

Edgar Filing: Gottesman Noam - Form SC 13D/A

Gottesman Noam  
Form SC 13D/A  
May 22, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

GLG Partners, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

37929X 107

-----  
(CUSIP Number)

Noam Gottesman  
c/o GLG Partners, Inc.  
399 Park Avenue, 38th Floor  
New York, NY 10022  
Attention: Alejandro San Miguel, Esq.  
General Counsel and Corporate Secretary  
(212) 224-7200

with a copy to:

Chadbourne & Parke LLP  
30 Rockefeller Plaza  
New York, NY 10112  
Attention: Sey-Hyo Lee, Esq.  
(212) 408-5100

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

May 15, 2009

-----  
(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Edgar Filing: Gottesman Noam - Form SC 13D/A

SCHEDULE 13D

CUSIP No. 37929X 107

Page 2 of 12 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Noam Gottesman		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [ ] (b) [X]	
3	SEC USE ONLY		
4	SOURCE OF FUNDS 00		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
	NUMBER OF SHARES	7	SOLE VOTING POWER -0-
	BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER 167,721,346 shares(1) (2) (See Item 5)
	WITH	9	SOLE DISPOSITIVE POWER 1,314,287 shares (See Item 5)
		10	SHARED DISPOSITIVE POWER 780,400 shares (See Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,314,287 shares (See Item 5)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5% of outstanding shares of Common Stock(3) (See Item 5)		
14	TYPE OF REPORTING PERSON IN		

(1) Includes 390,200 shares and 390,200 warrants held by certain investment funds managed by GLG Partners LP, of which GLG Partners Limited is the general partner. Mr. Gottesman is a managing director of GLG Partners Limited and may be deemed to have beneficial ownership of these shares. Mr. Gottesman disclaims beneficial ownership of these shares.

(2) Includes an aggregate of 166,940,946 shares held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Mr. Gottesman may be deemed to have beneficial ownership of these shares. Mr.

**Edgar Filing: Gottesman Noam - Form SC 13D/A**

Gottesman disclaims beneficial ownership of these shares, except for the 1,314,287 shares reported in row 11 and otherwise to the extent of his pecuniary interest therein.

- (3) Excludes as outstanding shares 58,900,370 shares of Common Stock into which the Exchangeable Securities held by the Gottesman GLG Trust are exchangeable and shares of Common Stock issuable upon conversion of the Company's 5.00% convertible subordinated notes due 2014 (the "Notes"). Including as outstanding shares 58,904,993 shares of Common Stock into which all Exchangeable Securities are exchangeable, the percentage would be 0.4%.

SCHEDULE 13D

-----		-----
CUSIP No. 37929X 107		Page 3 of 12 Pages
-----	-----	-----
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Gottesman GLG Trust	
-----	-----	-----
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [ ] (b) [X]
-----	-----	-----
3	SEC USE ONLY	
-----	-----	-----
4	SOURCE OF FUNDS 00	
-----	-----	-----
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
-----	-----	-----
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
-----	-----	-----
NUMBER OF  SHARES	7  SOLE VOTING POWER -0-	
-----	-----	-----
BENEFICIALLY  OWNED BY	8  SHARED VOTING POWER 166,940,946 shares(1) (See Item 5)	
-----	-----	-----
EACH  REPORTING	9  SOLE DISPOSITIVE POWER 61,588,542 shares (See Item 5)	
-----	-----	-----
PERSON  WITH	10  SHARED DISPOSITIVE POWER -0-	
-----	-----	-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 61,588,542 shares (See Item 5)	
-----	-----	-----
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[X]
-----	-----	-----
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 20.0% of outstanding shares of Common Stock(2) (See Item 5)	

Edgar Filing: Gottesman Noam - Form SC 13D/A

14 TYPE OF REPORTING PERSON  
00

- (1) Represents an aggregate of 166,940,946 shares held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. The Gottesman GLG Trust may be deemed to have beneficial ownership of these shares. The Gottesman GLG Trust disclaims beneficial ownership of these shares, except for the 61,588,542 shares reported in row 11.
- (2) Includes as outstanding shares 58,904,993 shares of Common Stock into which all Exchangeable Securities are exchangeable and 2,688,172 shares of Common Stock issuable upon conversion of \$10 million aggregate principal amount of the Notes held by TOMS International Ltd.

