

WILLBROS GROUP INC
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

WILLBROS GROUP, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

969203108

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

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

Edgar Filing: WILLBROS GROUP INC - Form SC 13G/A

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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).

CUSIP No. 969203108

Page 2 of 46 Pages

(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Master Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None (See Item 4)
Shared voting power

beneficially

owned by (7) None
each Sole dispositive power

reporting

person (8) None (See Item 4)
Shared dispositive power

with

(9) None
Aggregate amount beneficially owned by each reporting person

(10) None (See Item 4)
Check box if the aggregate amount in Row (9) excludes certain shares*

Edgar Filing: WILLBROS GROUP INC - Form SC 13G/A

.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

CUSIP No. 969203108

Page 3 of 46 Pages

(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global, 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

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

Edgar Filing: WILLBROS GROUP INC - Form SC 13G/A

.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

OO

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Page 4 of 46 Pages

(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global Investments, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

(9) None (See Item 4)
Aggregate amount beneficially owned by each reporting person

(10) None (See Item 4)
Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund, 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

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

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Page 6 of 46 Pages

(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund II, 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

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund II, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

(9) None (See Item 4)
Aggregate amount beneficially owned by each reporting person

(10) None (See Item 4)
Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

0.00%

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global Japan Unit Trust

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Leveraged Master Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Leveraged Fund, L.P.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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0.00%

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Leveraged Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Fundamental Trading Master Fund Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Fundamental Trading Fund, L.P.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Fundamental Trading Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

(9) None (See Item 4)
Aggregate amount beneficially owned by each reporting person

(10) None (See Item 4)
Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

0.00%

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CO

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

AFT Leveraged Master Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

CO

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Fundamental Trading Leveraged Fund, L.P.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

OO

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CUSIP No. 969203108

Page 18 of 46 Pages

(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Balamat Cayman Fund Limited

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

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0.00%

(12) Type of reporting person*

CO

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Balyasny Dedicated Investor Master Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

CO

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CUSIP No. 969203108

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Balyasny Dedicated Investor Onshore Fund, L.P.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

OO

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Balyasny Dedicated Investor Offshore Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

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(11) Percent of class represented by amount in Row (9)

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(12) Type of reporting person*

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Lyxor/Balyasny Atlas Enhanced Fund Limited

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Jersey

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

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(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Balyasny Asset Management L.P.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None (See Item 4)
Shared voting power

beneficially

owned by (7) None
each Sole dispositive power

reporting

person (8) None (See Item 4)
Shared dispositive power

with

(9) None
Aggregate amount beneficially owned by each reporting person

(10) None (See Item 4)
Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

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(12) Type of reporting person*

IA

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Dmitry Balyasny

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) None (See Item 4)
Shared voting power

beneficially

owned by (7) None
each Sole dispositive power

reporting

person (8) None (See Item 4)
Shared dispositive power

with

(9) None
Aggregate amount beneficially owned by each reporting person

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Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

Item 1 (a) Name of Issuer:
Willbros Group, Inc. (the Company)

(b) Address of Issuer's Principal Executive Offices:
4400 Post Oak Parkway

Suite 1000

Houston, TX 77027

United States

Item 2 (a) (c) This statement is filed on behalf of the following:

(1) Atlas Master Fund, Ltd. is a Cayman corporation (AMF), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies.

(2) Atlas Global, LLC is a Delaware limited liability company (AG), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AG owns 11.32% of the equity interests in AMF.

(3) Atlas Global Investments, Ltd. is a Cayman corporation (AGI), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies. AGI owns 43.82 % of the equity interests in AMF.

(4) Atlas Institutional Fund, LLC is a Delaware limited liability company (AIF LLC), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AIF LLC owns 5.02% of the equity interests in AMF.

(5) Atlas Institutional Fund, Ltd. is a Cayman corporation (AIF LTD), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies. AIF, LTD owns 32.08% of the equity interests in AMF.

(6) Atlas Institutional Fund II, LLC is a Delaware limited liability company (AIF2 LLC), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AIF2 LLC owns 3.26% of the equity interests in AMF.

(7) Atlas Institutional Fund II, Ltd. is a Cayman corporation (AIF2 LTD), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies. AIF2, LTD owns .43% of the equity interests in AMF.

(8) Atlas Global Japan Unit Trust is a Cayman exempted unit trust (AGJ), with its principal business office at c/o CIBC Bank and Trust Company (Cayman) Limited, CIBC Financial Centre, 11 Dr. Roy s Drive-3rd Floor, P.O. Box 694, Grand Cayman, Cayman Islands, British West Indies. AGJ owns 3.82% of the equity interests in AMF.

(9) Atlas Leveraged Master Fund, Ltd. is a Cayman corporation (ALF MASTER), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies.

(10) Atlas Leveraged Fund, L.P. is a Delaware limited partnership (ALF LP), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. ALF LP owns 43.98% of the equity interests in ALF MASTER.

(11) Atlas Leveraged Fund, Ltd. is a Cayman corporation (ALF LTD), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies. ALF LTD owns 55.98% of the equity interests in ALF MASTER.

(12) Atlas Fundamental Trading Master Fund Ltd. is a Cayman corporation (AFT MASTER), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies.

(13) Atlas Fundamental Trading Fund, L.P., is a Delaware limited partnership (AFT LP), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AFT LP owns 11.60% of the equity interests in AFT MASTER.

(14) Atlas Fundamental Trading Fund Ltd. is a Cayman corporation (AFT LTD), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies. AFT LTD owns 88.28% of the equity interests in AFT MASTER.

(15) AFT Leveraged Master Fund Ltd. is a Cayman corporation (AFTL MASTER), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies.

(16) Atlas Fundamental Trading Leveraged Fund, L.P. is a Delaware limited partnership (AFTL LP), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AFTL LP owns the equity interests in AFTL MASTER.

(17) Balamat Cayman Fund Limited is a Cayman corporation (BCF), with its principal business office at c/o City Hedge Fund Services (Cayman), Ltd., P.O. Box 10293, 27 Hospital Road, 5th Floor, George Town, Grand Cayman, Cayman , British West Indies.

(18) Balyasny Dedicated Investor Master Fund, Ltd. is a Cayman corporation (BDI MASTER), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies.

(19) Balyasny Dedicated Investor Onshore Fund, L.P. is a Delaware limited partnership (BDI LP), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. BDI LP owns 36.48% of the equity interests in BDI MASTER.

(20) Balyasny Dedicated Investor Offshore Fund, Ltd. is a Cayman corporation (BDI LTD), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman, British West Indies. BDI LTD owns 63.48% of the equity interests in BDI MASTER.

(21) Lyxor/Balyasny Atlas Enhanced Fund Limited is a Jersey limited corporation (LYXOR), with its registered office at 18 Esplanade, St. Helier, Jersey JE4 8RT, Channel Islands.

(22) Balyasny Asset Management L.P. is a Delaware limited partnership (BAM), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. BAM is the investment manager to each of AMF, AG, AGI, AIF LLC, AIF LTD, AIF2 LLC, AIF2 LTD, AGJ, ALF MASTER, ALF LP, ALF LTD, AFT MASTER, AFT LP, AFT LTD, AFTL MASTER, AFTL LP, BCF, BDI MASTER, BDI LP, BDI LTD and LYXOR.

(23) Dmitry Balyasny, a United States citizen whose business address is 181 West Madison, Suite 3600, Chicago, IL 60602. Dmitry Balyasny is the sole managing member of the general partner of BAM.

(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number: 969203108

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

Not Applicable

Item 4 Ownership:
AMF

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
None

(iv) Shared power to dispose or to direct disposition of:
None

AG

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

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

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None

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

None

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

None

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

None

AGI

(a) Amount Beneficially Owned:

None

(b) Percent of Class:

0.00%

(c) Number of Shares as to which person has:

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

None

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

None

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

None

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

None

AIF, LLC

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
None

(iv) Shared power to dispose or to direct disposition of:
None

AIF LTD

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AIF2 LLC

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AIF2 LTD

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
None

(iv) Shared power to dispose or to direct disposition of:
None

AGJ

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

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

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None

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

None

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

None

ALF MASTER

(a) Amount Beneficially Owned:

None

(b) Percent of Class:

0.00%

(c) Number of Shares as to which person has:

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

None

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

None

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

None

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

None

ALFLP

(a) Amount Beneficially Owned:

None

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

ALFLTD.

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

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

None

None (iv) Shared power to dispose or to direct disposition of:

AFT MASTER

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AFT LP

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

- (i) Sole power to vote or to direct vote:

None

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AFT LTD

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AFTL MASTER

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
None

(iv) Shared power to dispose or to direct disposition of:
None

AFTL LP

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

BCF

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

BDI MASTER

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

BDI LP

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

BDI LTD

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

LYXOR

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
None

(iv) Shared power to dispose or to direct disposition of:
None

BAM

(a) Amount Beneficially Owned:
None

(b) Percent of Class:
0.00%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
None

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

Dmitry Balyasny

None (a) Amount Beneficially Owned:

0.00% (b) Percent of Class:

(c) Number of Shares as to which person has:

None (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

None (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

Item 5 Ownership of Five Percent or Less of a Class:
Applicable

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

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

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 I certify 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.

SIGNATURE

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

Date: February 10, 2012.

ATLAS MASTER FUND, LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS GLOBAL, LLC

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS GLOBAL INVESTMENTS, LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS INSTITUTIONAL FUND, LLC

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS INSTITUTIONAL FUND, LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS INSTITUTIONAL FUND II, LLC

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS INSTITUTIONAL FUND II, LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS GLOBAL JAPAN UNIT TRUST

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Representative

ATLAS LEVERAGED MASTER FUND, LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS LEVERAGED FUND, L.P.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS LEVERAGED FUND, LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS FUNDAMENTAL TRADING MASTER FUND LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS FUNDAMENTAL TRADING FUND, L.P.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS FUNDAMENTAL TRADING FUND, LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

AFT LEVERAGED MASTER FUND, LTD.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

**ATLAS FUNDAMENTAL TRADING LEVERAGED FUND,
L.P.**

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

BALAMAT CAYMAN FUND LIMITED

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Representative

**BALYASNY DEDICATED INVESTOR MASTER FUND,
LTD.**

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

**BALYASNY DEDICATED INVESTOR ONSHORE FUND,
L.P.**

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

**BALYASNY DEDICATED INVESTOR OFFSHORE FUND,
LTD.**

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

LYXOR/BALYASNY ATLAS ENHANCED FUND LIMITED

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Representative

BALYASNY ASSET MANAGEMENT L.P.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

DMITRY BALYASNY

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Representative