

ATLAS AIR WORLDWIDE HOLDINGS INC
Form SC 13G/A
December 21, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Atlas Air Worldwide Holdings, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

049164205

(CUSIP Number)

December 12, 2005

(Date of Event Which Requires Filing of this Statement)

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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)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 049164205

13G

1) NAMES OF REPORTING PERSONS

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

JGD Management Corp.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5) SOLE VOTING POWER

NUMBER OF 2,103,500

SHARES 6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH 7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,103,500

WITH 8) SHARED DISPOSITIVE POWER

-0-

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,103,500

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 10.7%

12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 049164205

13G

1) NAMES OF REPORTING PERSONS

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

York Capital Management, L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5) SOLE VOTING POWER

NUMBER OF 188,911

SHARES 6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH 7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 188,911

WITH 8) SHARED DISPOSITIVE POWER

-0-

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

188,911

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 1.0%

12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1) NAMES OF REPORTING PERSONS

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

York Investment Limited

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of the Bahamas

5) SOLE VOTING POWER

NUMBER OF 847,130

SHARES 6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH 7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 847,130

WITH 8) SHARED DISPOSITIVE POWER

-0-

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

847,130

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 4.3%

12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 049164205

13G

1) NAMES OF REPORTING PERSONS

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

York Credit Opportunities Fund, L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5) SOLE VOTING POWER

NUMBER OF 255,451

SHARES 6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH 7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 255,451

WITH 8) SHARED DISPOSITIVE POWER

-0-

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

255,451

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 1.3%

12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 049164205

13G

1) NAMES OF REPORTING PERSONS

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

York Global Value Partners, L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5) SOLE VOTING POWER

NUMBER OF 516,628

SHARES 6) SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-

EACH 7) SOLE DISPOSITIVE POWER

REPORTING

PERSON 516,628

WITH 8) SHARED DISPOSITIVE POWER

-0-

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

516,628

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 2.6%

12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 049164205

13G

1) NAMES OF REPORTING PERSONS

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

York Select, L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5) SOLE VOTING POWER

NUMBER OF	69,438
<hr/>	
SHARES	6) <input type="checkbox"/> SHARED VOTING POWER

BENEFICIALLY

OWNED BY	-0-
<hr/>	
EACH	7) <input type="checkbox"/> SOLE DISPOSITIVE POWER

REPORTING

PERSON	69,438
<hr/>	
WITH	8) <input type="checkbox"/> SHARED DISPOSITIVE POWER

-0-

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,438

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 0.4%

12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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13G

1) NAMES OF REPORTING PERSONS

IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

York Select Unit Trust

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5) SOLE VOTING POWER

NUMBER OF	65,178
<hr/>	
SHARES	6) <input type="checkbox"/> SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	-0-
<hr/>	
EACH	7) <input type="checkbox"/> SOLE DISPOSITIVE POWER
REPORTING	
PERSON	65,178
<hr/>	
WITH	8) <input type="checkbox"/> SHARED DISPOSITIVE POWER

-0-

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,178

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 0.3%

12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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Item 1 (a). Name of Issuer:

Atlas Air Worldwide Holdings, Inc.

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

2000 Westchester Avenue

Purchase, New York 10577

Item 2 (a). Name of Person Filing:

This Schedule is being filed jointly by the following reporting persons (hereinafter sometimes collectively referred to as the Reporting Persons) pursuant to an Amended and Restated Agreement of Joint Filing attached hereto as Exhibit A, which amended and restated the Agreement of Joint Filing dated as of July 21, 2005 and attached as Exhibit A to the Schedule 13G filed with the Securities and Exchange Commission on July 21, 2005:

(i) JGD Management Corp. (JGD), a Delaware corporation, an affiliate of Dinan Management, L.L.C. (Dinan Management), a New York limited liability company, York Offshore Holdings, Limited (York Offshore Limited), a corporation of the Commonwealth of the Bahamas, York Credit Opportunities Domestic Holdings, LLC (York Credit Opportunities Domestic Holdings), a New York limited liability company, York Global Value Holdings, LLC (York Global Value Holdings), a New York limited liability company, York Select Domestic Holdings, LLC (York Select Domestic Holdings), a New York limited liability company, and York Select Offshore Holdings, LLC (York Select Offshore Holdings), a New York limited liability company.

(ii) York Capital Management, L.P. (York Capital), a Delaware limited partnership.

(iii) York Investment Limited (York Investment), a corporation of the Commonwealth of The Bahamas.

(iv) York Credit Opportunities Fund, L.P. (York Credit Opportunities), a Delaware limited partnership.

(v) York Global Value Partners, L.P. (York Global Value), a Delaware limited partnership.

(vi) York Select, L.P. (York Select), a Delaware limited partnership.

(vii) York Select Unit Trust (York Select Trust), a trust organized under the laws of the Cayman Islands.

Dinan Management is the General Partner of York Capital.

York Offshore Limited is the investment manager of York Investment.

York Credit Opportunities Domestic Holdings is the General Partner of York Credit Opportunities.

York Global Value Holdings is the General Partner of York Global Value.

York Select Domestic Holdings is the General Partner of York Select.

York Select Offshore Holdings is the investment manager of York Select Trust.

JGD is also filing this Schedule on behalf of certain other accounts (Managed Accounts) which it manages.

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

The principal business office address of each of JGD, York Capital, York Investment, York Credit Opportunities, York Global Value, York Select and York Select Trust is:

c/o York Capital Management

767 Fifth Avenue

17th Floor

New York, New York 10153

Item 2 (c). Citizenship:

The place of organization of each of the Reporting Persons is as follows:

<u>Name of Reporting Person</u>	<u>Place of Organization</u>
JGD	Delaware
York Capital	Delaware
York Investment	The Commonwealth of the Bahamas
York Credit Opportunities	Delaware
York Global Value	Delaware
York Select	Delaware
York Select Trust	Cayman Islands

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

Common Stock, par value \$.01 per share

Item 2 (e). CUSIP Number:

049164205

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(i) IGD

(a) Amount beneficially owned:

2,103,500

(b)