

ULTRA PETROLEUM CORP
Form SC 13G/A
February 13, 2017

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

Ultra Petroleum Corp.
(Name of Issuer)

Common Shares, without par value
(Title of Class of Securities)

903914109
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 - Rule 13d-1(c)
 - Rule 13d-1(d)
-
-

13G

CUSIP No. 903914109 Page 2 of 20 Pages

NAME OF REPORTING PERSON

1) Scoggin Capital Management II
LLC

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
ORGANIZATION

4)

Delaware

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0
SHARED
VOTING
6)POWER
0
SOLE
DISPOSITIVE
7)POWER

0
SHARED
DISPOSITIVE
8)POWER

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9) EACH REPORTING PERSON

0
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN
10) SHARES

11)PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

ROW (9)

0%

TYPE OF REPORTING PERSON

12)

OO

13G

CUSIP No. 903914109 Page 3 of 20 Pages

NAME OF REPORTING PERSON

1) Scoggin International Fund, Ltd.

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
4) ORGANIZATION

Cayman Islands

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

3,800,000
SHARED
VOTING
6)POWER
0
SOLE
DISPOSITIVE
7)POWER

3,800,000
SHARED
DISPOSITIVE
8)POWER

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9) EACH REPORTING PERSON

3,800,000
CHECK BOX IF THE
AGGREGATE AMOUNT IN
10) ROW (9) EXCLUDES CERTAIN
SHARES

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

2.5%

TYPE OF REPORTING PERSON

12)

CO

13G

CUSIP No. 903914109 Page 4 of 20 Pages

NAME OF REPORTING PERSON

1) Scoggin Worldwide Fund, Ltd.

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
4) ORGANIZATION

Cayman Islands

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

943,071
SHARED
VOTING
6)POWER
0
SOLE
DISPOSITIVE
7)POWER

943,071
SHARED
DISPOSITIVE
8)POWER

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9) EACH REPORTING PERSON

943,071
CHECK BOX IF THE
AGGREGATE AMOUNT IN
10) ROW (9) EXCLUDES CERTAIN
SHARES

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

0.6%

TYPE OF REPORTING PERSON

12)

CO

13G

CUSIP No. 903914109 Page 5 of 20 Pages

NAME OF REPORTING PERSON

- 1) SB Special Situation Master Fund
SPC – Portfolio F
CHECK THE
APPROPRIATE (a)
- 2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

- 3)
- 4) CITIZENSHIP OR PLACE OF
ORGANIZATION

Cayman Islands

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

3,834,190
SHARED
VOTING
6)POWER
0
SOLE
DISPOSITIVE
7)POWER
3,834,190
SHARED
DISPOSITIVE
8)POWER

- 9) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

3,834,190

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

- 11) PERCENT OF CLASS
REPRESENTED BY AMOUNT IN

ROW (9)

2.5%

TYPE OF REPORTING PERSON

12)

CO

13G

CUSIP No. 903914109 Page 6 of 20 Pages

NAME OF REPORTING PERSON

1) Scoggin Management LP

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
4) ORGANIZATION

Delaware

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

3,800,000
SHARED
VOTING
6)POWER
0
SOLE
DISPOSITIVE
7)POWER

3,800,000
SHARED
DISPOSITIVE
8)POWER

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9) EACH REPORTING PERSON

3,800,000
CHECK BOX IF THE
AGGREGATE AMOUNT IN
10) ROW (9) EXCLUDES CERTAIN
SHARES

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

2.5%

TYPE OF REPORTING PERSON

12)

PN

13G

CUSIP No. 903914109 Page 7 of 20 Pages

NAME OF REPORTING PERSON

1) Scoggin GP LLC

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
4) ORGANIZATION

Delaware

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0
SHARED
VOTING
6)POWER
3,800,000
SOLE
DISPOSITIVE
7)POWER

0
SHARED
DISPOSITIVE
8)POWER

3,800,000

9) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

3,800,000
10) CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN
SHARES

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

2.5%

TYPE OF REPORTING PERSON

12)

OO

13G

CUSIP No. 903914109 Page 8 of 20 Pages

NAME OF REPORTING PERSON

1) Old Bellows Partners LP

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
4) ORGANIZATION

Delaware

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

4,777,261
SHARED
VOTING
6)POWER
0
SOLE
DISPOSITIVE
7)POWER

4,777,261
SHARED
DISPOSITIVE
8)POWER

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9) EACH REPORTING PERSON

4,777,261
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN
10) SHARES

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

3.1%

TYPE OF REPORTING PERSON

12)

PN

13G

CUSIP No. 903914109 Page 9 of 20 Pages

NAME OF REPORTING PERSON

1) Old Bell Associates LLC

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
4) ORGANIZATION

New York

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0
SHARED
VOTING
6)POWER
4,777,261
SOLE
DISPOSITIVE
7)POWER

0
SHARED
DISPOSITIVE
8)POWER

4,777,261

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9) EACH REPORTING PERSON

4,777,261

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

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

3.1%

TYPE OF REPORTING PERSON

12)

OO

13G

CUSIP No. 903914109 Page 10 of 20 Pages

NAME OF REPORTING

1) PERSON

A. Dev Chodry

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
ORGANIZATION

4)

USA

SOLE
VOTING
5)POWER

NUMBER
OF
SHARES
6)POWER

39,410
SHARED
VOTING
8,577,261
SOLE
DISPOSITIVE
7)POWER

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

39,410
SHARED
DISPOSITIVE
8)POWER

8,577,261
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9) EACH REPORTING PERSON

8,616,671

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

11)PERCENT OF CLASS
REPRESENTED BY AMOUNT

IN ROW (9)

5.6%

TYPE OF REPORTING PERSON

12)

IN

13G

CUSIP No. 903914109 Page 11 of 20 Pages

NAME OF REPORTING PERSON

1) Craig Effron
CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
4) ORGANIZATION

USA

SOLE
VOTING
5)POWER

50,000
SHARED
VOTING
6)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
7)POWER

8,577,261
SOLE
DISPOSITIVE
7)POWER

WITH
50,000
SHARED
DISPOSITIVE
8)POWER

8,577,261
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
9) EACH REPORTING PERSON

8,627,261
CHECK BOX IF THE
AGGREGATE AMOUNT IN
10) ROW (9) EXCLUDES CERTAIN
SHARES

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

5.6%

TYPE OF REPORTING PERSON

12)

IN

13G

CUSIP No. 903914109 Page 12 of 20 Pages

NAME OF REPORTING PERSON

1) Curtis Schenker

CHECK THE
APPROPRIATE (a)

2) BOX IF A
MEMBER OF A (b)
GROUP
SEC USE ONLY

3)

CITIZENSHIP OR PLACE OF
4) ORGANIZATION

USA

SOLE
VOTING
5)POWER

80,300
SHARED
VOTING
6)POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
7)POWER

8,577,261
SOLE
DISPOSITIVE

WITH
80,300
SHARED
DISPOSITIVE
8)POWER

8,577,261
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY

9) EACH REPORTING PERSON

8,657,561
CHECK BOX IF THE
AGGREGATE AMOUNT IN
10) ROW (9) EXCLUDES CERTAIN
SHARES

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

5.6%

TYPE OF REPORTING PERSON

12)

IN

Item 1(a). Name of Issuer:

Ultra Petroleum Corp.

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

400 North Sam Houston Parkway E., Suite 1200, Houston, Texas

Item 2(a). Name of Persons Filing:

- (i) Scoggin Capital Management II LLC
- (ii) Scoggin International Fund, Ltd.
- (iii) Scoggin Worldwide Fund, Ltd.
- (iv) SB Special Situation Master Fund SPC – Portfolio F
- (v) Scoggin Management LP
- (vi) Scoggin GP LLC
- (vii) Old Bellows Partners LP
- (viii) Old Bell Associates LLC
- (ix) A. Dev Chodry
- (x) Craig Effron
- (xi) Curtis Schenker

(collectively, the “Reporting Persons” and each, a “Reporting Person”)

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

Each of Scoggin International Fund, Ltd., Scoggin Worldwide Fund, Ltd. and SB Special Situation Master Fund SPC – Portfolio F has a business address at c/o Maurant Ozannes Corporate Services (Cayman) Ltd., 94 Solaris Avenue, Camana Bay, P.O. Box 1348, Grand Cayman, KY1-1108, Cayman Islands.

Each of the other Reporting Persons has a business address at 660 Madison Avenue, New York, NY 10065.

Item 2(c). Citizenship or Place of Organization:

- (i) Scoggin Capital Management II LLC
Delaware
 - (ii) Scoggin International Fund, Ltd.
Cayman Islands
 - (iii) Scoggin Worldwide Fund, Ltd.
Cayman Islands
 - (iv) SB Special Situation Master Fund SPC – Portfolio F
Cayman Islands
 - (v) Scoggin Management LP
Delaware
-

(vi) Scoggin GP LLC
Delaware

(vii) Old Bellows Partners LP
Delaware

(viii) Old Bell Associates LLC
New York

(ix) A. Dev Chodry
USA

(x) Craig Effron
USA

(xi) Curtis Schenker
USA

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

Common Shares

Item 2(e). CUSIP Number:

903914109

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

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
-

- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

- (i) Scoggin Capital Management II LLC¹

(a) Amount beneficially owned: 0

(b) Percent of class: 0%²

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

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 0

- (ii) Scoggin International Fund, Ltd.³

(a) Amount beneficially owned: 3,800,000

(b) Percent of class: 2.5%

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

- (i) Sole power to vote or to direct the vote: 3,800,000

Since the Reporting Person's last statement on Schedule 13G, Scoggin Capital Management II LLC has entered into a master-feeder fund structure with Scoggin International Fund, Ltd. Scoggin Capital Management II LLC has become an onshore feeder fund for Scoggin International Fund, Ltd., which is now the master fund. At the time this structure was entered into the Common Shares previously held by Scoggin Capital Management II LLC were transferred to Scoggin International Fund Ltd. Pursuant to this change, Scoggin Capital Management II LLC's previously reported beneficial ownership over the Common Shares has been disposed of.

² Percentages are based on 153,398,599 shares of common stock outstanding as of October 19, 2016, as reported in the issuer's Form 10-Q filed with the Securities and Exchange Commission on October 27, 2016.

The investment manager of Scoggin International Fund, Ltd. is Scoggin Management LP. A. Dev Chodry is the Chief Investment Officer for Distressed Credit Strategies for Scoggin Management LP. Craig Effron and Curtis Schenker are Co-Chief Investment Officers for Event Driven Strategies for Scoggin Management LP. Scoggin GP LLC is the general partner of Scoggin Management LP. Craig Effron and Curtis Schenker are the managing members of Scoggin GP LLC.

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 3,800,000

(iv) Shared power to dispose or to direct the disposition of: 0

(iii) Scoggin Worldwide Fund, Ltd.⁴

(a) Amount beneficially owned: 943,071

(b) Percent of class: 0.6%

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

(i) Sole power to vote or to direct the vote: 943,071

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 943,071

(iv) Shared power to dispose or to direct the disposition of: 0

(iv) SB Special Situation Master Fund SPC – Portfolio F⁵

(a) Amount beneficially owned: 3,834,190

(b) Percent of class: 2.5%

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

(i) Sole power to vote or to direct the vote: 3,834,190

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 3,834,190

(iv) Shared power to dispose or to direct the disposition of: 0

(v) Scoggin Management LP⁶

The investment manager of Scoggin Worldwide Fund, Ltd. is Old Bellows Partners LP. Craig Effron and Curtis Schenker are Co-Chief Investment Officers for Event Driven Strategies for Old Bellows Partners LP. Old Bell Associates LLC is the general partner of Old Bellows Partners LP. A. Dev Chodry is the managing member of Old Bell Associates LLC.

The investment manager of SB Special Situation Master Fund SPC – Portfolio F is Old Bellows Partners LP. Craig Effron and Curtis Schenker are Co-Chief Investment Officers for Event Driven Strategies for Old Bellows Partners LP. Old Bell Associates LLC is the general partner of Old Bellows Partners LP. A. Dev Chodry is the managing member of Old Bell Associates LLC.

Scoggin Management LP is the investment manager of Scoggin Capital Management II LLC and Scoggin International Fund, Ltd. A. Dev Chodry is the Chief Investment Officer for Distressed Credit Strategies for Scoggin Management LP. Craig Effron and Curtis Schenker are Co-Chief Investment Officers for Event Driven Strategies for Scoggin Management LP. Scoggin GP LLC is the general partner of Scoggin Management LP. Craig Effron and Curtis Schenker are the managing members of Scoggin GP LLC.

(a) Amount beneficially owned: 3,800,000

(b) Percent of class: 2.5%

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

(i) Sole power to vote or to direct the vote: 3,800,000

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 3,800,000

(iv) Shared power to dispose or to direct the disposition of: 0

(vi) Scoggin GP LLC⁷

(a) Amount beneficially owned: 3,800,000

(b) Percent of class: 2.5%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 3,800,000

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 3,800,000

(vii) Old Bellows Partners LP⁸

Scoggin GP LLC is the general partner of Scoggin Management LP. Scoggin Management LP is the investment manager of Scoggin Capital Management II LLC and Scoggin International Fund, Ltd. A. Dev Chodry is the Chief Investment Officer for Distressed Credit Strategies for Scoggin Management LP. Craig Efron and Curtis Schenker are Co-Chief Investment Officers for Event Driven Strategies for Scoggin Management LP. Craig Efron and Curtis Schenker are the managing members of Scoggin GP LLC.

Old Bellows Partners LP is the investment manager of Scoggin Worldwide Fund, Ltd. and of SB Special Situation Master Fund SPC – Portfolio F. Craig Efron and Curtis Schenker are Co-Chief Investment Officer of Event Driven Strategies for Old Bellows Partners LP. Old Bell Associates LLC is the general partner of Old Bellows Partners LP. A. Dev Chodry is the managing member of Old Bell Associates LLC.

(a) Amount beneficially owned: 4,777,261

(b) Percent of class: 3.1%

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

(i) Sole power to vote or to direct the vote: 4,777,261

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 4,777,261

(iv) Shared power to dispose or to direct the disposition of: 0

(viii) Old Bell Associates LLC⁹

(a) Amount beneficially owned: 4,777,261

(b) Percent of class: 3.1%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 4,777,261

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,777,261

(ix) A. Dev Chodry¹⁰

(a) Amount beneficially owned: 8,616,671

Old Bell Associates LLC is the general partner of Old Bellows Partners LP. A. Dev Chodry is the managing member of Old Bell Associates LLC. Old Bellows Partners LP is the investment manager of Scoggin Worldwide Fund, Ltd. and of SB Special Situation Master Fund SPC – Portfolio F. Craig Effron and Curtis Schenker are Co-Chief Investment Officers of Event Driven Strategies for Old Bellows Partners LP.

A. Dev Chodry is the Chief Investment Officer for Distressed Credit Strategies for Scoggin Management LP. Scoggin Management LP is the investment manager of Scoggin Capital Management II LLC and Scoggin International Fund, Ltd. A. Dev Chodry is the managing member of Old Bell Associates LLC. Old Bell Associates LLC is the general partner of Old Bellows Partners LP. Old Bellows Partners LP is the investment manager of Scoggin Worldwide Fund, Ltd. and of SB Special Situation Master Fund SPC – Portfolio F.

(b) Percent of class: 5.6%

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

(i) Sole power to vote or to direct the vote: 39,410

(ii) Shared power to vote or to direct the vote: 8,577,261

(iii) Sole power to dispose or to direct the disposition of: 39,410

(iv) Shared power to dispose or to direct the disposition of: 8,577,261

(x) Craig Effron¹¹

(a) Amount beneficially owned: 8,627,261

(b) Percent of class: 5.6%

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

(i) Sole power to vote or to direct the vote: 50,000

(ii) Shared power to vote or to direct the vote: 8,577,261

(iii) Sole power to dispose or to direct the disposition of: 50,000

(iv) Shared power to dispose or to direct the disposition of: 8,577,261

(xi) Curtis Schenker¹²

(a) Amount beneficially owned: 8,657,561

(b) Percent of class: 5.6%

¹¹ Craig Effron is a Co-Chief Investment Officer for Event Driven Strategies for Scoggin Management LP. Scoggin Management LP is the investment manager of Scoggin Capital Management II LLC and Scoggin International Fund, Ltd. Scoggin GP LLC is the general partner of Scoggin Management LP. Craig Effron is a managing member of Scoggin GP LLC. Craig Effron is a Co-Chief Investment Officer for Event Driven Strategies for Old Bellows Partners LP. Old Bellows Partners LP is the investment manager of Scoggin Worldwide Fund, Ltd. and of SB Special Situation Master Fund SPC – Portfolio F.

¹² Curtis Schenker is a Co-Chief Investment Officer for Event Driven Strategies for Scoggin Management LP. Scoggin Management LP is the investment manager of Scoggin Capital Management II LLC and Scoggin International Fund, Ltd. Scoggin GP LLC is the general partner of Scoggin Management LP. Curtis Schenker is a managing member of Scoggin GP LLC. Curtis Schenker is a Co-Chief Investment Officer for Event Driven Strategies for Old Bellows Partners LP. Old Bellows Partners LP is the investment manager of Scoggin Worldwide Fund, Ltd. and of SB Special Situation Master Fund SPC – Portfolio F.

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

(i) Sole power to vote or to direct the vote: 80,300¹³

(ii) Shared power to vote or to direct the vote: 8,577,261

(iii) Sole power to dispose or to direct the disposition of: 80,300

(iv) Shared power to dispose or to direct the disposition of: 8,577,261

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

A person other than the Reporting Persons has the right to receive dividends from, or the proceeds from the sale of, such securities with respect to the 55,300 shares held in certain accounts as to which Curtis Schenker has discretionary authority.

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

Not applicable

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

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below the undersigned certifies that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

¹³Includes 55,300 shares held in accounts as to which Curtis Schenker has discretionary authority.

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement with respect to the Reporting Person on whose behalf the undersigned is executing this statement is true, complete and correct.

Dated as of February 13, 2017 Scoggin Capital Management II LLC

By: Scoggin Management LP as Investment Manager
By: Scoggin GP LLC, its General Partner

By: /s/ Craig Effron
Name: Craig Effron
Title: Managing Member

Dated as of February 13, 2017 Scoggin International Fund, Ltd.

By: Scoggin Management LP, as Investment Manager
By: Scoggin GP LLC, its General Partner

By: /s/ Craig Effron
Name: Craig Effron
Title: Managing Member

Dated as of February 13, 2017 Scoggin Worldwide Fund, Ltd.

By: Old Bellows Partners LP, as Investment Manager
By: Old Bell Associates LLC, its General Partner

By: /s/ A. Dev Chodry
Name: A. Dev Chodry
Title: Managing Member

Dated as of February 13, 2017 SB Special Situation Master Fund SPC – Portfolio F

By: Old Bellows Partners LP, as Investment Manager
By: Old Bell Associates LLC, its General Partner

By: /s/ A. Dev Chodry
Name: A. Dev Chodry
Title: Managing Member

Dated as of February 13, 2017 Scoggin Management LP

By: Scoggin GP LLC, its General Partner

By: /s/ Craig Effron
Name: Craig Effron
Title: Managing Member

Dated as of February 13, 2017 Scoggin GP LLC

By: /s/ Craig Effron
Name: Craig Effron
Title: Managing Member

Dated as of February 13, 2017 Old Bellows Partners LP

By: Old Bell Associates LLC, its General Partner

By: /s/ A. Dev Chodry
Name: A. Dev Chodry
Title: Managing Member

Dated as of February 13, 2017 Old Bell Associates LLC

By: /s/ A. Dev Chodry
Name: A. Dev Chodry
Title: Managing Member

Dated as of February 13, 2017 /s/ A. Dev Chodry
A. Dev Chodry

Dated as of February 13, 2017 /s/ Craig Effron
Craig Effron

Dated as of February 13, 2017 /s/ Curtis Schenker
Curtis Schenker

Exhibit A

Agreement of Joint Filing

Pursuant to 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to join in the filing on behalf of each of them of a Statement on Schedule 13G and any and all amendments thereto, and that this Agreement be included as an Exhibit to such filing.

This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Dated as of February 13, 2017 Scoggin Capital Management II LLC

By: Scoggin Management LP, as Investment Manager
By: Scoggin GP LLC, its General Partner

By: /s/ Craig Effron
Name: Craig Effron
Title: Managing Member

Dated as of February 13, 2017 Scoggin International Fund, Ltd.

By: Scoggin Management LP, as Investment Manager
By: Scoggin GP LLC, its General Partner

By: /s/ Craig Effron
Name: Craig Effron
Title: Managing Member

Dated as of February 13, 2017 Scoggin Worldwide Fund, Ltd.

By: Old Bellows Partners LP, as Investment Manager
By: Old Bell Associates LLC, its General Partner

By: /s/ A. Dev Chodry
Name: A. Dev Chodry
Title: Managing Member

Dated as of February 13, 2017 SB Special Situation Master Fund SPC – Portfolio F

By: Old Bellows Partners LP, as Investment Manager
By: Old Bell Associates LLC, its General Partner

By: /s/ A. Dev Chodry
Name: A. Dev Chodry
Title: Managing Member

Dated as of February 13, 2017 Scoggin Management LP

By: Scoggin GP LLC, its General Partner

By: /s/ Craig Effron
Name: Craig Effron
Title: Managing Member

Dated as of February 13, 2017 Scoggin GP LLC

By: /s/ Craig Effron
Name: Craig Effron
Title: Managing Member

Dated as of February 13, 2017 Old Bellows Partners LP

By: Old Bell Associates LLC, its General Partner

By: /s/ A. Dev Chodry
Name: A. Dev Chodry
Title: Managing Member

Dated as of February 13, 2017 Old Bell Associates LLC

By: /s/ A. Dev Chodry
Name: A. Dev Chodry
Title: Managing Member

Dated as of February 13, 2017 /s/ A. Dev Chodry
A. Dev Chodry

Dated as of February 13, 2017 /s/ Craig Effron
Craig Effron

Dated as of February 13, 2017 /s/ Curtis Schenker
Curtis Schenker