SCHEDULE 13D

CUSIP No. 37929X 107

Page 4 of 12 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
Leslie J. Schreyer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF 7 SOLE VOTING POWER  
SHARES 590,541 shares(1) (See Item 5)

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY 166,940,946 shares(2) (See Item 5)

EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 62,179,083 shares (See Item 5)

PERSON 10 SHARED DISPOSITIVE POWER  
WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
62,179,083 shares (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Edgar Filing: Gottesman Noam - Form SC 13D/A

[X]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.2% of outstanding shares of Common Stock(3) (See Item 5)  
-----

14 TYPE OF REPORTING PERSON  
IN  
-----

- (1) Represents 101,412 shares of Common Stock and 489,129 shares of restricted stock held by Mr. Schreyer in his individual capacity.
- (2) Represents an aggregate of 166,940,946 shares held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Mr. Schreyer, in his capacity as trustee of the Gottesman GLG Trust, may be deemed to have beneficial ownership of these shares. Mr. Schreyer, in his capacity as trustee of the Gottesman GLG Trust and in his individual capacity, disclaims beneficial ownership of these shares, except for the 62,179,083 shares reported in row 11.
- (3) Includes as outstanding shares 58,904,993 shares of Common Stock into which all Exchangeable Securities are exchangeable and 2,688,172 shares of Common Stock issuable upon conversion of \$10 million aggregate principal amount of the Notes held by TOMS International Ltd.

CUSIP NO. 37929X 107

SCHEDULE 13D

Page 5 of 12 Pages

Item 1. Security and Issuer.

This Amendment No. 2 ("Amendment No. 2") to the Schedule 13D dated November 13, 2007, as amended to date (the "Schedule 13D"), jointly filed by Noam Gottesman, the Gottesman GLG Trust and Leslie J. Schreyer, in his capacity as trustee of the Gottesman GLG Trust (the "Gottesman Trustee") (each a "Reporting Person"), relates to shares of common stock, par value \$0.0001 per share (the "Common Stock"), of GLG Partners, Inc., (the "Company"), and shares of Series A voting preferred stock, par value \$0.0001 per share, of the Company ("Series A Preferred Stock"), and Exchangeable Class B ordinary shares of FA Sub 2 Limited, a British Virgin Islands company and a subsidiary of the Company ("Exchangeable Shares"), and the Company's 5.00% dollar-denominated convertible subordinated notes due May 15, 2014 (the "Notes"), which are exchangeable for or convertible into shares of Common Stock. The Series A Preferred Stock and the Exchangeable Shares are referred to collectively as the "Exchangeable Securities". This Amendment No. 2 is being filed to report the collective acquisition of \$30 million aggregate principal amount of the Notes by the Trustees through certain of their affiliates, including the acquisition of \$10 million aggregate principal amount of the Notes by TOMS International Ltd. ("TOMS International"), a wholly owned subsidiary of the Gottesman GLG Trust, completed on May 15, 2009 as more fully described in Item 6 and to reflect other changes in stock ownership since Amendment No. 1 to the Schedule 13D. Unless otherwise defined in this Amendment No. 2, capitalized terms have the meanings set forth in the Schedule 13D.

The Company's principal executive office is located at 399 Park Avenue, 38th Floor, New York, New York 10022.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended to include the following information:

## Edgar Filing: Gottesman Noam - Form SC 13D/A

The Common Stock acquired in February and March 2009 was purchased by Mr. Gottesman using Mr. Gottesman's personal funds. The \$10 million aggregate principal amount of the Notes was purchased by TOMS International using \$6,995,000 of available funds of the Gottesman GLG Trust which were loaned to TOMS International and \$3,005,000 of Mr. Gottesman's personal funds which were loaned to TOMS International.

