Edgen Group Inc. Form 3 May 02, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting

Person *

A Edgen Murray II, L.P.

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

05/02/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Edgen Group Inc. [EDG]

C/O JEFFERIES CAPITAL PARTNERS, Â 520 MADISON

AVENUE. 10TH FLOOR

(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director Officer

X 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10022

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. 5. Conversion or Exercise

6. Nature of Indirect Ownership Beneficial Ownership Form of (Instr. 5)

(Instr. 4)

Expiration Title Exercisable Date

Amount or Number of Price of Derivative Security

Derivative Security: Direct (D)

1

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Shares or Indirect (I) (Instr. 5) Shares of Class A Common Class B Common Stock \hat{A} (2)(3) \hat{A} (2)(3) Â Stock, par 12,615,230 $\$ \frac{(2)}{(3)}$ D and Membership Units (1) value \$.0001 per share

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Edgen Murray II, L.P. C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NYÂ 10022

ÂXÂÂÂ

Signatures

/s/ James L. Luikart, President

05/02/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Class B common stock ("Class B Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen") and membership units ("Membership Units") of EDG Holdco LLC ("EDG").
 - Pursuant to an Exchange Agreement (the "Exchange Agreement") by and among Edgen Murray II L.P. ("EM II LP"), Edgen and EDG, EM II LP has 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
- (2) Unit and one share of Class B Common Stock collectively for one share of Class A Common Stock (subject to customary conversion rate adjustments for splits, stock dividends and reclassifications) or, at Edgen's election, cash. EM II LP is party to a Lock-Up Agreement (the "Lock-Up Agreement") with Jefferies & Company, Inc., Morgan Stanley & Co. LLC, and Citigroup Global Markets Inc (collectively, the "Underwriters").
- (3) (continued from Footnote 2) Pursuant to the Exchange Agreement, 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 Agreement.

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.

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