

Innocoll Holdings plc
Form SC 13D/A
August 08, 2017

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

Schedule 13D/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Innocoll Holdings Public Limited Company
(Name of Issuer)

Ordinary Shares, \$0.01 par value per share
(Title of Class of Securities)

G4783X105
(CUSIP Number)

David N. Brooks
Fortress Investment Group LLC
1345 Avenue of the Americas, 46th Floor
New York, NY 10105
(212) 798-6100
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 24, 2017
(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 Rule 13d-1(e), 13d-1(f) or 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)

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1 NAME OF REPORTING PERSON

1 Cam Investment Cayman Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER

WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON

1 Cam Investment Cayman Holdings GP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER

WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13 0%

14 TYPE OF REPORTING PERSON

14 CO

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1 NAME OF REPORTING PERSON

Hybrid GP Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

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 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER

WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13 0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. G4783X105 13D Page 5 of 11 Pages

1 NAME OF REPORTING PERSON

Fortress Operating Entity I LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

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 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER

WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13 0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. G4783X105 13D Page 6 of 11 Pages

1 NAME OF REPORTING PERSON

1 FIG Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER

WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

11 0

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13 0%

14 TYPE OF REPORTING PERSON

14 CO

CUSIP No. G4783X105 13D Page 7 of 11 Pages

1 NAME OF REPORTING PERSON

1 FIG LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 N/A

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REPORTING 0

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11 0

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13 0%

14 TYPE OF REPORTING PERSON

14 OO

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1 NAME OF REPORTING PERSON

Fortress Investment Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

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 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

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REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER

WITH 0

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13 0%

14 TYPE OF REPORTING PERSON

OO

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Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D amends the Schedule 13D originally filed on August 11, 2014 (the “Schedule 13D”) regarding the beneficial ownership of American Depositary Shares (“ADSs”), each representing 1/13.25 of an Ordinary Share, €1.00 nominal value per share of Innocoll AG, a German corporation, the predecessor of Innocoll Holdings plc, an Irish public limited company (the “Issuer”). As amended hereby, the Schedule 13D relates to the Issuer’s Ordinary Shares, par value \$0.01 per share (the “Ordinary Shares”). The principal executive offices of the Issuer are located at: Unit 9, Block D, Monksland Business Park, Monksland, Athlone, Ireland.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is amended and restated as follows:

The Reporting Persons held the securities of the Issuer for investment purposes. As result of the completion of the acquisition of the Issuer by Gurnet Point L.P. on July 24, 2017 (the “Merger”): (1) each Ordinary Share outstanding immediately before the Merger now represents the right to receive (i) \$1.75 in cash and (ii) a contingent value right that represents a contractual right to receive payments up to a maximum aggregate amount of \$4.90 in cash upon, and subject to, the occurrence of certain events; and (2) each warrant to purchase an Ordinary Share was cancelled.

Item 5. Interest in Securities of the Issuer.

Items 5(a), (b), (c) and (e) of the Schedule 13D are amended and restated as follows:

(a)(b)(c) As result of the Merger, the Reporting Persons no longer beneficially own any of the Issuer’s Ordinary Shares.

(e) The Reporting Persons ceased to be beneficial owners of 5% of more of the Issuer’s Ordinary Shares on July 24, 2017.

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SIGNATURES

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: August 7, 2017

CAM INVESTMENT CAYMAN HOLDINGS L.P.

By: Cam Investment Cayman Holdings GP Inc.,
its General Partner

By: /s/ Constantine M. Dakolias
Name: Constantine M. Dakolias
Title: President

CAM INVESTMENT CAYMAN
HOLDINGS GP INC.

By: /s/ Constantine M. Dakolias
Name: Constantine M. Dakolias
Title: President

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HYBRID GP HOLDINGS LLC

By: Fortress Operating Entity I LP, its sole managing member

By: FIG Corp., its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

FORTRESS OPERATING ENTITY
I LP

By: FIG Corp., its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

FIG CORP.

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

FIG LLC

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

FORTRESS INVESTMENT
GROUP LLC

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary