

METROMEDIA INTERNATIONAL GROUP INC  
Form SC 13D/A  
December 19, 2006

-----  
OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response....14.5  
-----

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2) \*

-----  
Metromedia International Group, Inc.  
-----

(Name of Issuer)

7 1/4% Cumulative Convertible Preferred Stock  
-----

(Title of Class of Securities)

591695200  
-----

(CUSIP Number)

Mark C. Wehrly  
Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 1325  
San Francisco, California 94111  
(415) 421-2132  
-----

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 19, 2006  
-----

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

\* 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 ("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).

(Continued on following pages)
Page 1 of 43 Pages
Exhibit Index Found on Page 41

13D

=====  
CUSIP No. 591695200  
=====

-----  
NAMES OF REPORTING PERSONS  
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Noonday Asset Management, L.P.  
-----

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]  
-----

3 SEC USE ONLY  
-----

-----  
SOURCE OF FUNDS (See Instructions)  
4  
N/A  
-----

-----  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
5 TO ITEMS 2(d) OR 2(e) [ ]  
-----

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
6  
Delaware  
-----

-----  
SOLE VOTING POWER  
7  
NUMBER OF -0-  
-----

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

|    |  |                                   |
|----|--|-----------------------------------|
|    | SHARES   | SHARED VOTING POWER               |
|    | BENEFICIALLY OWNED BY  | 8 542,560 [See Preliminary Note]  |
|    | EACH   | 9 SOLE DISPOSITIVE POWER          |
|    | REPORTING PERSON WITH  | -0- SHARED DISPOSITIVE POWER      |
|    |  | 10 542,560 [See Preliminary Note] |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                             |                                   |
|    | 542,560 [See Preliminary Note]   |                                   |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ] |                                   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                       |                                   |
|    | 13.2% [See Preliminary Note]   |                                   |
| 14 | TYPE OF REPORTING PERSON (See Instructions)  |                                   |
|    | IA, PN   |                                   |

Page 2 of 43 Pages

13D

=====  
 CUSIP No. 591695200  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Noonday G.P. (U.S.), L.L.C.

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

-----  
 3 SEC USE ONLY

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

```

=====
4 SOURCE OF FUNDS (See Instructions)
    N/A
=====
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
    TO ITEMS 2(d) OR 2(e)
                                           [ ]
=====
6 CITIZENSHIP OR PLACE OF ORGANIZATION
    Delaware
=====
7 SOLE VOTING POWER
    NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
    -0-
=====
8 SHARED VOTING POWER
    542,560 [See Preliminary Note]
=====
9 SOLE DISPOSITIVE POWER
    -0-
=====
10 SHARED DISPOSITIVE POWER
    542,560 [See Preliminary Note]
=====
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    542,560 [See Preliminary Note]
=====
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)
                                           [ ]
=====
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    13.2% [See Preliminary Note]
=====
14 TYPE OF REPORTING PERSON (See Instructions)
    OO
=====

```

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

-----

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

Noonday Capital, L.L.C.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS (See Instructions)

N/A

-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

|                       |    |                                |
|-----------------------|----|--------------------------------|
|                       | 7  | SOLE VOTING POWER              |
| NUMBER OF             |    | -0-                            |
| SHARES                | 8  | SHARED VOTING POWER            |
| BENEFICIALLY OWNED BY |    | 542,560 [See Preliminary Note] |
| EACH                  | 9  | SOLE DISPOSITIVE POWER         |
| REPORTING PERSON WITH |    | -0-                            |
|                       | 10 | SHARED DISPOSITIVE POWER       |
|                       |    | 542,560 [See Preliminary Note] |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560 [See Preliminary Note]

-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2% [See Preliminary Note]

-----

14 TYPE OF REPORTING PERSON (See Instructions)

00

Page 4 of 43 Pages

13D

=====  
 CUSIP No. 591695200  
 =====

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

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2 \*\* The reporting persons making this filing hold an  
 aggregate of 542,560 Preferred Shares, which is 13.2%  
 of the class of securities. The reporting person on  
 this cover page, however, may be deemed a beneficial  
 owner only of the securities reported by it on this  
 cover page. [See Preliminary Note]  
 -----

3 SEC USE ONLY  
 -----

-----  
 SOURCE OF FUNDS (See Instructions)  
 4  
 N/A  
 -----

-----  
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 5 TO ITEMS 2(d) OR 2(e)  
 [ ]  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6  
 United States  
 -----

|              |  |   |                                |
|--------------|--|---|--------------------------------|
|              |  | 7 | SOLE VOTING POWER              |
| NUMBER OF    |  |   | -0-                            |
| SHARES       |  | 8 | SHARED VOTING POWER            |
| BENEFICIALLY |  |   | 542,560 [See Preliminary Note] |
| OWNED BY     |  | 9 | SOLE DISPOSITIVE POWER         |
| EACH         |  |   | -0-                            |
| REPORTING    |  |   | SHARED DISPOSITIVE POWER       |
| PERSON WITH  |  |   |                                |

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

10

542,560 [See Preliminary Note]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560 [See Preliminary Note]

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2% [See Preliminary Note]

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 5 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

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

Saurabh K. Mittal

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

|       |                                   |  |
|-------|-----------------------------------|--|
| ===== |                                   | SOLE VOTING POWER  |
| 7     | NUMBER OF                         | -0-  |
| ----- |                                   | SHARED VOTING POWER  |
| 8     | SHARES BENEFICIALLY OWNED BY EACH | 542,560 [See Preliminary Note]   |
| ----- |                                   | SOLE DISPOSITIVE POWER   |
| 9     | REPORTING PERSON WITH             | -0-  |
| ----- |                                   | SHARED DISPOSITIVE POWER   |
| 10    |                                   | 542,560 [See Preliminary Note]   |
| ----- |                                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                         |
| 11    |                                   | 542,560 [See Preliminary Note]   |
| ----- |                                   | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |
| 12    |                                   | [ ]  |
| ----- |                                   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                   |
| 13    |                                   | 13.2% [See Preliminary Note]   |
| ----- |                                   | TYPE OF REPORTING PERSON (See Instructions)  |
| 14    |                                   | IN   |
| ----- |                                   |  |

Page 6 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

|       |  |   |
|-------|--|---|
| ----- |  | NAMES OF REPORTING PERSONS  |
| 1     |  | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)         |
|       |  | Noonday Asset Management LLP  |
| ----- |  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |

(a) [ ]  
(b) [ X ]\*\*

2           \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on



Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

|              |  |
|--------------|--|
| -----        |  |
| 3            | SEC USE ONLY   |
| -----        |  |
| 4            | SOURCE OF FUNDS (See Instructions)<br>N/A  |
| -----        |  |
| 5            | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <span style="float: right;">[    ]</span>  |
| -----        |  |
| 6            | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United Kingdom   |
| -----        |  |
|              | 7  |
|              | SOLE VOTING POWER  |
| NUMBER OF    | -0-  |
|              | -----  |
| SHARES       | 8  |
| BENEFICIALLY | SHARED VOTING POWER  |
| OWNED BY     | 542,560 [See Preliminary Note]   |
|              | -----  |
| EACH         | 9  |
|              | SOLE DISPOSITIVE POWER   |
| REPORTING    | -0-  |
| PERSON WITH  | -----  |
|              | 10   |
|              | SHARED DISPOSITIVE POWER   |
|              | 542,560 [See Preliminary Note]   |
| -----        |  |
| 11           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>542,560 [See Preliminary Note]                                 |
| -----        |  |
| 12           | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <span style="float: right;">[    ]</span> |
| -----        |  |
| 13           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>13.2% [See Preliminary Note]   |
| -----        |  |
| 14           | TYPE OF REPORTING PERSON (See Instructions)<br>IA, PN  |
| -----        |  |

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

=====  
CUSIP No. 591695200  
=====

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

Noonday Capital Limited  
-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*  
2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS (See Instructions)

N/A  
-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom  
-----

|              |  |    |                                |
|--------------|--|----|--------------------------------|
|              |  | 7  | SOLE VOTING POWER              |
| NUMBER OF    |  |    | -0-                            |
|              |  |    | -----                          |
|              |  | 8  | SHARED VOTING POWER            |
| SHARES       |  |    |                                |
| BENEFICIALLY |  |    | 542,560 [See Preliminary Note] |
| OWNED BY     |  |    | -----                          |
|              |  | 9  | SOLE DISPOSITIVE POWER         |
| EACH         |  |    |                                |
|              |  |    | -0-                            |
| REPORTING    |  |    | -----                          |
| PERSON WITH  |  | 10 | SHARED DISPOSITIVE POWER       |
|              |  |    | 542,560 [See Preliminary Note] |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560 [See Preliminary Note]  
-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]  
-----

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

13

13.2% [See Preliminary Note]

14

TYPE OF REPORTING PERSON (See Instructions)  
00

Page 8 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

=====  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Andrew J.M. Spokes  
=====

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United Kingdom

7 SOLE VOTING POWER  
NUMBER OF -0-  
SHARES  
8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 542,560 [See Preliminary Note]

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

=====

|                       |  |
|-----------------------|--|
| EACH                  | SOLE DISPOSITIVE POWER   |
| 9                     | -0-  |
| REPORTING PERSON WITH | SHARED DISPOSITIVE POWER   |
| 10                    | 542,560 [See Preliminary Note]   |
| =====                 |  |
| 11                    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                             |
|                       | 542,560 [See Preliminary Note]   |
| =====                 |  |
| 12                    | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ] |
| =====                 |  |
| 13                    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                       |
|                       | 13.2% [See Preliminary Note]   |
| =====                 |  |
| 14                    | TYPE OF REPORTING PERSON (See Instructions)  |
|                       | IN   |

=====

Page 9 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

-----

|       |   |
|-------|---|
| 1     | NAMES OF REPORTING PERSONS  |
|       | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)   |
|       | Nicolas Giauque   |
| ----- |   |
| 2     | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)   |
|       | (a) [ ]   |
|       | (b) [ X ]**   |
|       | ** The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] |
| ----- |   |
| 3     | SEC USE ONLY  |
| ----- |   |
| 4     | SOURCE OF FUNDS (See Instructions)  |
|       | N/A   |

-----

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) OR 2(e) [ ]

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

-----

7 SOLE VOTING POWER  
 NUMBER OF 7 -0-

8 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY 8 542,560 [See Preliminary Note]

9 SOLE DISPOSITIVE POWER  
 EACH 9 -0-

10 SHARED DISPOSITIVE POWER  
 REPORTING PERSON WITH 10 542,560 [See Preliminary Note]

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 542,560 [See Preliminary Note]

-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 13.2% [See Preliminary Note]

-----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 IN

13D

=====  
 CUSIP No. 591695200  
 =====

-----  
 1 NAMES OF REPORTING PERSONS

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

Lars E. Bane

-----

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2                   \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3           SEC USE ONLY

4           SOURCE OF FUNDS (See Instructions)

N/A

5           CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

6           CITIZENSHIP OR PLACE OF ORGANIZATION

Sweden

|              |  |    |                                |
|--------------|--|----|--------------------------------|
|              |  | 7  | SOLE VOTING POWER              |
| NUMBER OF    |  |    | -0-                            |
| SHARES       |  |    |                                |
| BENEFICIALLY |  | 8  | SHARED VOTING POWER            |
| OWNED BY     |  |    | 542,560 [See Preliminary Note] |
| EACH         |  |    |                                |
| REPORTING    |  | 9  | SOLE DISPOSITIVE POWER         |
| PERSON WITH  |  |    | -0-                            |
|              |  |    |                                |
|              |  | 10 | SHARED DISPOSITIVE POWER       |
|              |  |    | 542,560 [See Preliminary Note] |

11           AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560 [See Preliminary Note]

12           CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

13           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2% [See Preliminary Note]

14           TYPE OF REPORTING PERSON (See Instructions)

IN

13D

=====  
CUSIP No. 591695200  
=====

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

Daide Leone  
-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)  \*\*

2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

-----  
3 SEC USE ONLY

-----  
SOURCE OF FUNDS (See Instructions)  
4 N/A

-----  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
5

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
6 Italy

-----  
7 SOLE VOTING POWER  
NUMBER OF -0-

-----  
8 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 542,560 [See Preliminary Note]

-----  
9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON WITH -0-

-----  
10 SHARED DISPOSITIVE POWER  
542,560 [See Preliminary Note]

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560 [See Preliminary Note]

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

=====

|    |   |     |
|----|---|-----|
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES<br>CERTAIN SHARES (See Instructions) | [ ] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>13.2% [See Preliminary Note]      |     |
| 14 | TYPE OF REPORTING PERSON (See Instructions)<br>IN                                       |     |

=====

Page 12 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

=====

|   |   |
|---|---|
| 1 | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br><br>Noonday Capital Partners, L.L.C. |
|---|---|

=====

|   |   |
|---|---|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) [ ]<br>(b) [ X ]**<br><br>** The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] |
|---|---|

=====

|   |              |
|---|--------------|
| 3 | SEC USE ONLY |
|---|--------------|

=====

|   |   |
|---|---|
| 4 | SOURCE OF FUNDS (See Instructions)<br><br>N/A |
|---|---|

=====

|   |  |
|---|--|
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><br>[ ] |
|---|--|

=====

|   |  |
|---|--|
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware |
|---|--|

=====

SOLE VOTING POWER



Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

|                       |  |                               |
|-----------------------|--|-------------------------------|
| NUMBER OF             | -0-  |                               |
| SHARES                |  | SHARED VOTING POWER           |
| BENEFICIALLY OWNED BY | 8  | 11,700 [See Preliminary Note] |
| EACH                  |  | SOLE DISPOSITIVE POWER        |
| REPORTING PERSON WITH | 9  | -0-                           |
|                       |  | SHARED DISPOSITIVE POWER      |
|                       | 10   | 11,700 [See Preliminary Note] |
| 11                    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                             |                               |
|                       | 11,700 [See Preliminary Note]  |                               |
| 12                    | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ] |                               |
| 13                    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                       |                               |
|                       | 0.3% [See Preliminary Note]  |                               |
| 14                    | TYPE OF REPORTING PERSON (See Instructions)  |                               |
|                       | OO   |                               |

13D

=====  
 CUSIP No. 591695200  
 =====

|   |  |         |
|---|--|---------|
| 1 | NAMES OF REPORTING PERSONS   |         |
|   | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  |         |
|   | Farallon Capital Partners, L.P.  |         |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  |         |
|   | (a)  | [ ]     |
|   | (b)  | [ X ]** |
|   | ** The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] |         |

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

|              |   |    |                                |
|--------------|---|----|--------------------------------|
|              |   | 7  | SOLE VOTING POWER              |
| NUMBER OF    |   |    | -0-                            |
| SHARES       |   |    | SHARED VOTING POWER            |
| BENEFICIALLY | 8 |    | 108,800 [See Preliminary Note] |
| OWNED BY     |   |    | SOLE DISPOSITIVE POWER         |
| EACH         |   | 9  | -0-                            |
| REPORTING    |   |    | SHARED DISPOSITIVE POWER       |
| PERSON WITH  |   | 10 | 108,800 [See Preliminary Note] |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

108,800 [See Preliminary Note]

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.7% [See Preliminary Note]

14 TYPE OF REPORTING PERSON (See Instructions)

PN

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

```

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

      Farallon Capital Institutional Partners, L.P.
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**
      ** The reporting persons making this filing hold an
      aggregate of 542,560 Preferred Shares, which is 13.2%
      of the class of securities. The reporting person on
      this cover page, however, is a beneficial owner only
      of the securities reported by it on this cover page.
      [See Preliminary Note]
-----
3      SEC USE ONLY
-----
4      SOURCE OF FUNDS (See Instructions)

      N/A
-----
5      CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
      TO ITEMS 2(d) OR 2(e)

      [   ]
-----
6      CITIZENSHIP OR PLACE OF ORGANIZATION

      California
-----
7      SOLE VOTING POWER
      NUMBER OF          -0-
      SHARES
      BENEFICIALLY
      OWNED BY          8
      EACH          84,200 [See Preliminary Note]
-----
9      SOLE DISPOSITIVE POWER
      REPORTING          -0-
      PERSON WITH          84,200 [See Preliminary Note]
      10
      SHARED DISPOSITIVE POWER
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      84,200 [See Preliminary Note]
-----
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)

      [   ]
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

      2.1% [See Preliminary Note]
-----

```

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

TYPE OF REPORTING PERSON (See Instructions)

14

PN

Page 15 of 43 Pages

13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4 N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

CITIZENSHIP OR PLACE OF ORGANIZATION

6 California

SOLE VOTING POWER

7 NUMBER OF -0-

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 6,600 [See Preliminary Note]

SOLE DISPOSITIVE POWER

9 EACH REPORTING -0-

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

PERSON WITH -----  
SHARED DISPOSITIVE POWER  
10 6,600 [See Preliminary Note]  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,600 [See Preliminary Note]  
-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2% [See Preliminary Note]  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
PN  
-----

Page 16 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Institutional Partners III, L.P.  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS (See Instructions)  
N/A  
-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

```

=====
6      CITIZENSHIP OR PLACE OF ORGANIZATION
      Delaware

=====
      SOLE VOTING POWER
      7      -0-
NUMBER OF
      SHARES
BENEFICIALLY OWNED BY
      EACH
      8      SHARED VOTING POWER
      19,400 [See Preliminary Note]
      9      SOLE DISPOSITIVE POWER
      -0-
REPORTING PERSON WITH
      10     SHARED DISPOSITIVE POWER
      19,400 [See Preliminary Note]

=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      19,400 [See Preliminary Note]

=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)           [   ]

=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      0.5% [See Preliminary Note]

=====
14     TYPE OF REPORTING PERSON (See Instructions)
      PN
=====

```

Page 17 of 43 Pages

13D

```

=====
CUSIP No. 591695200
=====

```

```

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

      Tincum Partners, L.P.

=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]

```



13D

=====  
 CUSIP No. 591695200  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Farallon Capital Offshore Investors II, L.P.  
 -----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a)    
 (b)  \*\*  
 2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]  
 -----

3 SEC USE ONLY  
 -----

SOURCE OF FUNDS (See Instructions)  
 4  
 N/A  
 -----

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 5  
 [ ]  
 -----

CITIZENSHIP OR PLACE OF ORGANIZATION  
 6  
 Cayman Islands  
 -----

|                       |  |    |                               |
|-----------------------|--|----|-------------------------------|
|                       |  | 7  | SOLE VOTING POWER             |
| NUMBER OF             |  |    | -0-                           |
|                       |  | 8  | SHARED VOTING POWER           |
| SHARES                |  |    | 84,029 [See Preliminary Note] |
| BENEFICIALLY OWNED BY |  | 9  | SOLE DISPOSITIVE POWER        |
| EACH                  |  |    | -0-                           |
| REPORTING PERSON WITH |  | 10 | SHARED DISPOSITIVE POWER      |
|                       |  |    | 84,029 [See Preliminary Note] |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 11  
 84,029 [See Preliminary Note]  
 -----



Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.0% [See Preliminary Note]

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

Page 19 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

SOLE VOTING POWER

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

|              |    |  |       |
|--------------|----|--|-------|
|              | 7  | -0-  |       |
| NUMBER OF    |    |  |       |
|              |    |  | ===== |
| SHARES       |    | SHARED VOTING POWER  |       |
| BENEFICIALLY | 8  | 225,131 [See Preliminary Note]                               |       |
| OWNED BY     |    |  | ===== |
| EACH         |    | SOLE DISPOSITIVE POWER                                       |       |
|              | 9  | -0-  |       |
| REPORTING    |    |  | ===== |
| PERSON WITH  |    | SHARED DISPOSITIVE POWER                                     |       |
|              | 10 | 225,131 [See Preliminary Note]                               |       |
|              |    |  | ===== |
| 11           |    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |       |
|              |    | 225,131 [See Preliminary Note]                               |       |
|              |    |  | ===== |
| 12           |    | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES           |       |
|              |    | CERTAIN SHARES (See Instructions)                            | [ ]   |
|              |    |  | ===== |
| 13           |    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)           |       |
|              |    | 5.5% [See Preliminary Note]                                  |       |
|              |    |  | ===== |
| 14           |    | TYPE OF REPORTING PERSON (See Instructions)                  |       |
|              |    | IA, OO   |       |
|              |    |  | ===== |

Page 20 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

|   |    |   |
|---|----|---|
|   |    | NAMES OF REPORTING PERSONS  |
| 1 |    | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)   |
|   |    | Farallon Partners, L.L.C.   |
|   |    | =====   |
|   |    | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)   |
|   |    | (a) [ ]   |
|   |    | (b) [ X ]**   |
| 2 | ** | The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this |

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

cover page. [See Preliminary Note]

|       |  |                                |
|-------|--|--------------------------------|
| ===== |  |                                |
| 3     | SEC USE ONLY   |                                |
| ----- |  |                                |
| 4     | SOURCE OF FUNDS (See Instructions)   |                                |
|       | N/A  |                                |
| ----- |  |                                |
| 5     | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  | [ ]                            |
| ----- |  |                                |
| 6     | CITIZENSHIP OR PLACE OF ORGANIZATION   |                                |
|       | Delaware   |                                |
| ----- |  |                                |
|       |  | SOLE VOTING POWER              |
|       | 7  | -0-                            |
|       | NUMBER OF  | -----                          |
|       | SHARES   | SHARED VOTING POWER            |
|       | BENEFICIALLY   | 8                              |
|       | OWNED BY   | 317,429 [See Preliminary Note] |
|       | EACH   | -----                          |
|       |  | SOLE DISPOSITIVE POWER         |
|       | 9  | -0-                            |
|       | REPORTING  | -----                          |
|       | PERSON WITH  | SHARED DISPOSITIVE POWER       |
|       | 10   | 317,429 [See Preliminary Note] |
| ----- |  |                                |
| 11    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                         |                                |
|       | 317,429 [See Preliminary Note]   |                                |
| ----- |  |                                |
| 12    | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | [ ]                            |
| ----- |  |                                |
| 13    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                   |                                |
|       | 7.7% [See Preliminary Note]  |                                |
| ----- |  |                                |
| 14    | TYPE OF REPORTING PERSON (See Instructions)  |                                |
|       | OO   |                                |
| ----- |  |                                |

=====

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

CUSIP No. 591695200  
 =====

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a)   
 (b) \*\*  
 2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]  
 -----

3 SEC USE ONLY  
 -----

SOURCE OF FUNDS (See Instructions)  
 4  
 N/A  
 -----

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 5  
 [ ]  
 -----

CITIZENSHIP OR PLACE OF ORGANIZATION  
 6  
 United States  
 -----

|                       |    |                                |
|-----------------------|----|--------------------------------|
|                       | 7  | SOLE VOTING POWER              |
| NUMBER OF             |    | -0-                            |
| SHARES                |    | -----                          |
| BENEFICIALLY OWNED BY | 8  | SHARED VOTING POWER            |
| EACH                  |    | 542,560 [See Preliminary Note] |
| REPORTING PERSON WITH | 9  | SOLE DISPOSITIVE POWER         |
|                       |    | -0-                            |
|                       | 10 | SHARED DISPOSITIVE POWER       |
|                       |    | 542,560 [See Preliminary Note] |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 11  
 542,560 [See Preliminary Note]  
 -----

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)  
 12  
 [ ]  
 -----

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 13  
 13.2% [See Preliminary Note]  
 -----

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

-----  
 TYPE OF REPORTING PERSON (See Instructions)  
 14 IN  
 -----

Page 22 of 43 Pages

13D

=====  
 CUSIP No. 591695200  
 =====

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

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]  
 -----

3 SEC USE ONLY  
 -----

-----  
 SOURCE OF FUNDS (See Instructions)  
 4 N/A  
 -----

-----  
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 5 [ ]  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6 United States  
 -----

-----  
 SOLE VOTING POWER  
 7  
 NUMBER OF -0-  
 -----  
 SHARES BENEFICIALLY OWNED BY EACH  
 8 SHARED VOTING POWER  
 542,560 [See Preliminary Note]  
 -----  
 9 SOLE DISPOSITIVE POWER  
 -----

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

REPORTING PERSON WITH -----  
-0-  
SHARED DISPOSITIVE POWER  
10 542,560 [See Preliminary Note]  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560 [See Preliminary Note]  
-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2% [See Preliminary Note]  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

Page 23 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Richard B. Fried  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS (See Instructions)  
N/A  
-----  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

5 TO ITEMS 2(d) OR 2(e)

[ ]

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

-----  
 SOLE VOTING POWER

7  
 NUMBER OF -0-

8  
 SHARES SHARED VOTING POWER  
 BENEFICIALLY OWNED BY 542,560 [See Preliminary Note]

9  
 EACH SOLE DISPOSITIVE POWER

REPORTING -0-  
 PERSON WITH

10  
 SHARED DISPOSITIVE POWER  
 542,560 [See Preliminary Note]

-----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 542,560 [See Preliminary Note]

-----  
 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

12 CERTAIN SHARES (See Instructions) [ ]

-----  
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 13.2% [See Preliminary Note]

-----  
 TYPE OF REPORTING PERSON (See Instructions)

14 IN

=====  
 CUSIP No. 591695200  
 =====

-----  
 NAMES OF REPORTING PERSONS

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

Monica R. Landry

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

(a) [ ]  
 (b) [ X ]\*\*

2                   \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3           SEC USE ONLY

4           SOURCE OF FUNDS (See Instructions)

N/A

5           CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

6           CITIZENSHIP OR PLACE OF ORGANIZATION

United States

|                       |     |                                |
|-----------------------|-----|--------------------------------|
|                       | 7   | SOLE VOTING POWER              |
| NUMBER OF             | -0- |                                |
| SHARES                |     | SHARED VOTING POWER            |
| BENEFICIALLY OWNED BY | 8   | 542,560 [See Preliminary Note] |
| EACH                  | 9   | SOLE DISPOSITIVE POWER         |
| REPORTING PERSON WITH | -0- |                                |
|                       | 10  | SHARED DISPOSITIVE POWER       |
|                       |     | 542,560 [See Preliminary Note] |

11           AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560 [See Preliminary Note]

12           CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

13           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2% [See Preliminary Note]

14           TYPE OF REPORTING PERSON (See Instructions)

IN



13D

=====  
 CUSIP No. 591695200  
 =====

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

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a)    
 (b)  \*\*  
 2 \*\* The reporting persons making this filing hold an  
 aggregate of 542,560 Preferred Shares, which is 13.2%  
 of the class of securities. The reporting person on  
 this cover page, however, may be deemed a beneficial  
 owner only of the securities reported by it on this  
 cover page. [See Preliminary Note]  
 -----

-----  
 3 SEC USE ONLY  
 -----

-----  
 SOURCE OF FUNDS (See Instructions)  
 4  
 N/A  
 -----

-----  
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 5 TO ITEMS 2(d) OR 2(e)  
 [ ]  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6  
 United States  
 -----

|              |  |    |                                |
|--------------|--|----|--------------------------------|
|              |  | 7  | SOLE VOTING POWER              |
| NUMBER OF    |  |    | -0-                            |
|              |  | 8  | SHARED VOTING POWER            |
| SHARES       |  |    | 542,560 [See Preliminary Note] |
| BENEFICIALLY |  | 9  | SOLE DISPOSITIVE POWER         |
| OWNED BY     |  |    | -0-                            |
| EACH         |  | 10 | SHARED DISPOSITIVE POWER       |
| REPORTING    |  |    | 542,560 [See Preliminary Note] |
| PERSON WITH  |  |    |                                |

-----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 11  
 542,560 [See Preliminary Note]  
 -----

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2% [See Preliminary Note]

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 26 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

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

Stephen L. Millham

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

7 SOLE VOTING POWER

NUMBER OF

-0-

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

```

=====
SHARES                               SHARED VOTING POWER
BENEFICIALLY OWNED BY                8                542,560 [See Preliminary Note]
EACH                                   9                SOLE DISPOSITIVE POWER
REPORTING PERSON WITH                 -0-
                                     10               SHARED DISPOSITIVE POWER
                                     542,560 [See Preliminary Note]
=====
11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    542,560 [See Preliminary Note]
=====
12  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)           [   ]
=====
13  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    13.2% [See Preliminary Note]
=====
14  TYPE OF REPORTING PERSON (See Instructions)
    IN
=====

```

Page 27 of 43 Pages

13D

```

=====
CUSIP No. 591695200
=====

```

```

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

    Jason E. Moment
=====
2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
    (a) [   ]
    (b) [ X ]**
    ** The reporting persons making this filing hold an
    aggregate of 542,560 Preferred Shares, which is 13.2%
    of the class of securities. The reporting person on
    this cover page, however, may be deemed a beneficial
    owner only of the securities reported by it on this
    cover page. [See Preliminary Note]
=====
3  SEC USE ONLY
=====

```

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

```

=====
4 SOURCE OF FUNDS (See Instructions)
    N/A
=====
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
  TO ITEMS 2(d) OR 2(e)
                                     [ ]
=====
6 CITIZENSHIP OR PLACE OF ORGANIZATION
  United States
=====
7 SOLE VOTING POWER
  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
  -0-
=====
8 SHARED VOTING POWER
  542,560 [See Preliminary Note]
=====
9 SOLE DISPOSITIVE POWER
  -0-
=====
10 SHARED DISPOSITIVE POWER
   542,560 [See Preliminary Note]
=====
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    542,560 [See Preliminary Note]
=====
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)
                                     [ ]
=====
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    13.2% [See Preliminary Note]
=====
14 TYPE OF REPORTING PERSON (See Instructions)
    IN
=====

```

```

=====
CUSIP No. 591695200
=====

```

```

=====
NAMES OF REPORTING PERSONS
=====

```

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

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

Rajiv A. Patel

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

-----  
SOURCE OF FUNDS (See Instructions)

4 N/A

-----  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

-----  
SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

7

-0-

-----  
SHARED VOTING POWER

8

542,560 [See Preliminary Note]

-----  
SOLE DISPOSITIVE POWER

9

-0-

-----  
SHARED DISPOSITIVE POWER

REPORTING  
PERSON WITH

10

542,560 [See Preliminary Note]

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 542,560 [See Preliminary Note]

-----  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 13.2% [See Preliminary Note]

-----  
TYPE OF REPORTING PERSON (See Instructions)

14 IN

13D

=====  
 CUSIP No. 591695200  
 =====

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

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2 \*\* The reporting persons making this filing hold an  
 aggregate of 542,560 Preferred Shares, which is 13.2%  
 of the class of securities. The reporting person on  
 this cover page, however, may be deemed a beneficial  
 owner only of the securities reported by it on this  
 cover page. [See Preliminary Note]  
 -----

3 SEC USE ONLY  
 -----

-----  
 SOURCE OF FUNDS (See Instructions)  
 4  
 N/A  
 -----

-----  
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 5 TO ITEMS 2(d) OR 2(e)  
 [ ]  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6  
 United States  
 -----

|              |  |    |                                |
|--------------|--|----|--------------------------------|
|              |  | 7  | SOLE VOTING POWER              |
| NUMBER OF    |  |    | -0-                            |
|              |  | 8  | SHARED VOTING POWER            |
| SHARES       |  |    | 542,560 [See Preliminary Note] |
| BENEFICIALLY |  | 9  | SOLE DISPOSITIVE POWER         |
| OWNED BY     |  |    | -0-                            |
| EACH         |  | 10 | SHARED DISPOSITIVE POWER       |
| REPORTING    |  |    | 542,560 [See Preliminary Note] |
| PERSON WITH  |  |    |                                |

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560 [See Preliminary Note]

-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2% [See Preliminary Note]

-----

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

=====

Page 30 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

-----

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

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS (See Instructions)  
  
