GLG Partners, Inc.
Form S-1
December 06, 2007

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As filed with the Securities and Exchange Commission on December 6, 2007

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GLG Partners, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**6282**	**20-5009693**
(State or Other Jurisdiction of Incorporation of Organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

390 Park Avenue, 20th Floor
New York, New York 10022
(212) 224-7200
(Address, including zip code, and telephone number including area code, of registrant s principal executive offices)

Alejandro R. San Miguel, Esq.
General Counsel and Corporate Secretary
390 Park Avenue, 20th Floor
New York, New York 10022
(212) 224-7200
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Sey-Hyo Lee, Esq.
Chadbourne & Parke LLP
30 Rockefeller Plaza
New York, New York 10112
(212) 408-5100

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o – –

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o – –

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o – –

CALCULATION OF REGISTRATION FEE

le of Each Class of Securities to be Registered	**Amount to be Registered**	**Proposed Maximum Offering Price per Security(1)**	**Proposed Maximum Aggregate Offering Price(1)**	**Amount o Registration**
rrants to purchase Common Stock	**21,500,003 Warrants(2)**	**(3)**	**(3)**	**(3)**
nmon Stock, par value $0.0001 per re	**17,000,003 shares(2)**	**$13.16(4)**	**$223,720,039(4)**	**$6,868**
nmon Stock, par value $0.0001 per re	**21,500,003 shares(5)**	**$7.50**	**$161,250,023**	**$4,951**
nmon Stock, par value $0.0001 per re	**45,650,400 shares(6)**	**$7.50**	**$342,378,000**	**$10,511**
l				**$22,330**

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act.

(2) Outstanding securities issued in reliance upon an available exemption from registration under the Securities Act, by reason of Section 4(2) thereof, to persons who are accredited investors , as defined in Regulation D promulgated under the Securities Act.

(3) Pursuant to Rule 457(g) of the Securities Act, no separate registration fee is required with respect to the warrants.

(4) The price per share and aggregate offering price are based on the average of the high and low sales prices of the registrant s common stock on November 29, 2007, as reported on the New York Stock Exchange.

(5) Issuable upon exercise of the warrants being registered hereunder.

(6) Issuable upon exercise of outstanding publicly traded warrants.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion Dated December 6, 2007

GLG Partners, Inc.

Common Stock, par value $0.0001 per share
Warrants to purchase Common Stock

This prospectus relates to the issuance by us of 67,150,403 shares of our common stock, par value $0.0001 per share, of which:

45,650,400 shares are issuable upon the exercise of outstanding warrants originally issued in our initial public offering pursuant to a prospectus dated December 21, 2006; and

21,500,003 shares are issuable upon the exercise of outstanding warrants issued in private placements to our founders and sponsors.

This prospectus also relates to the resale by selling stockholders of up to (1) 17,000,003 shares of our common stock and 17,000,003 warrants underlying outstanding units and an additional 4,500,000 warrants, in each case issued in private placements to our founders and sponsors, and (2) 21,500,003 shares of our common stock issued on exercise by selling stockholders of such privately placed warrants.

Each warrant entitles the holder to purchase one share of our common stock. In order to obtain the shares, the holders of the warrants must pay an exercise price of $7.50 per share. We will receive proceeds from the exercise of the warrants but not from the sale of the underlying common stock.

Each unit consists of one share of our common stock and one warrant. We will not receive any proceeds from the resale of any shares of common stock or warrants sold by selling stockholders.

Our common stock, warrants and units are listed on the New York Stock Exchange and trade under the symbols GLG , GLG WS and GLG.U , respectively. On December 5, 2007, the closing sale prices of the common stock, warrants and units were $13.69 per share, $6.10 per warrant and $19.80 per unit, respectively.

Investing in our securities involves a high degree of risk. See Risk Factors beginning on page 7 of this prospectus for a discussion of information that should be considered before buying shares of our common stock or our warrants.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information that is different.

The information contained in this prospectus is correct as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of shares of our common stock. You should be aware that some of this information may have changed by the time this document is delivered to you.

The date of this prospectus is , 2007.

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EX-24: POWER OF ATTORNEY

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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus summary. Unless the context indicates otherwise, the terms the Company , we , us and our refer to the combined company, which has been renam GLG Partners, Inc., in connection with the acquisition by Freedom Acquisition Holdings, Inc. and its then consolidated subsidiaries (Freedom) of GLG Partners LP and certain of its affiliated entities (collectively, GLG) by means of a reverse acquisition transaction, and its subsidiaries.

Our Company

We are the largest independent alternative asset manager in Europe and the eleventh largest globally, offering our base of long-standing prestigious clients a diverse range of investment products and account management services. Our focus is on preserving clients capital and achieving consistent, superior absolute returns with low volatility and low correlations to both the equity and fixed income markets. Since our inception in 1995, we have built on the roots of our founders in the private wealth management industry to develop into one of the world s largest and most recognized alternative investment managers, while maintaining our tradition of client-focused product development and customer service.

We use a multi-strategy approach across the funds we manage, offering approximately 40 funds across equity, credit, convertible and emerging markets products. We refer to these funds as the GLG Funds. As of September 30, 2007, our gross assets under management, or AUM, (including assets invested from other GLG Funds) were approximately $23.6 billion, up from approximately $3.9 billion as of December 31, 2001, representing a compound annual growth rate, or CAGR, of 37%. As of September 30, 2007, our net AUM (net of assets invested from other GLG Funds) were approximately $20.5 billion, up from approximately $3.9 billion as of December 31, 2001, representing a CAGR of 33%. During the three months ended September 30, 2007, on a dollar-weighted basis, the net returns of the GLG Funds decreased less than 0.5% and managed account inflows and gross fund-based inflows of AUM (net of redemptions) exceeded $1.7 billion.

