

HUBBELL INC
Form SC 13D/A
January 16, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Hubbell Incorporated
(Name of Issuer)

Class A Common Stock, par value \$.01 per share
(Title of Class of Securities)

443510102
(CUSIP Number)

Mason Capital Management LLC

110 East 59th Street, 30th Floor

New York, New York 10022

212-771-1206
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

January 15, 2014
(Date of Event which Requires Filing of this Statement)

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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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. x

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

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 ("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).

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NAMES OF
REPORTING PERSONS

1 Mason Capital
Management LLC, in its
capacity as investment
manager for certain
investment funds and
managed accounts.

2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY
SOURCE OF FUNDS

4 (See Instructions)

AF

CHECK
BOX IF
DISCLOSURE
OF LEGAL
PROCEEDINGS

5 IS

REQUIRED
PURSUANT
TO ITEMS
2(D) OR
2(E)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES

7

BENEFICIALLY
OWNED BY

8

EACH
REPORTING

9

SOLE
VOTING
POWER
630,489

SHARED
VOTING
POWER
0

SOLE
DISPOSITIVE
POWER

PERSON	630,489
WITH	10 SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 630,489
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) <input type="radio"/>
13	EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.80%
14	TYPE OF REPORTING PERSON (See Instructions) OO

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1 NAMES OF REPORTING
 PERSONS
 Kenneth M. Garschina
 CHECK THE
 APPROPRIATE BOX IF
 2 A MEMBER OF A
 GROUP (See Instructions)
 (a)
 (b)
 3 SEC USE ONLY
 SOURCE OF FUNDS (See
 4 Instructions)
 OO
 CHECK BOX
 IF
 DISCLOSURE
 OF LEGAL
 5 PROCEEDINGS
 IS
 REQUIRED
 PURSUANT
 TO ITEMS
 2(D) OR 2(E)
 CITIZENSHIP OR
 6 PLACE OF
 ORGANIZATION
 United States
 NUMBER OF SOLE
 7 VOTING
 SHARES POWER
 0
 BENEFICIALLY SHARED
 8 VOTING
 OWNED BY POWER
 630,489
 EACH SOLE
 9 DISPOSITIVE
 REPORTING POWER
 0
 PERSON SHARED
 10 DISPOSITIVE
 WITH POWER
 630,489
 11

AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
630,489
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
12 ROW (11)
EXCLUDES
CERTAIN
SHARES (See
Instructions)
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)
8.80%
TYPE OF REPORTING
14 PERSON (See
Instructions)
IN

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1 NAMES OF REPORTING
 PERSONS
 Michael E. Martino
 CHECK THE
 APPROPRIATE BOX IF
 2 A MEMBER OF A
 GROUP (See Instructions)
 (a)
 (b)
 3 SEC USE ONLY
 SOURCE OF FUNDS (See
 4 Instructions)
 OO
 CHECK BOX
 IF
 DISCLOSURE
 OF LEGAL
 5 PROCEEDINGS
 IS
 REQUIRED
 PURSUANT
 TO ITEMS
 2(D) OR 2(E)
 CITIZENSHIP OR
 6 PLACE OF
 ORGANIZATION
 United States
 NUMBER OF SOLE
 7 VOTING
 SHARES POWER
 0
 BENEFICIALLY SHARED
 8 VOTING
 OWNED BY POWER
 630,489
 EACH SOLE
 9 DISPOSITIVE
 REPORTING POWER
 0
 PERSON SHARED
 10 DISPOSITIVE
 WITH POWER
 630,489
 11

	AGGREGATE AMOUNT	
	BENEFICIALLY	
	OWNED BY EACH	
	REPORTING PERSON	
	630,489	
	CHECK BOX IF	
	THE	
	AGGREGATE	
	AMOUNT IN	
12	ROW (11)	<input type="radio"/>
	EXCLUDES	
	CERTAIN	
	SHARES (See	
	Instructions)	
	PERCENT OF CLASS	
13	REPRESENTED BY	
	AMOUNT IN ROW (11)	
	8.80%	
	TYPE OF REPORTING	
14	PERSON (See	
	Instructions)	
	IN	

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This Amendment No. 1 to Schedule 13D (this “Amendment No. 2”) relates to and amends the Statement of Beneficial Ownership on Schedule 13D, as amended by Amendment No. 1 thereto of (i) Mason Capital Management LLC, a Delaware limited liability company (“Mason Capital Management”), (ii) Kenneth M. Garschina and (iii) Michael E. Martino (hereinafter sometimes collectively referred to as the “Reporting Persons”), initially filed jointly by the Reporting Persons with the Securities and Exchange Commission on April 1, 2011 (the “Statement” and, as amended by Amendment No. 1 filed on April 4, 2011, and this Amendment No. 2, this “Schedule 13D”), with respect to the Class A Common Stock, par value \$0.01 per share (the “Class A Shares”), of Hubbell Incorporated, a Connecticut corporation (the “Company”).

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

Item 3 is hereby amended and restated as follows:

All of the funds used in making the purchases of the Shares of Class A Common Stock came from the working capital of Mason Capital LP, Mason Capital Master Fund and the Managed Accounts. The aggregate purchase price of the Shares of Class A Common Stock was approximately \$44,959,490.

