GENDELL JEFFREY L ET AL Form SC 13G/A February 12, 2009

> SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

> > SCHEDULE 13G/A* (Rule 13d-102)

> > Amendment No. 2

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

Polyone Corporation (Name of Issuer)

Common Stock (Title of Class of Securities)

> 73179P106 (CUSIP Number)

December 31, 2008 (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

[] Rule 13d-1(b)
[X] Rule 13d-1(c)
[] Rule 13d-1(d)

(Page 1 of 12 Pages)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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. 73179P106	13G/A	Page 2 of 12 Pages

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) (b) (c) <li(c)< li=""> <li(c)< li=""> (c)</li(c)<></li(c)<>	(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tontine Overseas Ass	ociates, L.L.C.
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF (5) SOLE VOTING POWER SHARES -0- REPORTIALLY (6) SHARED DISPOSITIVE POWER COUNED BY -0- REPORTING -0- PERSON WITH (8) SHARED DISPOSITIVE POWER (9) ACCRECATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 566,602 (10) CHECK BOX IF THE AGGREGATE AMOUNT SHARES ** (1) (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.61 % (12) TYPE OF REPORTING PERSON ** IA (1) (12) TYPE OF REPORTING PERSONS (12) TYPE OF REPORTING PERSONS (12) TYPE OF REPORTING PERSONS (14) ** SEE INSTRUCTIONS BEFORE FILLING OUT! (15) (16) (17)	(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *	(a) [X]
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The Schedule 13G/A filed on February 8, 2008 is hereby amended and restated by this Amendment No. 2 to the Schedule 13G.

Item 1(a). Name of Issuer:

The name of the issuer is Polyone Corporation (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 33587 Walker Road, Avon Lake, Ohio 44012.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Tontine Overseas Associates, L.L.C., a limited liability company organized under the laws of the State of Delaware
 ("TOA"), which serves as investment manager to Tontine Overseas Fund Ltd., a Cayman Islands Corporation ("TO"), Tontine Capital Overseas Master Fund, L.P., a Cayman Islands exempted limited partnership ("TCO"), Tontine 25 Overseas Master Fund, L.P., a Cayman Islands exempted limited partnership ("T-25"), and certain separately managed accounts, with respect to the shares of Common Stock directly owned by TO, TCO, T-25 and the separately managed accounts;
- (ii) Tontine Partners, L.P., a Delaware limited partnership ("TP") with respect to the shares of Common Stock directly owned by it;
- (iii) Tontine Management, L.L.C., a Delaware limited liability company organized under the laws of the State of Delaware ("TM"), with respect to the shares of Common Stock directly owned by TP;
- (iv) Tontine Capital Partners, L.P., a Delaware limited partnership
 ("TCP") with respect to the shares of Common Stock directly owned
 by it;
- (v) Tontine Capital Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TCM") with respect to the shares of Common Stock directly owned by TCP and T-25.
- (vi) Jeffrey L. Gendell, a United States citizen ("Mr. Gendell") with respect to the shares of Common Stock directly owned by himself, TO, TP, TCP, TCO, T-25 and the separately managed accounts.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, Connecticut 06830.

Item 2(c). Citizenship:

See Item 2(a) above.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the "Common Stock")

Item 2(e). CUSIP Number:

73179P106

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

- (a) [] Broker or dealer registered under Section 15 of the Act,
- (b)[] Bank as defined in Section 3(a)(6) of the Act,
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)[] Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) [] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) [] Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- (h)[] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j)[] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

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Item 4. Ownership.

TM, the general partner of TP, has the power to direct the affairs of TP, including decisions respecting the disposition of the proceeds from the sale of the shares of the Company. TCM, the general partner of TCP and T-25, has the power to direct the affairs of TCP and T-25, including decisions respecting the disposition of the proceeds from the sale of the shares of the Company. Mr. Gendell is the managing member of TM, TCM and TOA, and in that capacity directs their operations. Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds of sale of such shares.

A. Tontine Overseas Associates, L.L.C.

(a) Amount beneficially owned: 556,602

(b) Percent of class: 0.61% The percentages used herein and in the rest of Item 4 are calculated based upon the 92,524,404 shares of Common Stock issued and outstanding as of November 3, 2008 as reflected in the Company's Form 10-Q for the quarterly period ended September 30, 2008.

(c) (i) Sole power to vote or direct the vote: -0-(ii) Shared power to vote or direct the vote: 556,602

- (iii) Sole power to dispose or direct the disposition: -0-(iv) Shared power to dispose or direct the disposition:
 - 556,602
- B. Tontine Partners, L.P.
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- C. Tontine Management, L.L.C.
 - (a) Amount beneficially owned: -0-
 - (b) Percent of class: 0%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -0-
- D. Tontine Capital Partners, L.P.
 - (a) Amount beneficially owned: 642,781
 - (b) Percent of class: 0.69%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 642,781
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 642,781
- E. Tontine Capital Management, L.L.C.
 - (a) Amount beneficially owned: 741,983
 - (b) Percent of class: 0.80%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 741,983
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 741,983
- F. Jeffrey L. Gendell
 - (a) Amount beneficially owned: 1,209,383
 - (b) Percent of class: 1.31%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,209,383
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,209,383

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x]

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.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following 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.

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SIGNATURES

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

February 12, 2009

/s/ Jeffrey L. Gendell

Jeffrey L. Gendell, individually, and as managing member of Tontine Management, L.L.C., general partner of Tontine Partners, L.P. and as managing member of Tontine Capital Management, L.L.C, general partner of Tontine Capital Partners, L.P. and Tontine 25 Overseas Master Fund, L.P. and as managing member of Tontine Overseas Associates, L.L.C.