LUIKART JAMES L

Form 4 May 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, 2005

0.5

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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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

LUIKART JAMES L

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Edgen Group Inc. [EDG]

(Check all applicable)

C/O JEFFERIES CAPITAL

(First)

PARTNERS, 520 MADISON AVE,

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2012

X_ Director 10% Owner Other (specify Officer (give title

10TH FLOOR

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10022

(State) 1. Title of 2. Transaction Date 2A. Deemed

(Zip) (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Following Reported Transaction(s)

or Code V Amount (D) Price

(A)

(Instr. 3 and 4)

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

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of Derivative (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

6. Date Exercisable and **Expiration Date**

7. Title and Amoun Underlying Securiti

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Security (Instr. 3)	•		any (Month/Day/Year)		8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Class B Common Stock and Membership Units (1)	(2) (3)	05/02/2012		Р		24,343,138		(2)(3)	<u>(4)</u>	Class A Common Stock	24,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
, G	Director	10% Owner	Officer	Other			
LUIKART JAMES L C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVE, 10TH FLOOR NEW YORK, NY 10022	X	X					

Signatures

(2)

/s/ David L. Laxton, III, as attorney in fact 05/02/2012

**Signature of Reporting Person Date

Explanation of Responses:

cash. (Continued in footnote 3)

- * 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).
- Mr. Luikart is a managing member of Jefferies Capital Partners LLC, which is the managing member of the general partner of Jefferies Capital Partners IV L.P. ("Fund IV"). Fund IV is the manager of B&L and controls the general partner of Edgen Murray II, L.P. ("EM II LP"). EM II LP holds 12,615,230 shares of Class B common stock ("Class B Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen") and 12,615,230 membership units ("Membership Units") of EDG Holdco LLC ("EDG"). B&L holds 11,727,908 shares of Class B Common Stock and 11,727,908 Membership Units.
 - Pursuant to Exchange Agreements by and among B&L, Edgen and EDG, and EM II LP, Edgen and EDG, B&L and EM II LP have the right to exchange (the "Exchange Rights") from time to time Membership Units and shares of Class B Common Stock for shares of Edgen's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), on the basis of one Membership Unit of EDG and one share of Class B Common Stock collectively for one share of Edgen's Class A Common Stock (subject to customary conversion rate adjustments for splits, stock dividends and reclassifications) or, at Edgen's election,
- (3) (Continued from footnote 2) EM II LP and B&L are both parties to Lock-Up Agreements (the "Lock-Up Agreements") with Jefferies & Company, Inc., Morgan Stanley & Co. LLC, and Citigroup Global Markets Inc (collectively, the "Underwriters"). Pursuant to the Exchange Agreements, the Exchange Rights are not exercisable until the earlier of (i) October 29, 2012 or (ii) the date on which the Underwriters agree to waive the Lock-Up Agreements. Mr. Luikart may be deemed to own beneficially and

Reporting Owners 2

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indirectly the shares of Class A Common Stock owned beneficially and indirectly by EM II LP and B&L. Mr. Luikart disclaims beneficial ownership of the shares of Class A Common Stock reported herein except to the extent of his pecuniary interest therein.

(4) NA

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.