

ULTRA PETROLEUM CORP  
Form SC 13G/A  
February 14, 2018

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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)

903914208  
(CUSIP Number)

December 31, 2017  
(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)

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13G

CUSIP No. 903914208 Page 2 of 21 Pages

NAME OF REPORTING PERSON

1

Scoggin International Fund, Ltd.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

3,125,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

3,125,000

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

3,125,000

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

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

1.6%

TYPE OF REPORTING PERSON

12

CO

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13G

CUSIP No. 903914208 Page 3 of 21 Pages

NAME OF REPORTING PERSON

1

Scoggin Worldwide Fund, Ltd.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

21,518

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

21,518

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

21,518

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

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

0.0%

TYPE OF REPORTING PERSON

12

CO

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13G

CUSIP No. 903914208 Page 4 of 21 Pages

1 NAME OF REPORTING PERSON  
SB Special Situation Master Fund SPC  
– Portfolio F

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Cayman Islands

5 SOLE VOTING POWER  
9,867,807

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
9,867,807

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
9,867,807

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

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

5.0%

TYPE OF REPORTING PERSON

12

CO

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13G

CUSIP No. 903914208 Page 5 of 21 Pages

1	NAME OF REPORTING PERSON
	Scoggin Management LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
	5 3,125,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
	6 0
	SOLE DISPOSITIVE POWER
	7 3,125,000
	SHARED DISPOSITIVE POWER
	8 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,125,000
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11



PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

1.6%

TYPE OF REPORTING PERSON

12

PN

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13G

CUSIP No. 903914208 Page 6 of 21 Pages

1	NAME OF REPORTING PERSON
	Scoggin GP LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
	5 3,125,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
	6 0
	SOLE DISPOSITIVE POWER
	7 3,125,000
	SHARED DISPOSITIVE POWER
	8 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,125,000
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

1.6%

TYPE OF REPORTING PERSON

12

OO

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13G

CUSIP No. 903914208 Page 7 of 21 Pages

NAME OF REPORTING PERSON

1

Old Bellows Partners LP

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

9,889,325

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

9,889,325

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

9,889,325

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

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

5.0%

TYPE OF REPORTING PERSON

12

PN

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13G

CUSIP No. 903914208 Page 8 of 21 Pages

NAME OF REPORTING PERSON

1

Old Bell Associates LLC

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

New York

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

9,889,325

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

9,889,325

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

9,889,325

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

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

5.0%

TYPE OF REPORTING PERSON

12

OO

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13G

CUSIP No. 903914208 Page 9 of 21 Pages

NAME OF REPORTING PERSON

1

A. Dev Chodry

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

USA

SOLE VOTING POWER

5

38,162

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

13,014,325

SOLE DISPOSITIVE POWER

7

38,162

SHARED DISPOSITIVE POWER

8

13,014,325

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

13,052,487

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

10

11



PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

6.6%

TYPE OF REPORTING PERSON

12

IN

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13G

CUSIP No. 903914208 Page 10 of 21 Pages

1	NAME OF REPORTING PERSON
	Craig Effron
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	USA
	SOLE VOTING POWER
5	150,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	13,014,325
	SOLE DISPOSITIVE POWER
7	150,000
	SHARED DISPOSITIVE POWER
8	13,014,325
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	13,164,325
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

6.6%

TYPE OF REPORTING PERSON

12

IN

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13G

CUSIP No. 903914208 Page 11 of 21 Pages

1	NAME OF REPORTING PERSON
	Curtis Schenker
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	USA
	SOLE VOTING POWER
5	215,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
6	13,014,325
	SOLE DISPOSITIVE POWER
7	215,000
	SHARED DISPOSITIVE POWER
8	13,014,325
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	13,229,325
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

6.7%

TYPE OF REPORTING PERSON

12

IN

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



(vii) Old Bell Associates LLC  
New York

(viii) A. Dev Chodry  
USA

(ix) Craig Effron  
USA

(x) Curtis Schenker  
USA

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

Common Shares

Item 2(e). CUSIP Number:

903914208

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).
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Item 4. Ownership.

(i) Scoggin International Fund, Ltd.<sup>1</sup>

(a) Amount beneficially owned: 3,125,000<sup>2</sup>

(b) Percent of class: 1.6%<sup>3</sup>

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

(i) Sole power to vote or to direct the vote: 3,125,000

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

(iii) Sole power to dispose or to direct the disposition of: 3,125,000

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

(ii) Scoggin Worldwide Fund, Ltd.<sup>4</sup>

(a) Amount beneficially owned: 21,518

(b) Percent of class: 0.0%

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

(i) Sole power to vote or to direct the vote: 21,518

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

(iii) Sole power to dispose or to direct the disposition of: 21,518

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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.

<sup>2</sup> Includes 1,000,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.

