

LUIKART JAMES L
Form 4
May 02, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LUIKART JAMES L

(Last) (First) (Middle)

C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVE, 10TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Edgen Group Inc. [EDG]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount	Number of Shares
Class B Common Stock and Membership Units ⁽¹⁾	<u>(2)</u> <u>(3)</u>	05/02/2012	P	24,343,138		<u>(2)</u> <u>(3)</u>	<u>(4)</u>	Class A Common Stock	24,343,138	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUIKART JAMES L C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVE, 10TH FLOOR NEW YORK, NY 10022	X	X		

Signatures

/s/ David L. Laxton, III, as attorney in fact
05/02/2012
Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. Luikart is a managing member of Jefferies Capital Partners LLC, which is the managing member of the general partner of Jefferies Capital Partners IV L.P. ("Fund IV"). Fund IV is the manager of B&L and controls the general partner of Edgen Murray II, L.P. ("EM II LP"). EM II LP holds 12,615,230 shares of Class B common stock ("Class B Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen") and 12,615,230 membership units ("Membership Units") of EDG Holdco LLC ("EDG"). B&L holds 11,727,908 shares of Class B Common Stock and 11,727,908 Membership Units.
- (2) Pursuant to Exchange Agreements by and among B&L, Edgen and EDG, and EM II LP, Edgen and EDG, B&L and EM II LP have the right to exchange (the "Exchange Rights") from time to time Membership Units and shares of Class B Common Stock for shares of Edgen's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), on the basis of one Membership Unit of EDG and one share of Class B Common Stock collectively for one share of Edgen's Class A Common Stock (subject to customary conversion rate adjustments for splits, stock dividends and reclassifications) or, at Edgen's election, cash. (Continued in footnote 3)
- (3) (Continued from footnote 2) EM II LP and B&L are both parties to Lock-Up Agreements (the "Lock-Up Agreements") with Jefferies & Company, Inc., Morgan Stanley & Co. LLC, and Citigroup Global Markets Inc (collectively, the "Underwriters"). Pursuant to the Exchange Agreements, the Exchange Rights are not exercisable until the earlier of (i) October 29, 2012 or (ii) the date on which the Underwriters agree to waive the Lock-Up Agreements. Mr. Luikart may be deemed to own beneficially and

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indirectly the shares of Class A Common Stock owned beneficially and indirectly by EM II LP and B&L. Mr. Luikart disclaims beneficial ownership of the shares of Class A Common Stock reported herein except to the extent of his pecuniary interest therein.

(4) NA

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.