ERICKSON INC.
Form SC 13G/A
February 16, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

ERICKSON INCORPORATED

(Name of Issuer)

Common Stock, par value $0.0001 per share

(Title of Class of Securities)

29482P100

(CUSIP Number)

December 31, 2015

(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)

x 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 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).

1. Names of Reporting Persons

Coliseum Capital Management, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With		
	5. Sole Voting Power	0
	6. Shared Voting Power	703,341
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	703,341

9. Aggregate Amount Beneficially Owned by Each Reporting Person

703,341

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

5.1%

12. Type of Reporting Person (See Instructions)

OO, IA

1. Names of Reporting Persons

Coliseum Capital, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	0
	6. Shared Voting Power	537,262
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	537,262

9. Aggregate Amount Beneficially Owned by Each Reporting Person

537,262

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

3.9%

12. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons

Coliseum Capital Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With		
	5. Sole Voting Power	0
	6. Shared Voting Power	514,262
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	514,262

9. Aggregate Amount Beneficially Owned by Each Reporting Person

514,262

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

3.7%

12. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons

Coliseum Capital Partners II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With		
	5. Sole Voting Power	0
	6. Shared Voting Power	23,000
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	23,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons

Adam Gray

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	0
	6. Shared Voting Power	703,341
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	703,341

9. Aggregate Amount Beneficially Owned by Each Reporting Person

703,341

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

5.1%

12. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons

Christopher Shackelton

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	0
	6. Shared Voting Power	703,341
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	703,341

9. Aggregate Amount Beneficially Owned by Each Reporting Person

703,341

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

5.1%

12. Type of Reporting Person (See Instructions)

IN

Item 1.

(a) Name of Issuer
Erickson Incorporated

(b) Address of Issuer s Principal Executive Offices
5550 SW Macadam Avenue, Suite 200

Portland, Oregon 97239

Item 2.

(a) Name of Person Filing
This Schedule 13G/A is being filed on behalf of Coliseum Capital Management, LLC (CCM), Coliseum Capital, LLC (CC), Coliseum Capital Partners, L.P. (CCP), Coliseum Capital Partners II, L.P. (CCP2), Adam Gray (Gray) and Christopher Shackelton (Shackelton and together with CCM, CC, CCP, CCP2 and Gray, the Reporting Persons).

(b) Address of Principal Business Office or, if None, Residence
The address of the principal business and office of the Reporting Persons is Metro Center, 1 Station Place, 7th Floor South, Stamford, CT 06902.

(c) Citizenship
(i) CCM is a Delaware limited liability company

(ii) CC is a Delaware limited liability company

(iii) CCP is a Delaware limited partnership

(iv) CCP2 is a Delaware limited partnership

(v) Gray is a United States citizen

(vi) Shackelton is a United States citizen

(d) Title of Class of Securities
Common Stock, Par Value $0.0001 Per Share (the Common Stock)

(e) CUSIP No.
29482P100

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ¨ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ¨ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ¨ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ¨ Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).

(e) ¨ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).

(f) ¨ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(ii)(F).

(g) ¨ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).

(h) ¨ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) ¨ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) ¨ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).

(k) ¨ Group in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

The information relating to the beneficial ownership of Common Stock by each of the Reporting Persons set forth in Rows 5 through 9 and Row 11 of the cover pages hereto is incorporated herein by reference.

The ownership percentage of each Reporting Person set forth in Row 11 of the cover pages hereto has been calculated based on an assumed total of 18,340,901 shares of Common Stock outstanding as of October 30, 2015, as reported in the Issuer s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, as filed with the Securities and Exchange Commission on November 5, 2015.

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 person has ceased to be the beneficial owner of more than five percent of the class securities, check the following ¨

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.
The Reporting Persons may be deemed to be members of a group with respect to the Common Stock owned of record by CCP, CCP2 and a separate account managed by CCM (the Separate Account). CCP is the record owner of 514,262 shares of Common Stock, CCP2 is the record owner of 23,000 shares of Common Stock and the Separate Account is the record owner of 166,079 shares of Common Stock.

Item 9. Notice of Dissolution of Group.
Not applicable

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.

SIGNATURES

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: February 12, 2016

COLISEUM CAPITAL MANAGEMENT, LLC

By: /s/ Chivonne Cassar, Attorney-in-fact
Chivonne Cassar, Attorney-in-fact

COLISEUM CAPITAL, LLC

By: /s/ Chivonne Cassar, Attorney-in-fact
Chivonne Cassar, Attorney-in-fact

COLISEUM CAPITAL PARTNERS, L.P.

By: Coliseum Capital, LLC, General Partner

By: /s/ Chivonne Cassar, Attorney-in-fact
Chivonne Cassar, Attorney-in-fact

COLISEUM CAPITAL PARTNERS II, L.P.

By: Coliseum Capital, LLC, General Partner

By: /s/ Chivonne Cassar, Attorney-in-fact
Chivonne Cassar, Attorney-in-fact

ADAM GRAY

By: /s/ Chivonne Cassar, Attorney-in-fact
Chivonne Cassar, Attorney-in-fact

CHRISTOPHER SHACKELTON

By: /s/ Chivonne Cassar, Attorney-in-fact
Chivonne Cassar, Attorney-in-fact