

Edgar Filing: HAIN CELESTIAL GROUP INC - Form SC 13D/A

HAIN CELESTIAL GROUP INC
Form SC 13D/A
February 03, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.6)*

The Hain Celestial Group, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.01
(Title of Class of Securities)

405217100
(CUSIP Number)

Marc Weitzen
Icahn Capital LP
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 2, 2011
(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 Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

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).

SCHEDULE 13D

CUSIP No. 405217100

1 NAME OF REPORTING PERSON
High River Limited Partnership

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

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(b) / /

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER
1,397,492
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
1,397,492
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,397,492
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.26%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 405217100

- 1 NAME OF REPORTING PERSON
Hopper Investments LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
1,397,492
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
1,397,492
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,397,492
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.26%
- 14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 405217100

- 1 NAME OF REPORTING PERSON
Barberry Corp.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
1,397,492
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER

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1,397,492

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,397,492
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.26%
- 14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 405217100

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
2,358,338
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
2,358,338
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,358,338
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.50%
- 14 TYPE OF REPORTING PERSON
PN

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SCHEDULE 13D

CUSIP No. 405217100

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund II LP
 - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
 - 3 SEC USE ONLY
 - 4 SOURCE OF FUNDS
WC
 - 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
 - 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER
732,523
 - 8 SHARED VOTING POWER
0
 - 9 SOLE DISPOSITIVE POWER
732,523
 - 10 SHARED DISPOSITIVE POWER
0
 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
732,523
 - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
 - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.71%
 - 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 405217100

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund III LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /

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3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
356,434

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
356,434

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
356,434

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.83%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 405217100

1 NAME OF REPORTING PERSON
Icahn Offshore LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

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0

8 SHARED VOTING POWER
3,447,295

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
3,447,295

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,447,295

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.04%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 405217100

1 NAME OF REPORTING PERSON
Icahn Partners LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
2,142,676

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
2,142,676

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,142,676

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- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.00%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 405217100

- 1 NAME OF REPORTING PERSON
Icahn Onshore LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
2,142,676
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
2,142,676
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,142,676
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.00%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 405217100

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- 1 NAME OF REPORTING PERSON
Icahn Capital LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
5,589,971
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
5,589,971
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,589,971
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.04%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 405217100

- 1 NAME OF REPORTING PERSON
IPH GP LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
5,589,971

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,589,971

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,589,971

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.04%

14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 405217100

1 NAME OF REPORTING PERSON
Icahn Enterprises Holdings L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
5,589,971

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9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,589,971

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,589,971

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.04%

14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 405217100

1 NAME OF REPORTING PERSON
Icahn Enterprises G.P. Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
5,589,971

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,589,971

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,589,971

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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13.04%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 405217100

1 NAME OF REPORTING PERSON
Beckton Corp.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
5,589,971

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,589,971

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,589,971

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.04%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 405217100

1 NAME OF REPORTING PERSON
Carl C. Icahn

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- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK BOX 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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
6,987,463
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
6,987,463
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,987,463
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.30%
- 14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

Item 1. Security and Issuer

The Schedule 13D filed with the Securities and Exchange Commission on May 13, 2010, and as amended by the Amendment Number One to the Schedule 13D filed on May 24, 2010, Amendment Number Two to the Schedule 13D filed on July 7, 2010, Amendment Number Three to the Schedule 13D filed on August 10, 2010, Amendment Number Four to the Schedule 13D filed on September 14, 2010 and Amendment Number Five to the Schedule 13D filed on December 1, 2010 by the Reporting Persons (together, the "Schedule 13D") with respect to the shares of Common Stock, par value \$0.01 (the "Shares") issued by The Hain Celestial Group, Inc. (the "Issuer") is hereby amended to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by replacing it in its entirety with the following:

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The Reporting Persons hold, in the aggregate, 6,987,463 Shares. The aggregate purchase price of the Shares purchased by the Reporting Persons collectively was \$144.18 million (including commissions and premiums for the options to purchase Shares). The source of funding for the purchase of these Shares was the general working capital of the respective purchasers. The Shares are held by the Reporting Persons in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of the Shares purchased by the Reporting Persons was obtained through margin borrowing.

Item 5. Interest in Securities of the Issuer

Items 5 (a) and (b) of the Schedule 13D are hereby amended by replacing them in its entirety with the following:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 6,987,463 Shares, representing approximately 16.30% of the Issuer's outstanding Shares (based upon the 42,855,493 Shares stated to be outstanding as of November 2, 2010 by the Issuer in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2010).

(b) High River has sole voting power and sole dispositive power with regard to 1,397,492 Shares. Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 2,358,338 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master II has sole voting power and sole dispositive power with regard to 732,523 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master III has sole voting power and sole dispositive power with regard to 356,434 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 2,142,676 Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to each of Icahn Master, Icahn Master II and Icahn Master III (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

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Item 5 (c) of the Schedule 13D is hereby replaced with the following:

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons, inclusive of any transactions effected through 5:00 p.m., New York City time, on February 2, 2011. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

Name of Reporting Person	Date of Transaction	No. of Shares Purchased	Purchase Price Per Share (U.S.\$)
High River	12/01/2010	2,180.00	26.97
High River	12/02/2010	1,580.00	26.97
High River	12/03/2010	2,240.00	27.00
High River	12/06/2010	980.00	27.02
High River	12/07/2010	2,440.00	27.67
High River	12/08/2010	960.00	27.96
High River	12/09/2010	80.00	28.00
High River	12/10/2010	220.00	28.00
High River	12/13/2010	140.00	28.00
High River	12/15/2010	800.00	27.95
High River	12/16/2010	2,180.00	27.80
High River	12/17/2010	2,400.00	27.48
High River	12/20/2010	820.00	27.99
High River	12/21/2010	860.00	27.93
High River	12/22/2010	2,660.00	27.56
High River	12/23/2010	1,840.00	27.48
High River	12/27/2010	880.00	27.48
High River	12/28/2010	840.00	27.60
High River	12/29/2010	1,800.00	27.65
High River	12/30/2010	1,780.00	27.58
High River	12/31/2010	780.00	27.40
High River	01/03/2011	1,200.00	27.30
High River	01/04/2011	4,580.00	27.07
High River	01/05/2011	3,640.00	26.75
High River	01/06/2011	2,680.00	26.38
High River	01/07/2011	2,820.00	25.99
High River	01/10/2011	4,020.00	25.85
High River	01/11/2011	4,160.00	26.31
High River	01/12/2011	2,160.00	26.83
High River	01/13/2011	1,360.00	26.90
High River	01/14/2011	1,380.00	26.81
High River	01/18/2011	1,820.00	26.77
High River	01/19/2011	1,800.00	26.42
High River	01/20/2011	1,960.00	26.63
High River	01/21/2011	2,340.00	26.60
High River	01/24/2011	1,400.00	26.81
High River	01/25/2011	2,860.00	27.15
High River	01/26/2011	2,480.00	27.48
High River	01/27/2011	3,440.00	27.57
High River	01/28/2011	2,600.00	26.84
High River	01/31/2011	3,620.00	26.62
High River	02/01/2011	3,600.00	26.71
High River	02/02/2011	3,740.00	27.04
Icahn Partners	12/01/2010	3,287.00	26.97
Icahn Partners	12/02/2010	2,756.00	26.97
Icahn Partners	12/03/2010	3,909.00	27.00
Icahn Partners	12/06/2010	1,710.00	27.02

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Icahn Partners	12/07/2010	4,259.00	27.67
Icahn Partners	12/08/2010	1,675.00	27.96
Icahn Partners	12/09/2010	140.00	28.00
Icahn Partners	12/10/2010	384.00	28.00
Icahn Partners	12/13/2010	243.00	28.00
Icahn Partners	12/15/2010	1,397.00	27.95
Icahn Partners	12/16/2010	3,805.00	27.80
Icahn Partners	12/17/2010	4,187.00	27.48
Icahn Partners	12/20/2010	1,432.00	27.99
Icahn Partners	12/21/2010	1,500.00	27.93
Icahn Partners	12/22/2010	4,642.00	27.56
Icahn Partners	12/23/2010	3,211.00	27.48
Icahn Partners	12/27/2010	1,535.00	27.48
Icahn Partners	12/28/2010	1,467.00	27.60
Icahn Partners	12/29/2010	3,141.00	27.65
Icahn Partners	12/30/2010	3,106.00	27.58
Icahn Partners	12/31/2010	1,362.00	27.40
Icahn Partners	01/05/2011	4,531.00	26.75
Icahn Partners	01/06/2011	7,109.00	26.38
Icahn Partners	01/07/2011	7,482.00	25.99
Icahn Partners	01/10/2011	10,665.00	25.85
Icahn Partners	01/11/2011	11,037.00	26.31
Icahn Partners	01/12/2011	5,730.00	26.83
Icahn Partners	01/13/2011	3,607.00	26.90
Icahn Partners	01/14/2011	3,661.00	26.81
Icahn Partners	01/18/2011	4,657.00	26.77
Icahn Partners	01/19/2011	2,759.00	26.42
Icahn Partners	01/20/2011	3,005.00	26.63
Icahn Partners	01/21/2011	3,588.00	26.60
Icahn Partners	01/24/2011	2,146.00	26.81
Icahn Partners	01/25/2011	4,386.00	27.15
Icahn Partners	01/26/2011	3,802.00	27.48
Icahn Partners	01/27/2011	5,275.00	27.57
Icahn Partners	01/28/2011	3,985.00	26.84
Icahn Partners	01/31/2011	5,551.00	26.62
Icahn Partners	02/01/2011	5,562.00	26.71
Icahn Partners	02/02/2011	5,734.00	27.04
Icahn Master	12/01/2010	4,905.00	26.97
Icahn Master	12/02/2010	3,123.00	26.97
Icahn Master	12/03/2010	4,428.00	27.00
Icahn Master	12/06/2010	1,937.00	27.02
Icahn Master	12/07/2010	4,822.00	27.67
Icahn Master	12/08/2010	1,898.00	27.96
Icahn Master	12/09/2010	158.00	28.00
Icahn Master	12/10/2010	435.00	28.00
Icahn Master	12/13/2010	277.00	28.00
Icahn Master	12/15/2010	1,581.00	27.95
Icahn Master	12/16/2010	4,308.00	27.80
Icahn Master	12/17/2010	4,745.00	27.48
Icahn Master	12/20/2010	1,620.00	27.99
Icahn Master	12/21/2010	1,700.00	27.93
Icahn Master	12/22/2010	5,258.00	27.56
Icahn Master	12/23/2010	3,637.00	27.48
Icahn Master	12/27/2010	1,739.00	27.48
Icahn Master	12/28/2010	1,660.00	27.60
Icahn Master	12/29/2010	3,558.00	27.65
Icahn Master	12/30/2010	3,518.00	27.58
Icahn Master	12/31/2010	1,541.00	27.40
Icahn Master	01/18/2011	260.00	26.77
Icahn Master	01/19/2011	3,039.00	26.42
Icahn Master	01/20/2011	3,308.00	26.63