N/A

-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

United States

|              |  |  |
|--------------|--|--|
|              |  | SOLE VOTING POWER  |
| 7            |  |  |
| NUMBER OF    |  | -0-  |
|              |  | SHARED VOTING POWER  |
| 8            |  |  |
| SHARES       |  | 542,560 [See Preliminary Note]                               |
| BENEFICIALLY |  |  |
| OWNED BY     |  | SOLE DISPOSITIVE POWER                                       |
| 9            |  |  |
| EACH         |  | -0-  |
|              |  | SHARED DISPOSITIVE POWER                                     |
| 10           |  | 542,560 [See Preliminary Note]                               |
|              |  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 11           |  | 542,560 [See Preliminary Note]                               |
|              |  | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES           |
| 12           |  | CERTAIN SHARES (See Instructions) [ ]                        |
|              |  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)           |
| 13           |  | 13.2% [See Preliminary Note]                                 |
|              |  | TYPE OF REPORTING PERSON (See Instructions)                  |
| 14           |  | IN   |

Page 31 of 43 Pages

13D

=====  
CUSIP No. 591695200  
=====

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on



Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

|    |  |                                |
|----|--|--------------------------------|
| 3  | SEC USE ONLY   |                                |
| 4  | SOURCE OF FUNDS (See Instructions)   |                                |
|    | N/A  |                                |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  | [ ]                            |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                                |
|    | United States  |                                |
|    |  | 7                              |
|    | NUMBER OF  | SOLE VOTING POWER              |
|    |  | -0-                            |
|    | SHARES   | 8                              |
|    | BENEFICIALLY OWNED BY  | SHARED VOTING POWER            |
|    | EACH   | 542,560 [See Preliminary Note] |
|    |  | 9                              |
|    | REPORTING PERSON WITH  | SOLE DISPOSITIVE POWER         |
|    |  | -0-                            |
|    |  | 10                             |
|    |  | SHARED DISPOSITIVE POWER       |
|    |  | 542,560 [See Preliminary Note] |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                         |                                |
|    | 542,560 [See Preliminary Note]   |                                |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | [ ]                            |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                   |                                |
|    | 13.2% [See Preliminary Note]   |                                |
| 14 | TYPE OF REPORTING PERSON (See Instructions)  |                                |
|    | TYPE OF REPORTING PERSON (See Instructions)  |                                |
|    | IN   |                                |

## Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

13D initially filed on October 12, 2006 (collectively, with all amendments thereto, the "Schedule 13D").

The Reporting Persons are filing this Schedule 13D to report that the obligations of certain of the Reporting Persons under the Lock-up Agreement, as amended by the Amendment to the Lock-up Agreement, referenced in Item 4 below have been terminated. For information regarding such termination, see Item 4 below. The Reporting Persons have not consummated any transactions in the Preferred Shares since the filing of the initial Schedule 13D.

The number of Preferred Shares beneficially owned by the Reporting Persons and reported herein is convertible at any time without expiration, unless earlier redeemed at the Company's discretion, into the number of shares of the Company's Common Stock, par value \$0.01 per share (the "Common Shares"), as is equal to the aggregate liquidation preference (\$50.00 per share), plus any accrued and accumulated dividends as of the date the Preferred Shares are surrendered for conversion, divided by an initial conversion price of \$15.00, subject to adjustment. The Reporting Persons in aggregate beneficially own less than 5% of the Company's Common Shares. Unless stated otherwise, all numbers and percentages in this Schedule 13D represent Preferred Shares currently held by certain Reporting Persons and such number and percentages do not reflect Common Shares.

### Item 4. Purpose Of The Transaction

-----

Item 4 of the Schedule 13D is amended and supplemented by the following:

As reported in the prior Schedule 13D, certain of the Reporting Persons, as holders of the Preferred Shares reported herein, are parties to the Lock-up Agreement, as amended by the Amendment to the Lock-up Agreement (as described in Amendment No. 1 to the Schedule 13D filed by the Reporting Persons with the SEC on November 21, 2006), which agreement is substantially similar to lock-up and voting agreements entered into between the Company and certain other holders of Preferred Shares (the "Other Lock-up Agreements"). On December 15, 2006, the Company filed a Form 8-K with the SEC announcing that certain of the parties to the Other Lock-up Agreements were terminating such agreements effective as of December 14, 2006 and that the lock-up agreements entered into between the Company and its holders of Preferred Shares were no longer effective. As a response to the information in this Form 8-K on December 19, 2006, the Reporting Persons sent a notice (the "Termination Notice") to the Company terminating their obligations under the Lock-up Agreement pursuant to Section 7(i) thereof. For the full text of the Termination Notice, see Exhibit 3 to this Schedule 13D, which is incorporated herein by reference

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

### Item 5. Interest In Securities Of The Issuer

-----  
Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a) The Funds  
-----

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Fund is incorporated herein by reference for each such Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 4,100,000 Preferred Shares outstanding as of November 20, 2006 as reported by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission on December 15, 2006.

(c) No transactions in the Preferred Shares have been consummated by any of the Funds since the filing of the initial Schedule 13D.

(d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. The Noonday US General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

(e) Not applicable.

(b) The Noonday Sub-adviser Entities  
-----

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noonday Sub-adviser Entity is incorporated herein by reference for each such Noonday Sub-adviser Entity.

(c) None.

(d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK

Sub-adviser and the

Page 34 of 43 Pages

Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

(e) Not applicable.

(c) The Noonday Individual Reporting Persons  
-----

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noonday Individual Reporting Person is incorporated herein by reference for each such Noonday Individual Reporting Person.

(c) None.

(d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

(e) Not applicable.

(d) The Management Company  
-----

Page 35 of 43 Pages

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.

(c) No transactions in the Preferred Shares have been consummated by the Management Company on behalf of the Managed Accounts since the filing of the initial Schedule 13D.

(d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of the Management Company.

(e) Not applicable.

(e) The Farallon General Partner  
-----

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.

(c) None.

(d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of

the Preferred Shares held by the Funds as reported herein. The Noonday US General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

Page 36 of 43 Pages

- (e) Not applicable.
- (f) The Farallon Individual Reporting Persons  
-----
  - (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
  - (c) None.
  - (d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

(e) Not applicable.

The Preferred Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday US Sub-adviser, the Second Noonday US Sub-adviser and the Noonday UK Sub-adviser, as sub-investment advisers to the Funds and Managed Accounts, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday US General Partner, as general partner to the Second Noonday US Sub-adviser, may be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday US Individual Reporting Persons, as managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday UK Senior Managing Member, as the senior managing member of the Noonday UK Sub-adviser, may be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday UK Individual Reporting Persons, as managing members of the Noonday UK Sub-adviser and, with respect to Spokes, as Chairman of the Noonday UK Senior Managing Member,

Page 37 of 43 Pages

may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Preferred Shares owned by the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. Each of the Noonday US Sub-adviser Entities, the Noonday UK Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Preferred Shares.

Item 6. Contracts, Arrangements, Understandings Or Relationships With Respect  
-----  
To Securities Of The Issuer  
-----

Item 6 of the Schedule 13D is amended and supplemented by the following:

Except for the Lock-up Agreement, as amended by the Amendment to the Lock-up Agreement, the Termination Notice, the conversion terms of the Preferred Shares described above or in the initial Schedule 13D and as otherwise described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials To Be Filed As Exhibits  
-----

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

There is filed herewith as Exhibit 3 the Termination Notice referenced in Item 4 above.

Page 38 of 43 Pages

SIGNATURES  
-----

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

Dated: December 19, 2006

/s/ Monica R. Landry  
-----

NOONDAY CAPITAL, L.L.C.,  
On its own behalf and as the General Partner of  
NOONDAY ASSET MANAGEMENT, L.P.  
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry  
-----

NOONDAY G.P. (U.S.), L.L.C.  
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry  
-----

NOONDAY CAPITAL LIMITED,  
On its own behalf  
and as the Senior Managing Member of  
NOONDAY ASSET MANAGEMENT LLP  
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry  
-----

FARALLON PARTNERS, L.L.C.,  
On its own behalf,  
as the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,



Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

TINICUM PARTNERS, L.P. and  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.,  
and as the Managing Member of  
NOONDAY CAPITAL PARTNERS, L.L.C.  
By Monica R. Landry, Managing Member

Page 39 of 43 Pages

/s/ Monica R. Landry  
-----

FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry, Managing Member

/s/ Monica R. Landry  
-----

Monica R. Landry, individually and as attorney-in-fact for each of Lars E. Bane, David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, Nicolas Giauque, Davide Leone, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Andrew J.M. Spokes, Thomas F. Steyer and Mark C. Wehrly

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Power of Attorney executed by Patel authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13D on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday Asset Management LLP, Noonday Capital Limited, Spokes, Giauque, Bane and Leone authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with the Schedule 13G filed with the Securities and Exchange Commission on August 21,

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

2006, by such Reporting Persons with respect to the 7 1/4 Cumulative Convertible Preferred Stock of Metromedia International Group, Inc., are hereby incorporated by reference.

Page 40 of 43 Pages

EXHIBIT INDEX

EXHIBIT 3

Termination Notice

Page 41 of 43 Pages

EXHIBIT 3  
to  
SCHEDULE 13D

FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P.,  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.,

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

NOONDAY CAPITAL PARTNERS, L.L.C.,  
FARALLON CAPITAL OFFSHORE INVESTORS, INC.  
and  
NOONDAY OFFSHORE, INC.

c/o Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 1325  
San Francisco, California 94111

December 19, 2006

Metromedia International Group, Inc.  
8000 Tower Point Drive  
Charlotte, NC 28227

Dear Sir or Madam:

Reference is made to the Lock-Up and Voting Agreement dated October 1, 2006, as amended (the "Lock-up Agreement"), between METROMEDIA INTERNATIONAL GROUP, INC. ("MIG") and FARALLON CAPITAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P., TINICUM PARTNERS, L.P., FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., NOONDAY CAPITAL PARTNERS, L.L.C., FARALLON CAPITAL OFFSHORE INVESTORS, INC. and NOONDAY OFFSHORE, INC. (each, a "Farallon Consenting Preferred Stockholder" and collectively, the "Farallon Consenting Preferred Stockholders").

Pursuant to the provisions of Section 7(i) of the Lock-up Agreement, the Farallon Consenting Preferred Stockholders hereby give notice to MIG that the Lock-up Agreement is terminated effective as of December 19, 2006.

Page 42 of 43 Pages

Very truly yours,

FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P. and  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P

BY: Farallon Partners, L.L.C.,  
Its (Their) General Partner

BY: /s/ Mark C. Wehrly  
-----

Edgar Filing: METROMEDIA INTERNATIONAL GROUP INC - Form SC 13D/A

Mark C. Wehrly,  
Managing Member

NOONDAY CAPITAL PARTNERS, L.L.C.

BY: Farallon Partners, L.L.C.,  
Its Managing Member

BY: /s/ Mark C. Wehrly

-----  
Mark C. Wehrly,  
Managing Member

FARALLON CAPITAL OFFSHORE INVESTORS, INC.  
and NOONDAY OFFSHORE, INC.

BY: Farallon Capital Management, L.L.C.,  
Its (Their) Agent and Attorney-in-Fact

BY: /s/ Mark C. Wehrly

-----  
Mark C. Wehrly,  
Managing Member

Page 43 of 43 Pages