

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

Kraton Performance Polymers, Inc.
Form SC 13G/A
December 31, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 7) *

KRATON PERFORMANCE POLYMERS, INC.

(Name of Issuer)

COMMON STOCK, \$0.01 Par Value

(Title of Class of Securities)

50077C106

(CUSIP Number)

December 26, 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 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 (THE "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).

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

CUSIP NO. 50077C106

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay Resource Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES NONE

BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER

EACH 560,200

REPORTING
PERSON

WITH 7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

560,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

560,200

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

Page 2 of 10 Pages

CUSIP NO. 50077C106

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay II Resource Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

NONE

6 SHARED VOTING POWER

1,056,900

7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

1,056,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,056,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

Page 3 of 10 Pages

CUSIP NO. 50077C106

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay Resource Partners Offshore Master Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	5	SOLE VOTING POWER	
NUMBER OF SHARES		NONE	
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	
EACH		2,130,990	
REPORTING PERSON	7	SOLE DISPOSITIVE POWER	
WITH		NONE	
	8	SHARED DISPOSITIVE POWER	
		2,130,990	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,130,990

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GMT Capital Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Georgia

	5	SOLE VOTING POWER	
NUMBER OF SHARES		NONE	
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	
EACH			
REPORTING		3,914,590	
PERSON	7	SOLE DISPOSITIVE POWER	
WITH		NONE	
	8	SHARED DISPOSITIVE POWER	
		3,914,590	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,914,590

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IA

CUSIP NO. 50077C106

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

Thomas E. Claugus

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 113,900
SHARES

BENEFICIALLY

OWNED BY

6 SHARED VOTING POWER

EACH

REPORTING

3,914,590

PERSON

7 SOLE DISPOSITIVE POWER

WITH

113,900

8 SHARED DISPOSITIVE POWER

3,914,590

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,028,490

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 12.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 6 of 10 Pages

Explanatory Note:

This Amendment No. 7 amends and supplements Amendment No. 6 (Amendment No. 6) to Schedule 13G filed with the Securities and Exchange Commission (SEC) on October 4, 2011, which amended and supplemented Amendment No. 5 (Amendment No. 5) to Schedule 13G filed with the SEC on August 30, 2011, which amended and supplemented Amendment No. 4 (Amendment No. 4) to Schedule 13G filed with the SEC on July 13, 2011, which amended and

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

supplemented Amendment No. 3 (Amendment No. 3) to Schedule 13G filed with the SEC on December 15, 2010, which amended and supplemented Amendment No. 2 (Amendment No. 2) to Schedule 13G filed with the SEC on November 23, 2010, which amended and supplemented the Amendment No. 1 to Schedule 13G filed with the SEC on October 8, 2010, which amended and supplemented the Schedule 13G originally filed with the SEC on August 18, 2010 by the Reporting Persons.

ITEM 1(A) NAME OF ISSUER:

KRATON PERFORMANCE POLYMERS, INC.

ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

15710 John F. Kennedy Blvd.
Suite 300
Houston, TX 77032

ITEM 2(a) NAME OF PERSON FILING:

- (i) Bay Resource Partners, L.P. (Bay), with respect to shares of Common Stock directly owned by it.
- (ii) Bay II Resource Partners, L.P. (Bay II), with respect to shares of Common Stock directly owned by it.
- (iii) Bay Resource Partners Offshore Master Fund, L.P. (Offshore Fund) with respect to shares of Common Stock directly owned by it, as the successor to Bay Resource Partners Offshore Fund, Ltd.
- (iv) GMT Capital Corp. (GMT Capital) with respect to shares of Common Stock beneficially owned by it.
- (v) Thomas E. Claugus, (Mr. Claugus), with respect to the shares of Common Stock directly owned by him and directly owned by each of Bay, Bay II, and the Offshore Fund and GMT Capital separate account clients.

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 believe after making inquiry to the appropriate party.

Page 7 of 10 Pages

Reporting Person is based upon 32,272,976 shares of Common Stock outstanding as of October 29, 2012, as disclosed in the Issuers Form 10-Q filing for the quarterly period ended September 30, 2012, filed with the SEC on November 1, 2012. This Statement is being filed with respect to an aggregate of 4,028,490 shares of Common Stock, resulting in beneficial ownership of Common Stock as follows:

1. Bay Resource Partners, L.P.,
 - (a) Amount Beneficially owned: 560,200
 - (b) Percent of Class: 1.7%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 560,200

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 560,200

- 2. Bay II Resource Partners, L.P.
 - (a) Amount Beneficially owned: 1,056,900
 - (b) Percent of Class: 3.3%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,056,900
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,056,900
- 3. Bay Resource Partners Offshore Master Fund, L.P.
 - (a) Amount Beneficially owned: 2,130,990
 - (b) Percent of Class: 6.6%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,130,990
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,130,990
- 4. GMT Capital Corp.
 - (a) Amount Beneficially owned: 3,914,590
 - (b) Percent of Class: 12.1%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,914,590
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,914,590
- 5. Thomas E. Claugus
 - (a) Amount Beneficially owned: 4,028,490
 - (b) Percent of Class: 12.5%
 - (c) (i) Sole power to vote or direct the vote: 113,900
 - (ii) Shared power to vote or direct the vote: 3,914,590
 - (iii) Sole power to dispose or direct the disposition: 113,900
 - (iv) Shared power to dispose or direct the disposition: 3,914,590

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS. N/A

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

Page 9 of 10 Pages

GMT Capital, the general partner of Bay and Bay II, has the power to direct the affairs of Bay and Bay II, including the voting and disposition of shares. As the discretionary investment manager of the Offshore Fund and certain other accounts, GMT Capital has power to direct the voting and disposition of shares held by the Offshore Fund and such accounts. Mr. Claugus is the President of GMT Capital and in that capacity directs the operations of each of Bay and Bay II and the voting and disposition of shares held by the Offshore Fund and separate client accounts managed by GMT Capital.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my 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.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

December 31, 2012

/s/ Thomas E. Claugus

Thomas E. Claugus, for himself and as President of GMT Capital Corp., for itself and as the general partner of (i) Bay Resource Partners, L.P. and (ii) Bay II Resource Partners, L.P., and as the investment manager of (iii) Bay Resource Partners Offshore Master Fund, L.P. and (iv) certain other accounts.