Item 4 Purpose of Transaction

The Reporting Persons intend to review their investment in the Company on a regular basis. The Reporting Persons reserve the right to, without limitation, purchase, hold, vote, trade, exchange, sell short, dispose or otherwise deal in the Class A Common Stock, in open market or private transactions, block sales or purchases or otherwise, and at such times as they deem advisable to benefit from, among other things, changes in market prices of such Class A Common Stock, changes in the Company’s operations, business strategy or prospects, or from the sale or merger of the Company.

In order to evaluate their investment, the Reporting Persons may routinely monitor the Company’s share price, business, assets, operations, financial condition, prospects, business development, management, competitive and strategic matters, capital structure and prevailing market conditions, as well as alternative investment opportunities, liquidity requirements of the Reporting Persons and other investment considerations. Consistent with their investment research methods and evaluation criteria, the Reporting Persons may discuss such matters with the management or directors of the Company, other shareholders, industry analysts, existing or potential strategic partners or competitors,

investment and financing professionals, sources of credit, other investors and any applicable governmental agencies. Such factors and discussions may materially affect the Reporting Persons' investment purpose and may result in the Reporting Persons' modifying their ownership of Class A Common Stock, exchanging information with the Company pursuant to appropriate confidentiality or similar agreements, proposing changes in the Company's operations, governance or capitalization, or in proposing one or more of the other actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

Further, the Reporting Persons reserve the right to revise their plans or intentions and/or to formulate other plans and/or make other proposals, and take any and all actions with respect to their investment in the Company as they may deem appropriate, including any or all of the actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D, or acquire additional Class A Common Stock or dispose of some or all of the Class A Common Stock beneficially owned by them, in open market or private transactions, block sales or purchases or otherwise, in each case, to maximize the value of their investment in the Company in light of their general investment policies, market conditions and subsequent developments affecting the Company. The Reporting Persons may at any time reconsider and change their plans or proposals relating to the foregoing.

The Reporting Persons also own 1,497,503 shares of the Company's Class B Common Stock (of which 51,941,438 shares were outstanding on October 14, 2013 pursuant to the 10-Q (as defined below)) and may, purchase, hold, vote, trade, exchange, sell short, dispose or otherwise deal in the Class B Common Stock, in open market or private transactions, block sales or purchases or otherwise, and at such times as they deem advisable to benefit from, among other things, changes in market prices of such Class A Common Stock, changes in the Company's operations, business strategy or prospects, or from the sale or merger of the Company.

The Reporting Person may also enter into derivative transactions with respect to securities of the Company.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

The number of shares beneficially owned and the percentage of outstanding shares represented thereby for each of the Reporting Persons have been computed in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The percentages of ownership are based on 7,167,506 shares of Class A Common Stock outstanding as of October 14, 2013, as reported in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 18, 2013 (the "10-Q"):

(a) Each of the Reporting Persons may be deemed to be the beneficial owner of 630,489 shares of Class A Common Stock as of the date hereof, representing approximately 8.80% of the outstanding shares of Class A Common Stock.

(b) Mason Capital Management has the sole power to vote or to direct the vote and the sole power to dispose or direct the disposition of 630,489 shares of Class A Common Stock. Mr. Garschina and Mr. Martino share the power to vote and dispose of 630,489 shares of Class A Common Stock.

(c) Information with respect to all transactions in shares of Class A Common Stock which were effected during the past sixty days by each of the Reporting Persons is set forth on Exhibit B annexed hereto and incorporated herein by reference.

(d) The right to receive dividends from, or the proceeds from the sale of, all Shares of Class A Common Stock reported in this Schedule 13D as beneficially owned by the Reporting Persons is held by Mason Capital LP, Mason Capital Master Fund or the Managed Accounts, as the case may be, all of which are the advisory clients of Mason Capital Management.

(e) Not applicable.

Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, each of the Reporting Persons disclaims beneficial ownership of all Shares of Class A Common Stock reported in this Schedule 13D, except to the extent of any pecuniary interests therein.

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Item 7. Material to be Filed as Exhibits

Exhibit A Schedule 13D Joint Filing Agreement, dated as of April 1, 2011 (previously filed as Exhibit A to the Schedule 13D filed with the SEC on April 1, 2011).

Exhibit B Information with Respect to Transactions Effected During the Past Sixty Days.

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SIGNATURES

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

Date: Januray 16, 2014

MASON CAPITAL
MANAGEMENT LLC

By: /s/ John Grizzetti

Name: John Grizzetti

Title: Chief Operating Officer

/s/ Michael E. Martino
Michael E. Martino

/s/ Kenneth M. Garschina
Kenneth M. Garschina

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EXHIBIT B

**INFORMATION WITH RESPECT TO TRANSACTIONS
EFFECTED DURING THE PAST SIXTY DAYS**

Date	Shares Purchased	Average Price
1/15/2014	131,517	\$113.96
1/16/2014	3,070	\$107.88

All of the above transactions were effected on the New York Stock Exchange.