<sup>3</sup> Percentages are based on 196,346,736 shares of common stock outstanding as of October 25, 2017 as reported in the issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2017.

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.



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

(iii) SB Special Situation Master Fund SPC – Portfolio F<sup>6</sup>

(a) Amount beneficially owned: 9,867,807<sup>6</sup>

(b) Percent of class: 5.0%

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

(i) Sole power to vote or to direct the vote: 9,867,807

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

(iii) Sole power to dispose or to direct the disposition of: 9,867,807

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

(iv) Scoggin Management LP<sup>7</sup>

(a) Amount beneficially owned: 3,125,000<sup>8</sup>

(b) Percent of class: 1.6%

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

(i) Sole power to vote or to direct the vote: 3,125,000

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

(iii) Sole power to dispose or to direct the disposition of: 3,125,000

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

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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.

<sup>6</sup>Includes 750,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.

Scoggin Management LP is the investment manager of 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 <sup>7</sup>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.

Includes 1,000,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.

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(v) Scoggin GP LLC<sup>9</sup>

(a) Amount beneficially owned: 3,125,000<sup>10</sup>

(b) Percent of class: 1.6%

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

(i) Sole power to vote or to direct the vote: 3,125,000

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

(iii) Sole power to dispose or to direct the disposition of: 3,125,000

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

(vi) Old Bellows Partners LP<sup>11</sup>

(a) Amount beneficially owned: 9,889,325<sup>12</sup>

(b) Percent of class: 5.0%

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

(i) Sole power to vote or to direct the vote: 9,889,325

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

(iii) Sole power to dispose or to direct the disposition of: 9,889,325

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

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Scoggin GP LLC is the general partner of Scoggin Management LP. Scoggin Management LP is the investment manager of 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. Craig Effron and Curtis Schenker are the managing members of Scoggin GP LLC.

<sup>9</sup> Includes 1,000,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.

<sup>10</sup> 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 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.

<sup>11</sup> Includes 750,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.



(vii) Old Bell Associates LLC<sup>13</sup>

(a) Amount beneficially owned: 9,889,325<sup>14</sup>

(b) Percent of class: 5.0%

(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: 9,889,325

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

(iv) Shared power to dispose or to direct the disposition of: 9,889,325

(viii) A. Dev Chodry<sup>15</sup>

(a) Amount beneficially owned: 13,052,487<sup>16</sup>

(b) Percent of class: 6.6%

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

(i) Sole power to vote or to direct the vote: 38,162

(ii) Shared power to vote or to direct the vote: 13,014,325

(iii) Sole power to dispose or to direct the disposition of: 38,162

(iv) Shared power to dispose or to direct the disposition of: 13,014,325

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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.

<sup>13</sup> Includes 750,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.

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 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.

<sup>14</sup> Includes 1,750,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.





(ix) Craig Effron<sup>17</sup>

(a) Amount beneficially owned: 13,164,325<sup>18</sup>

(b) Percent of class: 6.6%

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

(i) Sole power to vote or to direct the vote: 150,000

(ii) Shared power to vote or to direct the vote: 13,014,325

(iii) Sole power to dispose or to direct the disposition of: 150,000

(iv) Shared power to dispose or to direct the disposition of: 13,014,325

(x) Curtis Schenker<sup>19</sup>

(a) Amount beneficially owned: 13,229,325<sup>20</sup>

(b) Percent of class: 6.7%

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

(i) Sole power to vote or to direct the vote: 215,000<sup>21</sup>

(ii) Shared power to vote or to direct the vote: 13,014,325

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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 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.

<sup>18</sup> Includes 1,750,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.

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 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.

<sup>20</sup> Includes 1,750,000 shares of common stock issuable pursuant to options exercisable within 60 days of December 31, 2017.

<sup>21</sup> Includes 140,000 shares held in accounts as to which Curtis Schenker has discretionary authority.



(iii) Sole power to dispose or to direct the disposition of: 103,466

(iv) Shared power to dispose or to direct the disposition of: 13,014,325

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 140,000 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.

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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 14, 2018 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 14, 2018 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 14, 2018 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 14, 2018 Scoggin Management LP

By: Scoggin GP LLC, its  
General Partner

By: /s/ Craig Effron

Name: Craig Effron

Title: Managing Member

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Dated as of February 14, 2018 Scoggin GP LLC

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

Dated as of February 14, 2018 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 14, 2018 Old Bell Associates LLC

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

Dated as of February 14, 2018 /s/ A. Dev Chodry  
A. Dev Chodry

Dated as of February 14, 2018 /s/ Craig Effron  
Craig Effron

Dated as of February 14, 2018 /s/ Curtis Schenker  
Curtis Schenker

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EXHIBITS INDEX

EXHIBIT NO. EXHIBITS

99.1 Agreement of Joint Filing

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