

GENCO SHIPPING & TRADING LTD
Form SC 13D
July 21, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

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

Genco Shipping & Trading Limited
(Name of Issuer)

Common Stock, \$0.01 Par Value
(Title of Class of Securities)

Y2685T115
(CUSIP Number)

Susanne V. Clark
c/o Centerbridge Partners, L.P.

375 Park Avenue

New York, NY 10152

(212) 672-5000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

July 9, 2014
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

(Page 1 of 29 Pages)

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* 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).

1 NAME OF REPORTING PERSON

Centerbridge Credit Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

6 -0- SHARED VOTING POWER

2,837,673 SOLE DISPOSITIVE POWER

7 -0- SHARED DISPOSITIVE POWER

2,837,673
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

2,837,673
CHECK BOX IF
THE
12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

4.6%
TYPE OF
14 REPORTING PERSON
PN

NAME OF
REPORTING PERSON

1 Centerbridge Credit
Partners General
Partner, L.P.
CHECK
THE
APPROPRIATE
2 BOX IF A
MEMBER (b) x
OF A
GROUP
3 SEC USE ONLY
SOURCE OF FUNDS
4
OO
CHECK BOX
IF
DISCLOSURE
OF LEGAL
5 PROCEEDING
IS REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY **7**
OWNED BY
EACH
REPORTING
PERSON WITH
8

9

10

SOLE
VOTING
POWER

-0-
SHARED
VOTING
POWER

2,837,673
SOLE
DISPOSITIVE
POWER

-0-
SHARED
DISPOSITIVE

POWER

2,837,673

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

2,837,673

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (9)

4.6%

14 TYPE OF
REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

Centerbridge Credit GP Investors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **7** SOLE VOTING POWER

8 -0- SHARED VOTING POWER

9 2,837,673 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

2,837,673
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

2,837,673
CHECK BOX IF
THE
12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

4.6%
14 TYPE OF
REPORTING PERSON
OO

1 NAME OF REPORTING PERSON

Centerbridge Credit Partners Master, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **6** Cayman Islands SOLE VOTING POWER **7** -0- SHARED VOTING POWER **8**

9 5,149,293 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

5,149,293
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

5,149,293
CHECK BOX IF
THE
12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

8.3%
TYPE OF
14 REPORTING PERSON
PN

NAME OF
REPORTING PERSON

1 Centerbridge Credit
Partners Offshore
General Partner, L.P.
CHECK

THE
APPROPRIATE

2 BOX IF A
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO
CHECK BOX
IF
DISCLOSURE

5 OF LEGAL
PROCEEDING
IS REQUIRED
PURSUANT
TO ITEMS

2(d) or 2(e)
CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY **7**
OWNED BY

EACH
REPORTING
PERSON WITH
8 SOLE
VOTING
POWER

9 5,149,293
SOLE
DISPOSITIVE
POWER

10 -0-
SHARED
DISPOSITIVE

POWER

5,149,293

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

5,149,293

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (9)

8.3%

14 TYPE OF
REPORTING PERSON

PN

NAME OF
REPORTING PERSON

1 Centerbridge Credit
Offshore GP Investors,
L.L.C.
CHECK
THE
APPROPRIATE

2 BOX IF A
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO
CHECK BOX
IF
DISCLOSURE
OF LEGAL

5 PROCEEDING
IS REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY **7**
OWNED BY

SOLE
VOTING
POWER

EACH
REPORTING
PERSON WITH

-0-
SHARED
VOTING
POWER

8

5,149,293
SOLE
DISPOSITIVE
POWER

9

-0-
SHARED
DISPOSITIVE

10

POWER

5,149,293

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

5,149,293

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (9)

8.3%

14 TYPE OF
REPORTING PERSON

OO

	NAME OF REPORTING PERSON
1	Centerbridge Capital Partners II (Cayman), L.P.
	CHECK THE APPROPRIATE (a) "
2	BOX IF A MEMBER OF (b) x A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
5	
6	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
7	
8	-0- SHARED VOTING POWER
9	10,538,074 SOLE DISPOSITIVE POWER
10	-0- SHARED DISPOSITIVE POWER

10,538,074
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

10,538,074
CHECK BOX IF
THE
12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (9)

17.1%
TYPE OF
14 REPORTING PERSON
PN

NAME OF
REPORTING PERSON

1 Centerbridge Capital
Partners SBS II
(Cayman), L.P.

CHECK
THE
APPROPRIATE

2 BOX IF A
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO
CHECK BOX
IF
DISCLOSURE

5 OF LEGAL
PROCEEDING
IS REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH

SOLE
VOTING
POWER

REPORTING
PERSON WITH

7 -0-
8 SHARED
VOTING
POWER

9 59,740
SOLE
DISPOSITIVE
POWER

10 -0-
SHARED
DISPOSITIVE

POWER

59,740

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

59,740

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (9)

0.1%

14 TYPE OF
REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

Centerbridge Associates II (Cayman), L.P.

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS

5 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

Cayman Islands SOLE VOTING POWER -0- SHARED VOTING POWER

8 10,597,814 SOLE DISPOSITIVE POWER

9 -0- SHARED DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

10,597,814
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

10,597,814
CHECK BOX IF
THE
12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

17.2%
14 TYPE OF REPORTING
PERSON
PN

NAME OF
REPORTING PERSON

1 Centerbridge GP
Investors II (Cayman),
L.P.
CHECK
THE
APPROPRIATE

2 BOX IF A
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO
CHECK BOX IF
DISCLOSURE OF
LEGAL

5 PROCEEDING IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or 2(e)
CITIZENSHIP OR
PLACE OF

6 ORGANIZATION

Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY 7
OWNED BY

EACH
REPORTING
PERSON WITH
8 SOLE
VOTING
POWER
-0-
SHARED
VOTING
POWER

9 10,597,814
SOLE
DISPOSITIVE
POWER

10 -0-
SHARED
DISPOSITIVE
POWER

10,597,814
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

10,597,814
CHECK BOX
IF THE
AGGREGATE
12 AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (9)

17.2%
TYPE OF
14 REPORTING PERSON
PN

1 NAME OF REPORTING PERSON

CCP II Cayman GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Cayman Islands

7 SOLE VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0- SHARED VOTING POWER

9 10,597,814 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

10,597,814

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

10,597,814
CHECK BOX IF
THE

12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES

13 CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

14 17.2%
TYPE OF REPORTING
PERSON

CO

1 NAME OF REPORTING PERSON

Centerbridge Special
Credit Partners II AIV IV
(Cayman), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x

A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

5 IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
8 -0- SHARED VOTING POWER

9 2,610,848 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

2,610,848
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

2,610,848
CHECK BOX IF
THE
12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

4.2%
14 TYPE OF REPORTING
PERSON
PN

NAME OF
REPORTING PERSON

1 Centerbridge Special
Credit Partners General
Partner II (Cayman),
L.P.

CHECK
THE
APPROPRIATE

2 BOX IF A
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO
CHECK BOX
IF

5 DISCLOSURE
OF LEGAL
PROCEEDING"
IS REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY 7
OWNED BY

SOLE
VOTING
POWER

EACH
REPORTING
PERSON WITH

-0-
SHARED
VOTING
POWER

8

9 2,610,848
SOLE
DISPOSITIVE
POWER

10 -0-

SHARED
DISPOSITIVE
POWER

2,610,848

11

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

2,610,848
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN ..

12

ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

13

4.2%
TYPE OF
REPORTING PERSON

14

PN

NAME OF
REPORTING PERSON

1 Centerbridge Special
GP Investors II
(Cayman), L.P.
CHECK
THE
APPROPRIATE

2 BOX IF A
MEMBER (b) x
OF A
GROUP

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO
CHECK BOX
IF
DISCLOSURE
OF LEGAL

5 PROCEEDING
IS REQUIRED
PURSUANT
TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Cayman Islands
NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON WITH
7
8

SOLE
VOTING
POWER
-0-
SHARED
VOTING
POWER

9 2,610,848
SOLE
DISPOSITIVE
POWER

10 -0-
SHARED
DISPOSITIVE

POWER

2,610,848

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

2,610,848

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (9)

4.2%

14 TYPE OF
REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

CSCP II Cayman GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 Cayman Islands

7 SOLE VOTING POWER

8 -0- SHARED VOTING POWER

9 2,610,848 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

2,610,848
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

2,610,848
CHECK BOX IF
THE
12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (9)

4.2%
TYPE OF
14 REPORTING PERSON
CO

1 NAME OF REPORTING PERSON

Mark T. Gallogly
 CHECK THE APPROPRIATE

2 BOX IF A MEMBER (b) x OF A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 United States
6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **7** SOLE VOTING POWER -0- SHARED VOTING POWER **8**

21,195,628
 SOLE DISPOSITIVE POWER **9**

-0- SHARED DISPOSITIVE POWER **10**

21,195,628
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
REPORTING PERSON

21,195,628
CHECK BOX IF
THE
12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

34.4%
TYPE OF
14 REPORTING PERSON
IN

1 NAME OF REPORTING PERSON

Jeffrey H. Aronson
CHECK THE APPROPRIATE

2 BOX IF A MEMBER OF (b) x A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

United States
SOLE VOTING POWER

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 -0- SHARED VOTING POWER

21,195,628 SOLE DISPOSITIVE POWER

9 21,195,628 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

21,195,628

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

21,195,628
CHECK BOX IF
THE

12 AGGREGATE
AMOUNT IN ..
ROW (11)
EXCLUDES

13 CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

34.4%
TYPE OF
REPORTING PERSON

14 IN

Item 1. SECURITY AND ISSUER

This statement on Schedule 13D (this "Schedule 13D") relates to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of Genco Shipping & Trading Limited, a corporation organized under the laws of the Republic of the Marshall Islands (the "Issuer"). The Issuer's principal executive offices are located at 299 Park Avenue, 12th Floor, New York, New York 10171.

Item 2. IDENTITY AND BACKGROUND

(a), (f) This Schedule 13D is filed by:

- (i) Centerbridge Credit Partners, L.P., a Delaware limited partnership ("CCP"), with respect to the Common Stock beneficially owned by it;
- (ii) Centerbridge Credit Partners General Partner, L.P., a Delaware limited partnership ("CCPGP"), as general partner of CCP, with respect to the Common Stock beneficially owned by CCP;
- (iii) Centerbridge Credit GP Investors, L.L.C., a Delaware limited liability company ("CCGPI"), as general partner of CCPGP, with respect to the Common Stock beneficially owned by CCP;
- (iv) Centerbridge Credit Partners Master, L.P., a Cayman Islands exempted limited partnership ("CCPM"), with respect to the Common Stock beneficially owned by it;
- (v) Centerbridge Credit Partners Offshore General Partner, L.P., a Delaware limited partnership ("CCPOGP"), with respect to the Common Stock beneficially owned by CCPM;
- (vi) Centerbridge Credit Offshore GP Investors, L.L.C., a Delaware limited liability company ("CCOGPI"), as general partner of CCPOGP, with respect to the Common Stock beneficially owned by CCPM;
- (vii) Centerbridge Capital Partners II (Cayman), L.P., a Cayman Islands limited partnership ("CCP II Cayman"), with respect to the Common Stock beneficially owned by it;
- (viii) Centerbridge Capital Partners SBS II (Cayman), L.P., a Cayman Islands limited partnership ("CCP SBS II Cayman"), with respect to the Common Stock beneficially owned by it;
- (ix) Centerbridge Associates II (Cayman), L.P., a Cayman Islands limited partnership ("CA II Cayman"), as general partner of each of CCP II Cayman and CCP SBS II Cayman, with respect to the Common Stock beneficially owned by CCP II Cayman and CCP SBS II Cayman;
- (x) Centerbridge GP Investors II (Cayman), L.P., a Cayman Islands limited partnership ("CGPI II Cayman"), as general partner of CA II Cayman, with respect to the Common Stock beneficially owned by CCP II Cayman and CCP SBS II Cayman;

- (xi) CCP II Cayman GP Ltd., a Cayman Islands company ("CCP II Cayman Ltd."), as general partner of CGPI II Cayman, with respect to the Common Stock beneficially owned by CCP II Cayman and CCP SBS II Cayman;
- (xii) Centerbridge Special Credit Partners II AIV IV (Cayman), L.P., a Cayman Islands limited partnership ("CSCP Cayman"), with respect to the Common Stock beneficially owned by it;

Centerbridge Special Credit Partners General Partner II (Cayman), L.P., a Cayman Islands limited partnership (xiii) ("CSCP GP II Cayman"), as general partner of CSCP Cayman, with respect to the Common Stock beneficially owned by CSCP Cayman;
- (xiv) Centerbridge Special GP Investors II (Cayman), L.P., a Cayman Islands limited partnership ("CSGPI II Cayman"), as general partner of CSCP GP II Cayman, with respect to the Common Stock beneficially owned by CSCP Cayman;
- (xv) CSCP II Cayman GP Ltd., a Cayman Islands company ("CSCP II Cayman Ltd."), as general partner of CSGPI II Cayman, with respect to the Common Stock beneficially owned by CSCP Cayman;

Mark T. Gallogly ("Mr. Gallogly"), a United States citizen, as managing member of CCGPI, CCOGPI, Centerbridge GP Investors II, LLC, a Delaware limited liability company, which serves as the director of CCP (xvi) II Cayman Ltd. ("CGPI II"), and Centerbridge Special GP Investors II, L.L.C., a Delaware limited liability company, which serves as the director of CSCP II Cayman Ltd. ("CSGPI II"), with respect to the Common Stock beneficially owned by CCP, CCPM, CCP II Cayman, CCP SBS II Cayman and CSCP Cayman; and

Jeffrey H. Aronson ("Mr. Aronson"), a United States citizen, as managing member of CCGPI, CCOGPI, CPGI (xvii) II, and CSGPI II, with respect to the Common Stock beneficially owned by CCP, CCPM, CCP II Cayman, CCP SBS II Cayman and CSCP Cayman.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Information required by Instruction C of Schedule 13D with respect to the directors of CCP II Cayman Ltd. and CSCP II Cayman Ltd. is set forth on Schedule I attached hereto.

CGPI II, who serves as the director of CCP II Cayman Ltd. has the power to direct the disposition of the securities held by CCP II Cayman and CCP SBS II Cayman, which powers are exercised by Mr. Gallogly and Mr. Aronson, the managing members of CGPI II. The holders of Class B ordinary shares of CCP II Cayman Ltd. have the power to vote the securities held by CCP II Cayman and CCP SBS II Cayman. The Class B ordinary shares of CCP II Cayman Ltd. are currently held by 20 individuals. No one holder of Class B Ordinary share of CCP II Cayman Ltd. has the power to direct the voting of the shares held by CCP II Cayman and CCP SBS II Cayman.

CSGPI II, who serves as the director of CSCP II Cayman Ltd. has the power to direct the disposition of the securities held by CSCP Cayman, which powers are exercised by Mr. Gallogly and Mr. Aronson, the managing members of CSGPI II. The holders of Class B ordinary shares of CSCP II Cayman Ltd. have the power to vote the securities held by CSCP Cayman. The Class B ordinary shares of CSCP II Cayman Ltd. are currently held by 20 individuals. No one holder of Class B Ordinary share of CSCP II Cayman Ltd. has the power to direct the voting of the shares held by CSCP Cayman.

(b) The business address of the Reporting Persons is 375 Park Avenue, 12th Floor, New York, New York 10152.

(c) Other than Mr. Gallogly and Mr. Aronson, the Reporting Persons are private investment funds (or their general partners) principally engaged in the business of making investments in financial instruments. Mr. Gallogly is a Managing Principal of Centerbridge Partners, L.P. Mr. Aronson is a Managing Principal of Centerbridge Partners, L.P.

(d) – (e) During the past five years, none of the Reporting Persons (nor, to the knowledge of the Reporting Persons, has any of the persons listed on Schedule I hereto) (i) been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Reporting Persons acquired the shares of Common Stock reported in this Schedule 13D pursuant to the Plan (as defined in Item 4), as more fully described in Item 4.

Item 4. PURPOSE OF TRANSACTION

As described in the Current Report on Form 8-K filed by the Issuer on July 7, 2014 (the "Form 8-K"), on April 21, 2014, the Issuer and its subsidiaries (the "Debtors") filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). On July 2, 2014, the Bankruptcy Court entered an order (the "Confirmation Order"), confirming the revised First Amended Prepackaged Plan of Reorganization of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code (the "Plan"). A copy of the Plan is attached as Exhibit 2.2 to the Form 8-K. The Reporting Persons were holders of Prepetition 2007 Facility Claims (as defined in the Plan), and as such, at the time of effectiveness of the Plan, the Reporting Persons received 34.4% of the shares of Common Stock issued under the Plan and the right to appoint two (2) members to the Board of Directors of the Issuer as further described in the Plan. The Reporting Persons have initially appointed Bao Truong and William Manuel to the Board of Directors of the Issuer pursuant to such board appointment rights.

Except as set forth herein, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, the Issuer's financial position and strategic direction, actions taken by the board of directors of the Issuer, price levels of the Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional Common Stock, other securities or derivative instruments related thereto or selling some or all of their Common Stock, other securities or derivative instruments, engaging in hedging or similar transactions with respect to the Common Stock, and, alone or with others, pursuing discussions with the management, the board of directors of the Issuer, other shareholders of the Issuer and third parties with regard to their investment in the Issuer, and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

(a) – (b) The percentages of Common Stock reported herein are based upon the 61,700,000 shares of Common Stock outstanding as of the effective date of the Plan, as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 7, 2014.

The information required by Items 5(a) – (b) is set forth in rows 7 – 13 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

CCP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPGP, its general partner, and CCGPI, the general partner of CCPGP. Neither CCPGP nor CCGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP. However, none of the foregoing should be construed in and of itself as an admission by CCPGP or CCGPI or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CCPGP and CCGPI expressly disclaims beneficial ownership of shares of Common Stock owned by CCP.

CCPM has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPOGP, its general partner, and CCOGPI, the general partner of CCPOGP. Neither CCPOGP nor CCOGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCPM. However, none of the foregoing should be construed in and of itself as an admission by CCPOGP or CCOGPI or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CCPOGP and CCOGPI expressly disclaims beneficial ownership of shares of Common Stock owned by CCPM.

CCP II Cayman has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CA II Cayman, its general partner, CGPI II Cayman, the general partner of CA II Cayman, and CCP II Cayman Ltd., the general partner of CGPI II Cayman. Neither CA II Cayman, CGPI II Cayman nor CCP II Cayman Ltd. directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP II Cayman. However, none of the foregoing should be construed in and of itself as an admission by CA II Cayman, CGPI II Cayman or CCP II Cayman Ltd. or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CA II Cayman, CGPI II Cayman and CCP II Cayman Ltd. expressly disclaims beneficial ownership of shares of Common Stock owned by CCP II Cayman.

CCP SBS II Cayman has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CA II Cayman, its general partner, CGPI II Cayman, the general partner of CA II Cayman, and CCP II Cayman Ltd., the general partner of CGPI II Cayman. Neither CA II Cayman, CGPI II Cayman nor CCP II Cayman Ltd. directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP SBS II Cayman. However, none of the foregoing should be construed in and of itself as an admission by CA II Cayman, CGPI II Cayman or CCP II Cayman Ltd. or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CA II Cayman, CGPI II Cayman and CCP II Cayman Ltd. expressly disclaims beneficial ownership of shares of Common Stock owned by CCP SBS II Cayman.

CSCP Cayman has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CSCPGP II Cayman, its general partner, CSGPI II Cayman, the general partner of CSCPGP II Cayman, and CSCP II Cayman Ltd., the general partner of CSGPI II Cayman. Neither CSCPGP II Cayman, CSGPI II Cayman nor CSCP II Cayman Ltd. directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CSCP Cayman. However, none of the foregoing should be construed in and of itself as an admission by CSCPGP II Cayman, CSGPI II Cayman or CSCP II Cayman Ltd. or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CSCPGP II Cayman, CSGPI II Cayman and CSCP II Cayman Ltd. expressly disclaims beneficial ownership of shares of Common Stock owned by CSCP Cayman.

(c) Other than as reported in Item 4, the Reporting Persons have not effected any transactions in the Common Stock during the past 60 days.

(d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock reported herein.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Reporting Persons are parties to an agreement with respect to the joint filing of this Schedule 13D and any amendments thereto. A copy of such agreement is attached as Exhibit 1 to this Schedule 13D and is incorporated by reference herein.

Other than the joint filing agreement, there are no contracts, arrangements, understandings or relationships among the Reporting Persons or between the Reporting Persons and any other person with respect to the securities of the Issuer.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit Description

1 Joint Filing Agreement, dated July 21, 2014

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 21, 2014

CENTERBRIDGE CREDIT PARTNERS, L.P.

By: Centerbridge Credit Partners

General Partner, L.P., its general partner

By: Centerbridge Credit GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS GENERAL PARTNER, L.P.

By: Centerbridge Credit GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

Centerbridge Credit GP Investors, L.L.C.

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS MASTER, L.P.

By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner

By: Centerbridge Credit Offshore GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS OFFSHORE GENERAL PARTNER, L.P.

By: Centerbridge Credit Offshore GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory
Centerbridge Credit Offshore GP Investors, L.L.C.

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory
CENTERBRIDGE CAPITAL PARTNERS II (CAYMAN), L.P.

By: Centerbridge Associates II (Cayman), L.P.,

its general partner

By: Centerbridge GP Investors II (Cayman), L.P., its

general partner

By: CCP II Cayman GP Ltd., its

general partner

By: Centerbridge GP Investors II, LLC, its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory
CENTERBRIDGE CAPITAL PARTNERS SBS II (CAYMAN), L.P.

By: Centerbridge Associates II (Cayman), L.P.,

its general partner

By: Centerbridge GP Investors II (Cayman), L.P., its

general partner

By: CCP II Cayman GP Ltd., its

general partner

By: Centerbridge GP Investors II, LLC, its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE ASSOCIATES II (CAYMAN), L.P.

By: Centerbridge GP Investors II (Cayman), L.P., its

general partner

By: CCP II Cayman GP Ltd., its

general partner

By: Centerbridge GP Investors II, LLC, its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE GP INVESTORS II (CAYMAN), L.P.

By: CCP II Cayman GP Ltd., its

general partner

By: Centerbridge GP Investors II, LLC, its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CCP II CAYMAN GP LTD.

By: Centerbridge GP Investors II, LLC, its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS II AIV IV (CAYMAN), L.P.

By: Centerbridge Special Credit Partners General

Partner II (Cayman), L.P., its general partner

By: Centerbridge Special GP Investors II (Cayman),

LP, its general partner

By: CSCP II Cayman GP Ltd., its general partner

By: Centerbridge Special GP Investors II, L.L.C., its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT PARTNERS GENERAL PARTNER II (CAYMAN), L.P.

By: Centerbridge Special GP Investors II (Cayman),

LP, its general partner

By: CSCP II Cayman GP Ltd., its general partner

By: Centerbridge Special GP Investors II, L.L.C., its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CENTERBRIDGE SPECIAL GP INVESTORS II (CAYMAN), L.P.

By: CSCP II Cayman GP Ltd., its general partner

By: Centerbridge Special GP Investors II, L.L.C., its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

CSCP II CAYMAN GP LTD.

By: Centerbridge Special GP Investors II, L.L.C., its

director

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

MARK T. GALLOGLY

/s/ Mark T. Gallogly

Jeffrey H. Aronson

/s/ Jeffrey H. Aronson

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Schedule I

GENERAL PARTNERS, CONTROL PERSONS, DIRECTORS AND EXECUTIVE OFFICERS OF CERTAIN REPORTING PERSONS

The following sets forth the name, position, address, principal occupation and citizenship of each general partner, control person, director and/or executive officer of the applicable Reporting Persons (the "Instruction C Persons"). To the best of the Reporting Persons' knowledge, (i) none of the Instruction C Persons during the last five years has been convicted in a criminal proceeding (excluding traffic violations or other similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws and (ii) none of the Instruction C Persons owns any Shares or is party to any contract or agreement as would require disclosure in this Schedule 13D.

REPORTING PERSON: CCAP II CAYMAN GP LTD. ("CCP II Cayman Ltd.")

Centerbridge GP Investors II, LLC ("CGPI II") serves as the director of CCP II Cayman Ltd. Its business address is 375 Park Avenue, 12th Floor, New York, New York 10152. Its principal occupation is to serve as director of CCP II Cayman Ltd. CGPI II is a Delaware limited liability company.

Mr. Gallogy and Mr. Aronson serve as managing members of CGPI II. Mr. Gallogy and Mr. Aronson are Reporting Persons.

REPORTING PERSON: CSCP II CAYMAN GP LTD. ("CSCP II Cayman Ltd.")

Centerbridge Special GP Investors II, L.L.C. ("CSGPI II") serves as the director of CSCP II Cayman Ltd. Its business address is 375 Park Avenue, 12th Floor, New York, New York 10152. Its principal occupation is to serve as director of CSCP II Cayman Ltd. CSGPI II is a Delaware limited liability company.

Mr. Gallogy and Mr. Aronson serve as managing members of CSGPI II. Mr. Gallogy and Mr. Aronson are Reporting Persons.