

Edgar Filing: TOWER AUTOMOTIVE INC - Form SC 13G/A

TOWER AUTOMOTIVE INC
Form SC 13G/A
May 10, 2005

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

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

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)

(Amendment No. 1)*

Tower Automotive, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

891707101

(CUSIP Number)

May 1, 2005

(Date of event which requires filing of this statement)

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

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* 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 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) | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS | Highbridge International LLC - not applicable |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| (3) | SEC USE ONLY | |
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION | Cayman Islands, British West Indies |
| NUMBER OF SHARES | (5) SOLE VOTING POWER | 0 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | (6) SHARED VOTING POWER | 29 shares of Common Stock 5.75% Convertible Senior Debentures due 2024 convertible into 1,270,501 shares of Common Stock (conversion rate of 231.0002 shares per \$1,000 principal amount). See footnote 1 in Item 4. |
| | (7) SOLE DISPOSITIVE POWER | 0 |
| | (8) SHARED DISPOSITIVE POWER | See Row 6 above. |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | See Row 6 above. |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | <input type="checkbox"/> |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | Approximately 2.13%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.) |
| (12) | TYPE OF REPORTING PERSON ** | OO - Limited Liability Company |

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** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital Corporation - not applicable

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) []
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 29 shares of Common Stock

EACH 5.75% Convertible Senior Debentures due 2024
REPORTING convertible into 1,270,501 shares of Common Stock
PERSON WITH (conversion rate of 231.0002 shares per \$1,000
principal amount). See footnote 1 in Item 4.

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER

See Row 6 above.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

See Row 6 above.

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **
[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

Approximately 2.13%. (Based on 58,480,908 shares of
Common Stock issued and outstanding as reported on the
Issuer's latest 10Q filed on November 9, 2004, plus the
Reporting Persons' shares of Common Stock issuable upon
the conversion of the Debentures.)

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(12) TYPE OF REPORTING PERSON **
OO - Limited Liability Company

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital Management, LLC - 20-1901985

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

(a) []
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 29 shares of Common Stock

EACH 5.75% Convertible Senior Debentures due 2024
REPORTING convertible into 1,270,501 shares of Common Stock
PERSON WITH (conversion rate of 231.0002 shares per \$1,000
principal amount). See footnote 1 in Item 4.

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER
See Row 6 above.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

See Row 6 above.

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

Approximately 2.13%. (Based on 58,480,908 shares of
Common Stock issued and outstanding as reported on the
Issuer's latest 10Q filed on November 9, 2004, plus the
Reporting Persons' shares of Common Stock issuable upon

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the conversion of the Debentures.)

| | |
|------|---|
| (12) | TYPE OF REPORTING PERSON ** OO - Limited Liability Company |
|------|---|

| | |
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| (1) | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Highbridge Master L.P. |
|-----|--|

| | |
|-----|---|
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [] (b) [] |
|-----|---|

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|-----|--------------|
| (3) | SEC USE ONLY |
|-----|--------------|

| | |
|-----|--|
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware |
|-----|--|

| | |
|---------------------|----------------------------|
| NUMBER OF SHARES | (5) SOLE VOTING POWER 0 |
|---------------------|----------------------------|

| | |
|--|--|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | (6) SHARED VOTING POWER 29 shares of Common Stock 5.75% Convertible Senior Debentures due 2024 convertible into 1,270,501 shares of Common Stock (conversion rate of 231.0002 shares per \$1,000 principal amount). See footnote 1 in Item 4. |
|--|--|

| | |
|--|---------------------------------|
| | (7) SOLE DISPOSITIVE POWER 0 |
|--|---------------------------------|

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| | (8) SHARED DISPOSITIVE POWER See Row 6 above. |
|--|--|

| | |
|-----|---|
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above. |
|-----|---|

| | |
|------|---|
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [] |
|------|---|

| | |
|------|---|
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 2.13%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the |
|------|---|

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Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)

(12) TYPE OF REPORTING PERSON **
PN

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital 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

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 29 shares of Common Stock
EACH 5.75% Convertible Senior Debentures due 2024
REPORTING convertible into 1,270,501 shares of Common Stock
PERSON WITH (conversion rate of 231.0002 shares per \$1,000
principal amount). See footnote 1 in Item 4.

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER

See Row 6 above.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

See Row 6 above.

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

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Approximately 2.13%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)

| | | |
|------|-----------------------------|--|
| (12) | TYPE OF REPORTING PERSON ** | |
| | PN | |

| | | |
|-----|--|--|
| (1) | NAMES OF REPORTING PERSONS | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS | |
| | Highbridge GP, Ltd. | |

| | | |
|-----|---|---------|
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** | |
| | | (a) [] |
| | | (b) [] |

| | | |
|-----|--------------|--|
| (3) | SEC USE ONLY | |
|-----|--------------|--|

| | | |
|-----|--------------------------------------|--|
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |

| | | | |
|-----------|-----|-------------------|--|
| NUMBER OF | (5) | SOLE VOTING POWER | |
| SHARES | | 0 | |

| | | | |
|--------------|-----|---|--|
| BENEFICIALLY | (6) | SHARED VOTING POWER | |
| OWNED BY | | 29 shares of Common Stock | |
| EACH | | 5.75% Convertible Senior Debentures due 2024 | |
| REPORTING | | convertible into 1,270,501 shares of Common Stock | |
| PERSON WITH | | (conversion rate of 231.0002 shares per \$1,000 | |
| | | principal amount). See footnote 1 in Item 4. | |

| | | |
|-----|------------------------|--|
| (7) | SOLE DISPOSITIVE POWER | |
| | 0 | |

| | | |
|-----|--------------------------|--|
| (8) | SHARED DISPOSITIVE POWER | |
| | See Row 6 above. | |

| | | |
|-----|-------------------------------------|--|
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED | |
| | BY EACH REPORTING PERSON | |
| | See Row 6 above. | |

| | | |
|------|---------------------------------------|-----|
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT | |
| | IN ROW (9) EXCLUDES CERTAIN SHARES ** | |
| | | [] |

| | | |
|------|------------------------------|--|
| (11) | PERCENT OF CLASS REPRESENTED | |
|------|------------------------------|--|

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BY AMOUNT IN ROW (9)

Approximately 2.13%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)

(12) TYPE OF REPORTING PERSON **
OO - Limited Liability Company

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge GP, 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

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 29 shares of Common Stock
EACH 5.75% Convertible Senior Debentures due 2024
REPORTING convertible into 1,270,501 shares of Common Stock
PERSON WITH (conversion rate of 231.0002 shares per \$1,000
principal amount). See footnote 1 in Item 4.

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER

See Row 6 above.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

See Row 6 above.

(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)

Approximately 2.13%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)

(12) TYPE OF REPORTING PERSON **
OO - Limited Liability Company

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Glenn Dubin

(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

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 29 shares of Common Stock

EACH 5.75% Convertible Senior Debentures due 2024
REPORTING convertible into 1,270,501 shares of Common Stock
PERSON WITH (conversion rate of 231.0002 shares per \$1,000
principal amount). See footnote 1 in Item 4.

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER

See Row 6 above.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

See Row 6 above.

(10) CHECK BOX IF THE AGGREGATE AMOUNT

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IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

Approximately 2.13%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)

(12) TYPE OF REPORTING PERSON **
IN

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Henry Swieca

(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

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 29 shares of Common Stock

EACH 5.75% Convertible Senior Debentures due 2024
REPORTING convertible into 1,270,501 shares of Common Stock
PERSON WITH (conversion rate of 231.0002 shares per \$1,000
principal amount). See footnote 1 in Item 4.

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER

See Row 6 above.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

See Row 6 above.

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| | | |
|------|--|-----|
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | [] |
|------|--|-----|

| | | |
|------|---|--|
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | Approximately 2.13%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.) | |

| | | |
|------|-----------------------------------|--|
| (12) | TYPE OF REPORTING PERSON ** IN | |
|------|-----------------------------------|--|

Item 1.

(a) Name of Issuer

Tower Automotive Inc.

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

27175 Haggerty Road
Novi, MI 48377

- Item 2(a). Name of Person Filing
Item 2(b). Address of Principal Business Office
Item 2(c). Citizenship

This Schedule 13G/A is being filed on behalf of each of the following
persons (each, a "Reporting Person"):

Highbridge International LLC
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
George Town, Grand Cayman
Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Corporation
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
George Town, Grand Cayman
Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: State of Delaware

Highbridge Master L.P.
c/o Harmonic Fund Services
Cayman Financial Centre
Tower C

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36 Dr. Roy's Drive
George Town, Grand Cayman
Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge Capital L.P.
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: State of Delaware

Highbridge GP, Ltd.
c/o Harmonic Fund Services
Cayman Financial Centre
Tower C
36 Dr. Roy's Drive
George Town, Grand Cayman
Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge GP, LLC
c/o Harmonic Fund Services
Cayman Financial Centre
Tower C
36 Dr. Roy's Drive
George Town, Grand Cayman
Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Glenn Dubin
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: United States

Henry Swieca
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: United States

(d) Title of Class of Securities

Common Stock, par value \$.01 per share

(e) CUSIP Number

891707101

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

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. *

* This amendment is being filed because as of May 1, 2005, Highbridge Capital Corporation is no longer registered as a broker/dealer.

Item 4. Ownership

(a) Amount Beneficially Owned

29 shares of Common Stock

5.75% Convertible Senior Debentures due 2024 convertible into 1,270,501 shares of Common Stock (conversion rate of 231.0002 shares per \$1,000 principal amount)). /1/

(b) Percent of Class

Approximately 2.13%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)

(c) Number of shares as to which such person has:

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

-0-

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

See item (a) above.

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

-0-

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

See item (a) above.

/1/ On April 1, 2005, Highbridge Capital Corporation transferred

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its equity interest in Highbridge International to a newly formed Cayman exempted limited partnership, Highbridge Master L.P. Highbridge International LLC is a subsidiary of Highbridge Master L.P. Highbridge Capital Corporation and Highbridge Capital L.P. are limited partners of Highbridge Master L.P. Highbridge Capital Management, LLC is the trading manager of Highbridge Capital Corporation, Highbridge Capital L.P. and Highbridge Master L.P. Highbridge GP, Ltd. is the General Partner of Highbridge Master L.P. Highbridge GP, LLC is the General Partner of Highbridge Capital L.P. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. As of the date hereof, the Reporting Persons may be deemed to own 1,270,501 shares of the Issuer's common stock upon the conversion of the 5.75% Senior Debentures due 2024 at a conversion rate of 231.0002 shares per \$1,000 principal amount. The Issuer's Form 10-Q filed on November 9, 2004, indicated that there were 58,480,908 shares of Common Stock outstanding as of November 2, 2004. Therefore, based on the Issuer's outstanding shares of Common Stock plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures, the Reporting Persons may be deemed to beneficially own 2.13% of the outstanding shares of common stock of the Issuer. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Capital Corporation, Highbridge Capital L.P. and Highbridge GP, LLC disclaims beneficial ownership of common stock owned by Highbridge International LLC.

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

See Item 2 above.

Item 8. Identification and Classification of Members of the Group

See Item 2 above.

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.

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SIGNATURE

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

Dated this 10th day of May, 2005

Highbridge International LLC

By: /s/ Howard Feitelberg

Howard Feitelberg, Director

Highbridge Capital Corporation

By: /s/ Howard Feitelberg

Howard Feitelberg, Controller

Highbridge Capital Management, LLC

By: /s/ Carolyn Rubin

Carolyn Rubin, Deputy General Counsel

Highbridge Master L.P.

By: Highbridge GP, Ltd.

By: /s/ Clive Harris

Clive Harris, Director

Highbridge Capital L.P.

By: Highbridge GP, LLC

By: /s/ Clive Harris

Clive Harris, Director

Highbridge GP, Ltd.

By: /s/ Clive Harris

Clive Harris, Director

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Highbridge GP, LLC

By: /s/ Clive Harris

Clive Harris, Director

/s/ Glenn Dubin

Glenn Dubin

/s/ Henry Swieca

Henry Swieca

Exhibit Index

Exhibit

Description

1

Joint Filing Agreement