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit Offshore GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Master Fund.

E. Centerbridge Credit Partners Offshore Intermediate IV, L.P.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: Less than 0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

Offshore Int IV has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by Credit Offshore GP, its general partner, and Credit Cayman GP, the general partner of Credit Offshore GP. Neither Credit Offshore GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Offshore Int IV. However, none of the foregoing should be construed in and of itself as an admission by Credit Offshore GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit Offshore GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Offshore Int IV.



F.Centerbridge Credit Partners Offshore General Partner, L.P.

(a) Amount beneficially owned: 67,467 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 0.2%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 67,467 shares of Class A Common Stock issuable upon exercise of warrants

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 67,467 shares of Class A Common Stock issuable upon exercise of warrants

Credit Offshore GP does not directly own any of the shares of Class A Common Stock. Credit Offshore GP, as general partner of Master Fund and Offshore Int IV, and Credit Cayman GP, the general partner of Credit Offshore GP, has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by Master Fund and Offshore Int IV. Neither Credit Offshore GP nor Credit Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Master Fund and Offshore Int IV. However, none of the foregoing should be construed in and of itself as an admission by Credit Offshore GP or Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of Credit Offshore GP and Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Master Fund and Offshore Int IV.

G. Centerbridge Credit Cayman GP Ltd.

(a) Amount beneficially owned: 138,336 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 0.4%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 138,336 shares of Class A Common Stock issuable upon exercise of warrants

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 138,336 shares of Class A Common Stock issuable upon exercise of warrants

Credit Cayman GP does not directly own any of the shares of Class A Common Stock. Credit Cayman GP, as general partner of Credit GP and Credit Offshore GP, has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by Onshore Fund, TE Int I, Master Fund and Offshore Int IV. By reason of the provisions of Rule 13d-3 of the Act, Credit Cayman GP may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by Onshore Fund, TE Int I, Master Fund and Offshore Int IV. However, none of the foregoing should be construed in and of itself as an admission by Credit Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each Credit Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by Onshore Fund, TE Int I, Master Fund and Offshore Int IV

H. Centerbridge Special Credit Partners, L.P., Centerbridge Special Credit Partners General Partner, L.P. and CSCP Cayman GP Ltd.

(a) Amount beneficially owned: 27,752 shares of Class A Common Stock issuable upon exercise of warrants

(b) Percent of class: 0.1%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 27,752 shares of Class A Common Stock issuable upon exercise of warrants

(iii) Sole power to dispose or direct the disposition: -0-

- (iv) Shared power to dispose or direct the disposition: 27,752 shares of Class A Common Stock issuable upon exercise of warrants

SC I has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by SC I GP, its general partner, and SC I Cayman GP, the general partner of SC I GP. Neither SC I GP nor SC I Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by SC I. However, none of the foregoing should be construed in and of itself as an admission by SC I GP or SC I Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of SC I GP and SC I Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by SC I.

I. Centerbridge Special Credit Partners II, L.P., Centerbridge Special Credit Partners General Partner II, L.P. and CSCP II Cayman GP Ltd.

- (a) Amount beneficially owned: 35,314 shares of Class A Common Stock issuable upon exercise of warrants
- (b) Percent of class: 0.1%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 35,314 shares of Class A Common Stock issuable upon exercise of warrants
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 35,314 shares of Class A Common Stock issuable upon exercise of warrants

SC II has the power to dispose of and the power to vote the shares of Class A Common Stock beneficially owned by it, which powers may also be exercised by SC II GP, its general partner, and SC II Cayman GP, the general partner of SC II GP. Neither SC II GP nor SC II Cayman GP directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by SC II. However, none of the foregoing should be construed in and of itself as an admission by SC II GP or SC II Cayman GP or by any Reporting Person as to beneficial ownership of shares of Class A Common Stock owned by another Reporting Person. In addition, each of SC II GP and SC II Cayman GP expressly disclaims beneficial ownership of shares of Class A Common Stock owned by SC II.

J. Mark T. Gallogly and Jeffrey Aronson

- (a) Amount beneficially owned: 201,402 shares of Class A Common Stock issuable upon exercise of warrants
- (b) Percent of class: 0.6%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 201,402 shares of Class A Common Stock issuable upon exercise of warrants
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition of: 201,402 shares of Class A Common Stock issuable upon exercise of warrants

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Messrs. Gallogly and Aronson, indirectly, through various intermediate entities control each of the Centerbridge Funds. Neither Mr. Gallogly nor Mr. Aronson directly owns any of the shares of Class A Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Class A Common Stock beneficially owned by the Centerbridge Funds. However, none of the foregoing should be construed in and of itself as an admission by Messrs. Gallogly or Aronson or by any Reporting Person as to beneficial ownership of the shares of Class A Common Stock owned by another Reporting Person. In addition, each of Mr. Gallogly and Mr. Aronson expressly disclaims beneficial ownership of the shares of Class A Common Stock owned by any of the Centerbridge Funds.

**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 Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ý

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**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**

Each of the Reporting Persons hereby makes the following certification:

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By signing below each of the Reporting Persons certifies that, to the best of its or his knowledge and belief, the securities referred to above 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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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2018

CENTERBRIDGE CREDIT PARTNERS, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS TE INTERMEDIATE I, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS GENERAL PARTNER, L.P.

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS

MASTER, L.P.

By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENERBRIDGE CREDIT PARTNERS OFFSHORE INTERMEDIATE IV, L.P.

By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner

By: Centerbridge Credit Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS OFFSHORE GENERAL PARTNER, L.P.

By: Centerbridge Credit Cayman GP Ltd., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT CAYMAN GP LTD.

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS, L.P.

By: Centerbridge Special Credit Partners General Partner, L.P.

By: CSCP Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS GENERAL PARTNER, L.P.

By: CSCP Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CSCP CAYMAN GP LTD.

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS II, L.P.

By: Centerbridge Special Credit Partners General Partner II, L.P.

By: CSCP II Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory



CENTERBRIDGE SPECIAL CREDIT PARTNERS GENERAL PARTNER II, L.P.

By: CSCP II Cayman GP Ltd., its general partner

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CSCP II CAYMAN GP LTD.

By: /s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

/s/ Mark T. Gallogly  
MARK T. GALLOGLY

/s/ Jeffrey H. Aronson  
JEFFREY H. ARONSON