

AGILENT TECHNOLOGIES INC

Form 10-Q/A

May 24, 2002

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A No. 1

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
FOR THE QUARTERLY PERIOD ENDED JANUARY 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.
FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER: 001-15405

AGILENT TECHNOLOGIES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

77-0518772
(IRS EMPLOYER
IDENTIFICATION NO.)

395 PAGE MILL ROAD, PALO ALTO, CALIFORNIA
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

94306
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (650) 752-5000

(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED
TO BE FILED BY SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE
REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN
SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES NO

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON STOCK, AS OF THE
LATEST PRACTICABLE DATE.

CLASS
COMMON STOCK, \$0.01 PAR VALUE

OUTSTANDING AT JANUARY 31, 2002
463,859,978 SHARES

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EXPLANATORY NOTE

We are amending our Quarterly Report on Form 10-Q for the quarter ended January 31, 2002, principally to revise the note disclosure of Comprehensive (Loss) Income in that report. Subsequent to the filing of the Form 10-Q, we determined that the historical values of certain non-monetary assets and liabilities included in the cumulative adjustment for foreign currency translation, as of November 1, 2001, that we disclosed in Note 6 of the previously filed Form 10-Q required adjustment. The resulting revisions made in this Form 10Q/A had no impact on previously reported consolidated net (loss) earnings, net (loss) earnings per share or cash flows. The impact on previously reported assets, liabilities and stockholders' equity was immaterial. Total comprehensive loss for the period increased to \$362 million from \$320 million.

We have no further changes to the previously filed Form 10-Q. All information in this Form 10-Q/A is as of January 31, 2002, and does not reflect, unless otherwise noted, any subsequent information or events other than the adjustments mentioned above.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AGILENT TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
(Unaudited)
(in millions, except per share amounts)

	Three Months Ended January 31,	
	2002	2001
Net revenue:		
Products	\$ 1,245	\$ 2,321
Services and other	181	244
Total net revenue	<u>1,426</u>	<u>2,565</u>
Costs and expenses:		
Cost of products	778	1,095
Cost of services and other	100	127
Research and development	298	322
Selling, general and administrative	692	727
Total costs and expenses	<u>1,868</u>	<u>2,271</u>
(Loss) earnings from operations	(442)	294
Other income (expense), net	19	17
(Loss) earnings from continuing operations before taxes	(423)	311
(Benefit) provision for taxes	(106)	137
(Loss) earnings from continuing operations	(317)	174
Net loss from discontinued operations (net of taxes of \$1 million for the three months ended January 31, 2001)		(2)
Gain from sale of discontinued operations (net of taxes of \$1 million for the three months ended January 31, 2002)	2	
(Loss) earnings before cumulative effect of changes in accounting principles	(315)	172
Cumulative effect of adopting SFAS No. 133 (net of tax benefit of \$16 million)		(25)
Cumulative effect of adopting SAB 101 (net of tax benefit of \$27 million)		(47)
Net (loss) earnings	<u>\$ (315)</u>	<u>\$ 100</u>
Net (loss) earnings per share Basic:		
(Loss) earnings from continuing operations	\$ (0.68)	\$ 0.38
Net loss from discontinued operations	\$	\$
Gain from sale of discontinued operations	\$	\$
Cumulative effect of adopting SFAS No. 133	\$	\$ (0.06)
Cumulative effect of adopting SAB 101	\$	\$ (0.10)

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Net (loss) earnings	\$ (0.68)	\$ 0.22
<hr/>		
Net (loss) earnings per share Diluted:		
(Loss) earnings from continuing operations	\$ (0.68)	\$ 0.37
Net loss from discontinued operations	\$	\$
Gain from sale of discontinued operations	\$	\$
Cumulative effect of adopting SFAS No. 133	\$	\$ (0.06)
Cumulative effect of adopting SAB 101	\$	\$ (0.10)
<hr/>		
Net (loss) earnings	\$ (0.68)	\$ 0.21
<hr/>		
Average shares used in computing net (loss) earnings per share:		
Basic	463	455
Diluted	463	466

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AGILENT TECHNOLOGIES, INC.
 CONDENSED CONSOLIDATED BALANCE SHEET
 (Unaudited)
 (in millions, except par value and share amounts)

	January 31, 2002	October 31, 2001
	(Revised)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$2,188	\$1,170
Accounts receivable, net	817	977
Inventory	1,382	1,491
Net investment in lease receivable	247	237
Other current assets	833	924
	<u> </u>	<u> </u>
Total current assets	5,467	4,799
Property, plant and equipment, net	1,730	1,848
Goodwill and other intangible assets, net	944	1,070
Other assets	352	269
	<u> </u>	<u> </u>
Total assets	\$8,493	\$7,986
	<u> </u>	<u> </u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 321	\$ 386
Employee compensation and benefits	534	576
Deferred revenue	269	279
Accrued taxes and other accrued liabilities	536	761
	<u> </u>	<u> </u>
Total current liabilities	1,660	2,002
Senior convertible debentures	1,150	
Other liabilities	330	325
Commitments and contingencies		
Stockholders' equity:		
Preferred stock; \$.01 par value; 125 million shares authorized; none issued and outstanding		
Common stock; \$.01 par value; 2 billion shares authorized; 464 million shares at January 31, 2002 and 461 million shares at October 31, 2001 issued and outstanding	5	5
Additional paid-in capital	4,779	4,723
Retained earnings	616	931
Accumulated comprehensive income (loss)	(47)	
	<u> </u>	<u> </u>
Total stockholders' equity	5,353	5,659
	<u> </u>	<u> </u>
Total liabilities and stockholders' equity	\$8,493	\$7,986
	<u> </u>	<u> </u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AGILENT TECHNOLOGIES, INC.
 CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
 (Unaudited)
 (in millions)

	Three Months Ended January 31,	
	2002	2001
Cash flows from operating activities:		
Net (loss) earnings from continuing operations	\$ (317)	\$ 102
Adjustments to reconcile (loss) earnings from continuing operations to net cash used in operating activities:		
Depreciation and amortization	199	134
Inventory related charges	10	30
Deferred taxes	49	11
Non-cash restructuring, asset impairment charges	16	
Net gain on divestitures and sales of assets	(5)	(32)
Adoption of SFAS No. 133		41
Changes in assets and liabilities:		
Accounts receivable	162	222
Inventory	91	(329)
Accounts payable	(65)	(166)
Accrued compensation and benefits	(42)	(65)
Income taxes payable	(195)	(36)
Other current assets and liabilities	(22)	(99)
Other long term assets and liabilities	(25)	14
	(144)	(173)
Net cash used in operating activities		
Cash flows from investing activities:		
Investments in property, plant and equipment	(69)	(173)
Dispositions of property, plant and equipment:		
Equipment lease portfolio sale		84
Other		59
Purchase of equity investments	(3)	(26)
Acquisitions, net of cash acquired		(762)
Proceeds from dispositions	19	
Other, net		(60)
	(53)	(878)
Net cash used in investing activities		
Cash flows from financing activities:		
Issuance of senior convertible debentures, net of issuance costs	1,123	
Issuance of common stock under employee stock plans	62	58
Net proceeds from notes payable and short-term borrowings	3	446
	1,188	504
Net cash provided by financing activities		
Net cash provided by (used in) discontinued operations	27	(16)
	1,018	(563)
Change in cash and cash equivalents		
Cash and cash equivalents at beginning of period	1,170	996

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Cash and cash equivalents at end of period	\$2,188	\$ 433
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The accompanying notes are an integral part of these condensed consolidated financial statements.

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AGILENT TECHNOLOGIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. OVERVIEW AND BASIS OF PRESENTATION

Agilent Technologies, Inc. (we or the Company) is a global technology leader in communications, electronics and life sciences. We were incorporated in Delaware in May 1999.

Our fiscal year end is October 31 and our fiscal quarters end on January 31, April 30 and July 31. Unless otherwise stated, all dates refer to our fiscal year and fiscal periods.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reclassifications.

Amounts in the condensed consolidated financial statements as of January 31, 2001 have been reclassified to conform to the current period s presentation.

Basis of Presentation.

We have prepared the accompanying financial data for the quarterly period of 2002 pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations.

In the opinion of management, the accompanying condensed consolidated financial statements contain all normal and recurring adjustments necessary to present fairly our consolidated financial position as of January 31, 2002 and October 31, 2001, consolidated results of operations and consolidated cash flow activities for the first quarter of 2002 and 2001.

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

We are amending our Quarterly Report on Form 10-Q for the quarter ended January 31, 2002, principally to revise the note disclosure of Comprehensive (Loss) Income in that report. Subsequent to the filing of the Form 10-Q, we determined that the historical values of certain non-monetary assets and liabilities included in the cumulative adjustment for foreign currency translation, as of November 1, 2001, that we disclosed in Note 6 of the previously filed Form 10-Q required adjustment. The resulting revisions made in this Form 10Q/A had no impact on previously reported consolidated net (loss) earnings, net (loss) earnings per share or cash flows. The impact on previously reported assets, liabilities and stockholders equity was immaterial. Total comprehensive loss for the period increased to \$362 million from \$320 million.

We have no further changes to the previously filed Form 10-Q. All information in this Form 10-Q/A is as of January 31, 2002, and does not reflect, unless otherwise noted, any subsequent information or events other than the adjustments mentioned above.

The results of operations for the first quarter of 2002 are not necessarily indicative of the results to be expected for the full year. The information included in this Form 10-Q/A should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations, the consolidated financial statements and notes thereto included in our 2001 Annual Report on Form 10-K/A.

Foreign Currency Translation.

Effective November 1, 2001, the Company has determined that the functional currency for certain of its subsidiaries outside of the United States of America has changed from the U.S. dollar to the local currency based on the criteria of Statement of Financial Accounting Standards No. 52 Foreign Currency Translation . This change did not have a material impact on the Company s condensed consolidated financial position as of November 1, 2001.

Depreciation.

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The straight-line method of depreciation was adopted for all property, plant and equipment placed into service after November 1, 2001. For property, plant and equipment placed into service prior to November 1, 2001, depreciation is principally provided using accelerated methods. The change in accounting principle was made in order to align our policies more closely with other companies in our industry. The effect of this change on the current quarter's net loss was not material.

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New Accounting Pronouncements.

There have been no changes in our assessment of the timing and impact of adoption of SFAS No. 142, Goodwill and Other Intangible Assets and SFAS No. 144 Accounting for the Impairment or Disposal of Long-Lived Assets since the filing of our Annual Report on Form 10-K/A.

3. DISCONTINUED OPERATIONS

The condensed consolidated financial statements present the healthcare solutions business as a discontinued operation. This business was sold to Koninklijke Philips Electronics, N.V. (Philips) on August 1, 2001 pursuant to an Asset Purchase Agreement as amended. The purchase price is subject to adjustment based on the terms of the agreements with Philips.

Prior period amounts have been restated, including the reallocation of general overhead charges to our three remaining business segments. We recorded an after tax gain of \$646 million as a result of the sale to Philips in the fourth quarter of last year and \$2 million after tax gain in the current quarter. We do not expect any material adjustments to the gain when the determination of the final purchased net assets and the performance of certain services are complete. For incremental fees, we will provide certain support services to Philips during the next year.

4. NET (LOSS) EARNINGS PER SHARE

The following is a reconciliation of the numerators and denominators of the basic and diluted net earnings per share computations for the periods presented below.

	Three Months Ended January 31,	
	2002	2001
(In millions)		
Numerator:		
(Loss) earnings from continuing operations	\$(317)	\$174
Net loss from discontinued operations, net of taxes		(2)
Gain from the sale of discontinued operations, net of taxes	2	
	<u> </u>	<u> </u>
(Loss) earnings before cumulative effect of changes in accounting principles	(315)	172
Cumulative effect of adopting SFAS No. 133, net of taxes		(25)
Cumulative effect of adopting SAB 101, net of taxes		(47)
	<u> </u>	<u> </u>
Net (loss) earnings	\$ (315)	\$ 100
	<u> </u>	<u> </u>
Denominator:		
Basic weighted average shares	463	455
Potentially dilutive common stock equivalents		
- stock options and other employee stock plans		11
	<u> </u>	<u> </u>
Diluted weighted average shares	463	466
	<u> </u>	<u> </u>

5. INVENTORY

	January 31, 2002	October 31, 2001
(in millions)		
Finished goods	\$ 399	\$ 400

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Work in progress	305	239
Raw materials	678	852
	<u> </u>	<u> </u>
	\$1,382	\$1,491
	<u> </u>	<u> </u>

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6. COMPREHENSIVE (LOSS) INCOME

The following table presents the components of comprehensive (loss) income.

		Three Months Ended January 31,	
		2002 (Revised)	2001
		(in millions)	
	Net (loss) earnings	\$(315)	\$100
	Other comprehensive (loss) income:		
	Change in unrealized gain (loss) on investments, net	5	(6)
	7,389,667		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	18.2%		
12.	TYPE OF REPORTING PERSON		
	OO		

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

Christian Leone

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

7,389,667

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

7,389,667

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,389,667

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.2%

12.

TYPE OF REPORTING PERSON

IN

Item 1(a). Name of Issuer:

Silver Eagle Acquisition Corp. (“Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

1450 2nd Street, Suite 247
Santa Monica, California 90401

Item 2(a). Name of Persons Filing:

The names of the persons filing this statement on Schedule 13G are (collectively, the “Reporting Persons”):

• Luxor Capital Partners, LP, a Delaware limited partnership (the “Onshore Fund”);

• Luxor Capital Partners Offshore, Ltd., a Cayman Islands exempted company (the “Offshore Feeder Fund”);

• Luxor Wavefront, LP, a Delaware limited partnership (the “Wavefront Fund”);

• Luxor Capital Partners Offshore Master Fund, LP, a Cayman Islands limited partnership (the “Offshore Master Fund”);

• LCG Holdings, LLC, a Delaware limited liability company (“LCG Holdings”);

• Luxor Capital Group, LP, a Delaware limited partnership (“Luxor Capital Group”);

• Luxor Management, LLC, a Delaware limited liability company (“Luxor Management”); and

• Christian Leone, a United States citizen (“Mr. Leone”).

The Offshore Master Fund is a subsidiary of the Offshore Feeder Fund. LCG Holdings is the general partner of the Onshore Fund, the Wavefront Fund and the Offshore Master Fund. Luxor Capital Group acts as the investment manager of the Onshore Fund, the Wavefront Fund, the Offshore Feeder Fund and the Offshore Master Fund (collectively, the “Funds”) and to an account it separately manages (the “Separately Managed Account”). Luxor Management is the general partner of Luxor Capital Group. Mr. Leone is the managing member of Luxor Management. Mr. Leone is the managing member of LCG Holdings.

By virtue of these relationships, LCG Holdings may be deemed to have voting and dispositive power with respect to the shares of Common Stock (as defined below) owned directly by the Onshore Fund, the Wavefront Fund and the Offshore Master Fund. By virtue of these relationships, each of Luxor Capital Group, Luxor Management and Mr. Leone may be deemed to have voting and dispositive power with respect to the shares of Common Stock beneficially owned by the Funds and the Separately Managed Account.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business address of each of the Onshore Fund, the Wavefront Fund, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone is 1114 Avenue of the Americas, 29th Floor, New York, New York 10036.

The principal business address of each of the Offshore Master Fund and the Offshore Feeder Fund is c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

Item 2(c). Citizenship:

Mr. Leone is a citizen of the United States.

Each of Luxor Management and LCG Holdings is a limited liability company formed under the laws of the State of Delaware.

Each of the Onshore Fund, the Wavefront Fund and Luxor Capital Group is a limited partnership formed under the laws of the State of Delaware.

The Offshore Feeder Fund is a company formed under the laws of the Cayman Islands.

The Offshore Master Fund is a limited partnership formed under the laws of the Cayman Islands.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the "Common Stock")

Item 2(e). CUSIP Number:

827694100

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).

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

Item 4. Ownership.

(a) Amount beneficially owned:

As of the close of business on March 24, 2015,

- (i) The Onshore Fund directly owned 2,959,425 shares of Common Stock;
- (ii) The Wavefront Fund directly owned 1,250,733 shares of Common Stock;
- (iii) The Offshore Master Fund directly owned 3,066,896 shares of Common Stock. The Offshore Feeder Fund, as the owner of a controlling interest in the Offshore Master Fund, may be deemed to have beneficially owned the shares of Common Stock owned directly by the Offshore Master Fund;
- (iv) LCG Holdings, as the general partner of the Onshore Fund, the Wavefront Fund and the Offshore Master Fund may be deemed to have beneficially owned the 7,277,054 shares of Common Stock owned directly by the Onshore Fund, the Wavefront Fund and the Offshore Master Fund;
- (v) Luxor Capital Group, as the investment manager of the Funds, may be deemed to have beneficially owned the 7,277,054 shares of Common Stock beneficially owned by the Funds and an additional 112,613 shares of Common Stock held in the Separately Managed Account;
- (vi) Luxor Management, as the general partner of Luxor Capital Group, may be deemed to have beneficially owned the 7,389,667 shares of Common Stock beneficially owned by Luxor Capital Group; and
- (vii) Mr. Leone, as the managing member of Luxor Management, may be deemed to have beneficially owned the 7,389,667 shares of Common Stock beneficially owned by Luxor Management.

(b) Percent of Class:

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 40,625,000 shares of Common Stock outstanding as of March 13, 2015, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2015. As of the close of business on March 24, 2015,

- (i) The Onshore Fund beneficially owned approximately 7.3% of the outstanding shares of Common Stock;
- (ii) The Wavefront Fund beneficially owned 3.1% of the outstanding shares of Common Stock;
- (iii) The Offshore Master Fund directly owned approximately 7.5% of the outstanding shares of Common Stock and the Offshore Feeder Fund may be deemed to have beneficially owned approximately 7.5% of the outstanding shares of Common Stock;
- (iv) LCG Holdings may be deemed to have beneficially owned approximately 17.9% of the outstanding shares of Common Stock; and
- (v) Each of Luxor Capital Group, Luxor Management and Mr. Leone may be deemed to have beneficially owned approximately 18.2% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote of Common Stock:

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote of Common Stock:

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of Common Stock:

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of Common Stock:

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit A to the Schedule 13G filed with the Securities and Exchange Commission on March 18, 2015.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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

Dated: March 26, 2015

LUXOR CAPITAL PARTNERS, LP

By: LCG Holdings, LLC, as General Partner

By: /s/ Norris Nissim
Name: Norris Nissim
Title: General Counsel

LUXOR WAVEFRONT, LP

By: LCG Holdings, LLC, as General Partner

By: /s/ Norris Nissim
Name: Norris Nissim
Title: General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE MASTER FUND, LP

By: LCG Holdings, LLC, as General Partner

By: /s/ Norris Nissim
Name: Norris Nissim
Title: General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE, LTD.

By: Luxor Capital Group, LP, as investment manager

By: /s/ Norris Nissim
Name: Norris Nissim
Title: General Counsel

LUXOR CAPITAL GROUP, LP

By: Luxor Management, LLC, as General Partner

By: /s/ Norris Nissim
Name: Norris Nissim

Title: General Counsel

LCG HOLDINGS, LLC

By: /s/ Norris Nissim
Name: Norris Nissim
Title: General Counsel

LUXOR MANAGEMENT, LLC

By: /s/ Norris Nissim
Name: Norris Nissim
Title: General Counsel

/s/ Norris Nissim
NORRIS NISSIM, as Agent for Christian Leone