

ROSS WILBUR L JR
Form 3/A
December 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>WL ROSS & CO LLC</p> <p>(Last) (First) (Middle)</p> <p>600 LEXINGTON AVE., 19TH FLOOR, NY</p> <p>(Street)</p> <p>NEW YORK, NY 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/18/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>International Coal Group, Inc. [ICO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/18/2005</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 20,954,335 | I | See Footnotes. ⁽¹⁾ ⁽²⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WL ROSS & CO LLC 600 LEXINGTON AVE., 19TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| WLR RECOVERY ASSOCIATES II LLC C/O WL ROSS & CO. LLC 600 LEXINGTON AVE., 19TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| WLR RECOVERY FUND II LLC C/O WL ROSS & CO. LLC 600 LEXINGTON AVE., 19TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| ROSS WILBUR L JR C/O WL ROSS & CO. LLC 600 LEXINGTON AVE., 19TH FLOOR NEW YORK, NY 10022 | Â X | Â X | Â | Â |

Signatures

/s/ Wilbur L.
Ross, Jr. 12/13/2005

**Signature of Reporting Person Date

/s/ Wilbur L.
Ross, Jr. 12/13/2005

**Signature of Reporting Person Date

/s/ Wilbur L.
Ross, Jr. 12/13/2005

**Signature of Reporting Person Date

/s/ Wilbur L.
Ross, Jr. 12/13/2005

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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As described in the International Coal Group, Inc. (the "Company") Registration Statement on Form S-4 (File No. 333-126156), on November 18, 2005, the Company completed a corporate reorganization and the acquisition of Anker Group, Inc. ("Anker") and CoalQuest Development LLC ("CoalQuest"). On November 18, 2005, the Company issued 6,760,091 shares of common stock into escrow for the benefit of WLR Recovery Fund II, L.P. and the Company issued 7,475,347 shares of common stock into escrow for the benefit of WLR Recovery Fund L.P., in each case reflecting the maximum number of shares issuable in connection with the Anker and CoalQuest acquisitions. Upon consummation of the Company's public offering on December 12, 2005, the number of shares were adjusted upon the final determination of the total number of shares issuable in the Anker and Coal Quest acquisitions based on the public offering price. As a result of the adjustment, WLR Recovery Fund II, L.P. received a total of 5,460,470 shares and WLR Recovery Fund L.P. received a total of 5,689,693 shares. WLR Recovery Fund II, L.P. held 9,804,172 shares of common stock prior to the Anker and CoalQuest acquisitions.

- (2) Wilbur L. Ross, Jr. is the Chairman and Chief Executive Officer of WL Ross & Co. LLC and the managing member of each of WLR Recovery Associates LLC and WLR Recovery Associates II LLC. WLR Recovery Associates LLC is the general partner, and WL Ross & Co. LLC is the investment manager, of WLR Recovery Fund L.P. Similarly, WLR Recovery Associates II LLC is the general partner, and WL Ross & Co. LLC is the investment manager, of WLR Recovery Fund II, L.P. Accordingly, WL Ross & Co., LLC, WLR Recovery Associates LLC, WLR Recovery Associates II LLC, and Wilbur L. Ross, Jr. can be deemed to share voting and dispositive power over the shares held directly by WLR Recovery Fund L.P. and WLR Recovery Fund II, L.P. To the extent Mr. Ross is deemed to beneficially own these share as a result of his position as principal of WL Ross & Co. LLC, Mr. Ross disclaims beneficial ownership of these shares.

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