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Icahn Master	01/21/2011	3,951.00	26.60
Icahn Master	01/24/2011	2,363.00	26.81
Icahn Master	01/25/2011	4,830.00	27.15
Icahn Master	01/26/2011	4,187.00	27.48
Icahn Master	01/27/2011	5,807.00	27.57
Icahn Master	01/28/2011	4,390.00	26.84
Icahn Master	01/31/2011	6,111.00	26.62
Icahn Master	02/01/2011	5,027.00	26.71
Icahn Master	02/02/2011	6,311.00	27.04
Icahn Master II	01/04/2011	11,447.00	27.07
Icahn Master II	01/05/2011	6,741.00	26.75
Icahn Master II	01/06/2011	2,427.00	26.38
Icahn Master II	01/07/2011	2,553.00	25.99
Icahn Master II	01/10/2011	3,639.00	25.85
Icahn Master II	01/11/2011	3,766.00	26.31
Icahn Master II	01/12/2011	1,956.00	26.83
Icahn Master II	01/13/2011	1,231.00	26.90
Icahn Master II	01/14/2011	1,250.00	26.81
Icahn Master II	01/18/2011	1,588.00	26.77
Icahn Master II	01/19/2011	943.00	26.42
Icahn Master II	01/20/2011	1,027.00	26.63
Icahn Master II	01/21/2011	1,223.00	26.60
Icahn Master II	01/24/2011	734.00	26.81
Icahn Master II	01/25/2011	1,494.00	27.15
Icahn Master II	01/26/2011	1,298.00	27.48
Icahn Master II	01/27/2011	1,800.00	27.57
Icahn Master II	01/28/2011	1,360.00	26.84
Icahn Master II	01/31/2011	1,894.00	26.62
Icahn Master II	02/01/2011	3,177.00	26.71
Icahn Master II	02/02/2011	1,961.00	27.04
Icahn Master III	12/01/2010	528.00	26.97
Icahn Master III	12/02/2010	441.00	26.97
Icahn Master III	12/03/2010	623.00	27.00
Icahn Master III	12/06/2010	273.00	27.02
Icahn Master III	12/07/2010	679.00	27.67
Icahn Master III	12/08/2010	267.00	27.96
Icahn Master III	12/09/2010	22.00	28.00
Icahn Master III	12/10/2010	61.00	28.00
Icahn Master III	12/13/2010	40.00	28.00
Icahn Master III	12/15/2010	222.00	27.95
Icahn Master III	12/16/2010	607.00	27.80
Icahn Master III	12/17/2010	668.00	27.48
Icahn Master III	12/20/2010	228.00	27.99
Icahn Master III	12/21/2010	240.00	27.93
Icahn Master III	12/22/2010	740.00	27.56
Icahn Master III	12/23/2010	512.00	27.48
Icahn Master III	12/27/2010	246.00	27.48
Icahn Master III	12/28/2010	233.00	27.60
Icahn Master III	12/29/2010	501.00	27.65
Icahn Master III	12/30/2010	496.00	27.58
Icahn Master III	12/31/2010	217.00	27.40
Icahn Master III	01/03/2011	4,800.00	27.30
Icahn Master III	01/04/2011	6,873.00	27.07
Icahn Master III	01/05/2011	3,288.00	26.75
Icahn Master III	01/06/2011	1,184.00	26.38
Icahn Master III	01/07/2011	1,245.00	25.99
Icahn Master III	01/10/2011	1,776.00	25.85
Icahn Master III	01/11/2011	1,837.00	26.31
Icahn Master III	01/12/2011	954.00	26.83
Icahn Master III	01/13/2011	602.00	26.90

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Icahn Master III	01/14/2011	609.00	26.81
Icahn Master III	01/18/2011	775.00	26.77
Icahn Master III	01/19/2011	459.00	26.42
Icahn Master III	01/20/2011	500.00	26.63
Icahn Master III	01/21/2011	598.00	26.60
Icahn Master III	01/24/2011	357.00	26.81
Icahn Master III	01/25/2011	730.00	27.15
Icahn Master III	01/26/2011	633.00	27.48
Icahn Master III	01/27/2011	878.00	27.57
Icahn Master III	01/28/2011	665.00	26.84
Icahn Master III	01/31/2011	924.00	26.62
Icahn Master III	02/01/2011	634.00	26.71
Icahn Master III	02/02/2011	954.00	27.04

SIGNATURE

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

Dated: February 2, 2011

ICAHN PARTNERS MASTER FUND LP
ICAHN PARTNERS MASTER FUND II LP
ICAHN PARTNERS MASTER FUND III LP
ICAHN OFFSHORE LP
ICAHN PARTNERS LP
ICAHN ONSHORE LP
BECKTON CORP.
HOPPER INVESTMENTS LLC
BARBERRY CORP.
HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone

Name: Dominick Ragone
Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN