

METROMEDIA INTERNATIONAL GROUP INC

Form SC 13D/A

August 01, 2007

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

SCHEDULE 13D

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

METROMEDIA INTERNATIONAL GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

591689104

(CUSIP Number)

FURSA ALTERNATIVE STRATEGIES LLC

444 Merrick Road, 1st Floor

Lynbrook, NY 11563

646-205-6200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

July 31, 2007

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

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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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CUSIP No. 591689104

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Fursa Alternative Strategies LLC
I.R.S. No.: 13-4050836

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

- 2**
- (a)
 - (b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 7,907,610

SHARED VOTING POWER:

SHARES
BENEFICIALLY **8**
OWNED BY 0

EACH SOLE DISPOSITIVE POWER:
REPORTING PERSON **9**
7,907,610

WITH SHARED DISPOSITIVE POWER:
10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
7,907,610

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
8.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IA, OO

2

Introduction:

Fursa Alternative Strategies LLC (the Reporting Person) is filing this Amendment No. 6 to Schedule 13D relating to Metromedia International Group, Inc. (the Issuer) to disclose a letter sent to the Issuer's Board of Directors by the Reporting Person, attached hereto as Exhibit 99.1. This letter, among other things, sets forth the terms of a proposal by the Reporting Person to acquire the outstanding Common Stock of the Issuer at a price of \$2.05 per share, which represents a premium of 14% over the offer presented under the Agreement and Plan of Merger (the Merger Agreement), dated as of July 17, 2007 by and among the Issuer, CaucusCom Mergerco Corp. and CaucusCom Ventures L.P., and otherwise on the same terms and conditions as those set forth in the Merger Agreement. The Reporting Person requests that the Issuer grants to it and its advisors and financiers immediate access to all information reasonably requested by them in order to assist them in performing due diligence.

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ITEM 4. PURPOSE OF TRANSACTION

The discussion under the heading Introduction above is incorporated herein by reference. Except as set forth herein, the Reporting Person does not have any present plans or proposals that relate to or would result in any of the actions specified in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Reporting Person reserves the right to formulate plans or make proposals, and take such actions with respect to their investments in the Issuer, including any or all of the actions specified in paragraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of July 31, 2007, on behalf of affiliated investment funds and separately managed accounts over which it exercises discretionary authority, the Reporting Person beneficially owns 7,907,610 shares of the Issuer's Common Stock (the Shares), representing approximately 8.4% of the outstanding Common Stock (based on 94,034,947 shares of common stock outstanding, as reported by the Issuer in its Annual Report on Form 10-K filed with the Commission on December 14, 2006).

(c) There have been no changes in the Reporting Person's interests in the Issuer in the past sixty days.

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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.

Dated: July 31, 2007

Fursa Alternative Strategies LLC,
a Delaware Limited Liability Company

By: /s/ William F. Harley

Name: William F. Harley III

Title: Chief Investment Officer