### Item 5. Interest in Securities of the Issuer.

Item 5 is amended to include the following information:

(a) As a result of the execution and delivery of the Voting Agreement, each of the Reporting Persons may be deemed to have acquired beneficial ownership of an aggregate of 166,940,946 shares (including Exchangeable Securities exchangeable into 58,904,993 shares of Common Stock and 8,064,516 shares of Common Stock issuable upon conversion of \$30 million aggregate principal amount of the Notes), which are owned directly by the parties to the Voting Agreement or over which the parties to the Voting Agreement have the power to vote (the "Subject Shares"). These Subject Shares represent approximately 53.2% of the outstanding

CUSIP NO. 37929X 107

SCHEDULE 13D

Page 6 of 12 Pages

shares of Common Stock (assuming the exchange of all Exchangeable Securities into Common Stock and the conversion of all \$30 million aggregate principal amount of the Notes into Common Stock). The Reporting Persons expressly disclaim beneficial ownership of securities held by any other person or entity party to the Voting Agreement.

As of the date hereof, the Reporting Persons have the following interests in Common Stock, Exchangeable Securities and Notes:

Noam Gottesman

- (i) Amount beneficially owned: 1,314,287 shares (consisting of (1) 1,309,664 shares of Common Stock and (2) Exchangeable Securities which are exchangeable for 4,623 shares of Common Stock)
- (ii) Percent of class: 0.5% of outstanding shares of Common Stock(1)
- (iii) Number of shares as to which such person has:
  - (a) Sole power to vote or direct the vote: -0-
  - (b) Shared power to vote or direct the vote: 167,721,346 shares (consisting of (1) 166,940,946 shares of voting stock (including Exchangeable Securities which are exchangeable for 58,904,993 shares of Common Stock and \$30 million aggregate principal amount of the Notes which are convertible into 8,064,516 shares of Common Stock) held by the parties to the Voting Agreement and (2) 390,200 shares and 390,200 warrants held by certain investment funds managed by GLG Partners LP) (2) (3)

Edgar Filing: Gottesman Noam - Form SC 13D/A

- (c) Sole power to dispose or direct the disposition: 1,314,287 shares (consisting of (1) 1,309,664 shares of Common Stock and (2) Exchangeable Securities which are exchangeable for 4,623 shares of Common Stock)
- (d) Shared power to dispose or direct the disposition: 780,400 shares (consisting of 390,200 shares and 390,200 warrants) (3)

-----

- (1) Excludes as outstanding shares 58,900,370 shares of Common Stock into which the Exchangeable Securities held by the Gottesman GLG Trust are exchangeable and shares of Common Stock issuable upon conversion of the Notes. Including as outstanding shares 58,904,993 shares of Common Stock into which all Exchangeable Securities are exchangeable, the percentage would be 0.4%.
- (2) The 166,940,946 shares are held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Mr. Gottesman may be deemed to have beneficial ownership of these shares. Mr. Gottesman disclaims beneficial ownership of these shares, except for the 1,314,287 shares reported in (i) above and otherwise to the extent of his pecuniary interest therein.
- (3) The 390,200 shares and 390,200 warrants are held by certain investment funds managed by GLG Partners LP, of which GLG Partners Limited is the general partner. Mr. Gottesman is a managing director of GLG Partners Limited and may be deemed to have beneficial ownership of these shares. Mr. Gottesman disclaims beneficial ownership of these shares.

CUSIP NO. 37929X 107

SCHEDULE 13D

Page 7 of 12 Pages

Gottesman GLG Trust

- (i) Amount beneficially owned: 61,588,542 shares (consisting of (1) Exchangeable Securities which are exchangeable for 58,900,370 shares of Common Stock and (2) \$10 million aggregate principal amount of the Notes, which are convertible into 2,688,172 shares of Common Stock, held by TOMS International)
- (ii) Percent of class: 20.0% of outstanding shares of Common Stock (4)
- (iii) Number of shares as to which such person has:
  - (a) Sole power to vote or direct the vote: -0-
  - (b) Shared power to vote or direct the vote: 166,940,946 shares (consisting of 166,940,946 shares of voting stock (including (1) Exchangeable Securities which are exchangeable for 58,904,993 shares of Common Stock and (2) \$30 million aggregate principal amount of the Notes, which are convertible into 8,064,516 shares of Common Stock, held by TOMS

Edgar Filing: Gottesman Noam - Form SC 13D/A

International) held by the parties to the Voting Agreement) (5)

- (c) Sole power to dispose or direct the disposition: 61,588,542 shares (consisting of (1) Exchangeable Securities which are exchangeable for 58,900,370 shares of Common Stock and (2) \$10 million aggregate principal amount of the Notes, which are convertible into 2,688,172 shares of Common Stock, held by TOMS International)
- (d) Shared power to dispose or direct the disposition: -0-

Leslie J. Schreyer

- (i) Amount beneficially owned: 62,179,083 shares (consisting of (1) Exchangeable Securities which are exchangeable for 58,900,370 shares of Common Stock held by Mr. Schreyer in his capacity as trustee of the Gottesman GLG Trust, (2) \$10 million aggregate principal amount of the Notes, which are convertible into 2,688,172 shares of Common Stock, held by TOMS International and (3) 101,412 shares of Common Stock and 489,129 shares of restricted stock held by Mr. Schreyer in his individual capacity)

-----

- (4) Includes as outstanding shares 58,904,993 shares of Common Stock into which all Exchangeable Securities are exchangeable and 2,688,172 shares of Common Stock issuable upon conversion of \$10 million aggregate principal amount of the Notes held by TOMS International.
- (5) The 166,940,946 shares are held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. The Gottesman GLG Trust may be deemed to have beneficial ownership of these shares. The Gottesman GLG Trust disclaims beneficial ownership of these shares, except for the 61,588,542 shares reported in (i) above.

CUSIP NO. 37929X 107

SCHEDULE 13D

Page 8 of 12 Pages

- (ii) Percent of class: 20.2% of outstanding shares of Common Stock(4)
- (iii) Number of shares as to which such person has:
  - (a) Sole power to vote or direct the vote: 590,541 shares (consisting of 101,412 shares of Common Stock and 489,129 shares of restricted stock held by Mr. Schreyer in his individual capacity)
  - (b) Shared power to vote or direct the vote: 166,940,946 shares (consisting of 166,940,946 shares of voting stock (including (1) Exchangeable Securities which are exchangeable for 58,904,993 shares of Common Stock and (2) \$30 million aggregate principal amount of the Notes, which are convertible into 8,064,516



Edgar Filing: Gottesman Noam - Form SC 13D/A

shares of Common Stock) held by the parties to the Voting Agreement) (6)

- (c) Sole power to dispose or direct the disposition: 62,179,083 shares (consisting of (1) Exchangeable Securities which are exchangeable for 58,900,370 shares of Common Stock held by Mr. Schreyer in his capacity as trustee of the Gottesman GLG Trust, (2) \$10 million aggregate principal amount of the Notes, which are convertible into 2,688,172 shares of Common Stock, held by TOMS International and (3) 101,412 shares of Common Stock and 489,129 shares of restricted stock held by Mr. Schreyer in his individual capacity)
- (d) Shared power to dispose or direct the disposition: -0-

Section (b) of Item 5 is supplemented as follows:

- o On February 19, 2009, Mr. Gottesman purchased the following shares of Common Stock on the open market:
  - o 100 shares at a purchase price of \$2.005 per share.
  - o 4,842 shares at a purchase price of \$2.01 per share.
  - o 12,052 shares at a purchase price of \$2.02 per share.
  - o 2,500 shares at a purchase price of \$2.03 per share.
  - o 5,424 shares at a purchase price of \$2.04 per share.
  - o 600 shares at a purchase price of \$2.045 per share.
  - o 7,100 shares at a purchase price of \$2.05 per share.
  - o 14,044 shares at a purchase price of \$2.06 per share.
  - o 3,600 shares at a purchase price of \$2.07 per share.

-----

- (6) The 166,940,946 shares are held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Mr. Schreyer, in his capacity as trustee of the Gottesman GLG Trust, may be deemed to have beneficial ownership of these shares. Mr. Schreyer, in his capacity as trustee of the Gottesman GLG Trust and in his individual capacity, disclaims beneficial ownership of these shares, except for the 62,179,083 shares reported in (i) above.

CUSIP NO. 37929X 107

SCHEDULE 13D

Page 9 of 12 Pages

- o 3,756 shares at a purchase price of \$2.08 per share.
- o 5,500 shares at a purchase price of \$2.09 per share.
- o 482 shares at a purchase price of \$2.10 per share.
- o On February 20, 2009, Mr. Gottesman purchased the following shares of Common Stock on the open market:
  - o 100 shares at a purchase price of \$2.10 per share.
  - o 100 shares at a purchase price of \$2.15 per share.
  - o 1,091 shares at a purchase price of \$2.17 per share.
  - o 800 shares at a purchase price of \$2.18 per share.
  - o 600 shares at a purchase price of \$2.19 per share.
  - o 10,900 shares at a purchase price of \$2.20 per share.

## Edgar Filing: Gottesman Noam - Form SC 13D/A

- o 2,200 shares at a purchase price of \$2.21 per share.
- o 33,156 shares at a purchase price of \$2.22 per share.
- o 15,470 shares at a purchase price of \$2.23 per share.
  
- o On February 23, 2009, Mr. Gottesman purchased the following shares of Common Stock on the open market:
  - o 1,300 shares at a purchase price of \$2.09 per share.
  - o 2,800 shares at a purchase price of \$2.10 per share.
  - o 1,900 shares at a purchase price of \$2.11 per share.
  - o 1,600 shares at a purchase price of \$2.14 per share.
  - o 1,000 shares at a purchase price of \$2.15 per share.
  - o 600 shares at a purchase price of \$2.16 per share.
  - o 4,400 shares at a purchase price of \$2.17 per share.
  - o 4,000 shares at a purchase price of \$2.18 per share.
  - o 200 shares at a purchase price of \$2.19 per share.
  - o 119,600 shares at a purchase price of \$2.20 per share.
  
- o On February 25, 2009, Mr. Gottesman purchased 104 shares of Common Stock on the open market at a purchase price of \$2.25 per share.
  
- o On February 26, 2009, Mr. Gottesman purchased the following shares of Common Stock on the open market:
  - o 1,000 shares at a purchase price of \$2.22 per share.
  - o 500 shares at a purchase price of \$2.24 per share.
  - o 2,800 shares at a purchase price of \$2.25 per share.
  
- o On February 26, 2009, the securities held by the GLG Pleiade SICAV managed account, an account owned by a third-party client and in which none of GLG Partners LP (as investment manager for the managed account), GLG Partners Limited (as the general partner of GLG Partners LP) or the Principals (as Managing Directors of

CUSIP NO. 37929X 107

SCHEDULE 13D

Page 10 of 12 Pages

GLG Partners Limited) have any ownership or pecuniary interest, were sold pursuant to an instruction from the client to liquidate the managed account's holdings. Mr. Gottesman disclaims beneficial ownership of these securities and has no pecuniary interest therein, and this report shall not be deemed an admission that Mr. Gottesman is the beneficial owner of the securities for purposes of Section 13 or for any other purpose. The following units were sold, each unit consisting of one share of Common Stock and one warrant:

- o 560 units for \$2.27 per unit.
- o 40 units for \$2.29 per unit.
- o 2,500 units for \$2.30 per unit.
- o 1,500 units for \$2.34 per unit.
- o 2,000 units for \$2.35 per unit.
- o 1,500 units for \$2.40 per unit.
  
- o On February 27, 2009, Mr. Gottesman purchased 10,873 shares of Common Stock on the open market at a purchase price of \$2.25 per share.
  
- o On March 2, 2009, Mr. Gottesman purchased 31,670 shares of Common Stock on the open market at a purchase price of \$2.20 per share.
  
- o On March 3, 2009, Mr. Gottesman purchased 900 shares of Common Stock on the open market at a purchase price of \$2.20 per share.

## Edgar Filing: Gottesman Noam - Form SC 13D/A

- o On May 15, 2009, TOMS International acquired \$10 million aggregate principal amount of the Notes as more fully described in Item 6.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Item 6 is amended to include the following information:

On May 15, 2009, the Company completed the sale of \$214 million aggregate principal amount of Notes pursuant to a Purchase Agreement with the initial purchasers of the Notes named therein (the "Initial Purchasers"). The Notes were issued pursuant to an Indenture, dated as of May 15, 2009, between the Company and The Bank of New York Mellon, as trustee (the "Indenture").

On May 15, 2009, the Trustees acquired collectively \$30 million aggregate principal amount of Notes from the Initial Purchasers as part of the offering, through certain of their affiliates, including \$10 million aggregate principal amount acquired by TOMS International.

The Company will pay 5.00% cash interest on the Notes semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2009. The Notes will mature on May 15, 2014.

The Notes are convertible into shares of Common Stock, based on an initial conversion rate, subject to adjustment, of 268.8172 shares per \$1,000 principal amount of Notes (which represents an initial conversion price of approximately \$3.72 per share). Subject to the restrictions on ownership of the Common Stock, holders may convert their Notes at any time on

CUSIP NO. 37929X 107

SCHEDULE 13D

Page 11 of 12 Pages

or prior to the close of business on the business day immediately preceding the maturity date. Upon conversion, subject to certain exceptions, holders will not receive any cash payment representing accrued and unpaid interest, including any additional interest.

Notwithstanding the foregoing conversion rights, if at any time after May 15, 2012, the third anniversary of the original issuance date of the Notes, the volume-weighted average price of the Common Stock exceeds 150% of the conversion price on at least 20 of 30 consecutive trading days, the Company may withdraw the conversion rights with prior notice.

If certain designated events occur, holders of the Notes may require the Company to repurchase all or a portion of their Notes for cash at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the repurchase date.

The Notes are unsecured subordinated obligations and will be subordinated in right of payment to all of the Company's existing and future senior indebtedness, structurally subordinated to existing and future indebtedness and other liabilities of the Company's subsidiaries and effectively subordinated to the Company's secured debt to the extent of the value of the security. The Notes are subordinated to the outstanding obligations under the Company's senior secured credit facility.

A copy of the Indenture (including the form of the Note) is filed

Edgar Filing: Gottesman Noam - Form SC 13D/A

herewith as Exhibit 5 and incorporated herein by reference.

The holders of at least 10% of the outstanding principal amount of the Notes, under certain circumstances, have the right to request that the Company prepare, file and cause to become effective a shelf registration for the resale of the Notes and the shares of Common Stock issuable upon conversion of the Notes.

Item 7. Material to be Filed as Exhibits.

The following document is filed as an exhibit:

Exhibit 5 Indenture for the Company's 5.00% Dollar-Denominated Convertible Subordinated Notes due May 15, 2014 dated as of May 15, 2009 between the Company and The Bank of New York Mellon, as trustee, (including the Form of Note), filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 18, 2009, is incorporated herein by reference.

CUSIP NO. 37929X 107

SCHEDULE 13D

Page 12 of 12 Pages

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

Dated: May 22, 2009

/s/ Alejandro San Miguel

-----  
Alejandro San Miguel  
Attorney-in-fact for Noam Gottesman

/s/ Alejandro San Miguel

-----  
Alejandro San Miguel  
Attorney-in-fact for Leslie J. Schreyer,  
in his capacity as trustee of the  
Gottesman GLG Trust

/s/ Alejandro San Miguel

-----  
Alejandro San Miguel  
Attorney-in-fact for Leslie J. Schreyer