We derive revenues by charging performance fees based on the performance of the funds and accounts we manage and management and administration fees as a percentage of the AUM of the funds and accounts we manage. Unlike other typical alternative asset managers, we do not hold any ownership interests, investments or carried interests in the GLG Funds, other than a de minimis amount of subscriber and management shares. The subscriber and management shares are for a fixed notional amount and do not have an entitlement to participate in movements in net asset value, nor do they generate any income for us. As a result, we do not receive any income by reason of investment on our own account in the GLG Funds.

In addition, our principals, their related trustees and our key personnel do not have any carried interests in the GLG Funds. However, they have their own direct investments in the GLG Funds. Currently, they have invested, including certain cash proceeds from the sale of GLG, approximately $776 million of additional net AUM in the GLG Funds. Altogether, the former GLG shareowners described below (including our principals, their trustees and our key personnel) invested from their cash proceeds from the sale of GLG and from other funds approximately $877 million of additional net AUM in the GLG Funds.

We have built an experienced and highly-regarded investment management team of 95 investment professionals and supporting staff of 205 personnel, based primarily in London, representing decades of experience in the alternative asset management industry. In addition, we receive dedicated research and administrative services with respect to our U.S.-focused investment strategies from GLG Inc., an independently owned dedicated service provider based in New York with 27 personnel. In June 2007, GLG Partners LP agreed to acquire GLG Inc. subject to certain conditions, including registration by GLG Inc. and GLG Partners LP (to the extent required by applicable law) as investment advisers under the U.S. Investment Advisers Act of 1940. On December 3, 2007, GLG Inc. filed a registration statement under the Investment Advisers Act with the SEC. We have been designated by GLG Partners LP as the purchaser of GLG Inc., and we expect to complete the acquisition of GLG Inc. in 2008.

Our principal executive office is located at 390 Park Avenue, 20th Floor, New York, New York 10022. Our telephone number is (212) 224-7200.

Recent Developments

On November 2, 2007, we completed the acquisition of GLG Partners Limited, GLG Holdings Limited, Mount Granite Limited, Albacrest Corporation, Liberty Peak Ltd., GLG Partners Services Limited, Mount Garnet Limited, Betapoint Corporation, Knox Pines Ltd., GLG Partners Asset Management Limited and GLG Partners (Cayman) Limited (each, an Acquired Company and collectively, the Acquired Companies) pursuant to a Purchase Agreement dated as of June 22, 2007 among us, our wholly owned subsidiaries, FA Sub 1 Limited, FA Sub 2 Limited and FA Sub 3 Limited, Jared Bluestein, as the buyers representative, Noam Gottesman, as the sellers representative, Lehman (Cayman Islands) Ltd, Noam Gottesman, Pierre Lagrange, Emmanuel Roman, Jonathan Green, Leslie J. Schreyer, in his capacity as trustee of the Gottesman GLG Trust, G&S Trustees Limited, in its capacity as trustee of the Lagrange GLG Trust, Jeffrey A. Robins, in his capacity as trustee of the Roman GLG Trust, Abacus (C.I.) Limited, in its capacity as trustee of the Green GLG Trust, Lavender Heights Capital LP, Ogier Fiduciary Services (Cayman) Limited, in its capacity as trustee of the Green Hill Trust, Sage Summit LP and Ogier Fiduciary Services (Cayman) Limited, in its capacity as trustee of the Blue Hill Trust (each, a GLG Shareowner and collectively, the GLG Shareowners). We refer to Messrs. Gottesman, Lagrange and Roman collectively as the Principals, and the trustees of the Gottesman GLG Trust, the Lagrange GLG Trust and the Roman GLG Trust collectively as the Trustees.

Effective upon the consummation of the acquisition, (1) each Acquired Company became a subsidiary of ours, (2) the business and assets of GLG became our only operations and (3) we changed our name from Freedom Acquisition Holdings, Inc. to GLG Partners, Inc.

Because the acquisition was considered a reverse acquisition recapitalization for accounting purposes, the combined historical financial statements of GLG became our historical financial statements.

On October 30, 2007, we and our wholly owned subsidiaries entered into a credit agreement with a syndicate of banks arranged and led by Citigroup Global Markets, Inc. providing our subsidiary FA Sub 3 Limited, subject to customary conditions, with: (i) a 5-year non-amortizing revolving credit facility in a principal amount of up to $40.0 million; and (ii) a 5-year amortizing term loan facility in a principal amount of up to $530.0 million. On November 2, 2007, we borrowed $530.0 million under the term loan facility to finance the purchase price for our acquisition of the Acquired Companies, including purchase price adjustments, to pay transaction costs and to repay existing GLG indebtedness. The remaining $40.0 million under the revolving credit facility was also drawn down in November 2007.

On November 2, 2007, our board of directors approved a warrant and stock repurchase plan authorizing us to repurchase up to a total $100.0 million of warrants and common stock in the open market or in negotiated block purchases over the following six months. As of December 3, 2007, we have repurchased 7,149,600 warrants.

Public Stockholders Warrants

On December 28, 2006, we sold 48,000,000 units in our initial public offering, and on January 24, 2006, the underwriters for our initial public offering purchased an additional 4,800,000 units pursuant to an over-allotment option. Each unit consists of one share of common stock and one warrant. Each warrant entitles the holder to purchase one share of our common stock. In order to obtain the shares, the holders of the warrants must pay an exercise price of $7.50 per share.

The warrants will not be exercisable until December 21, 2007 and will expire on December 28, 2011, unless earlier redeemed. Beginning December 21, 2007, we may redeem the warrants at a price of $0.01 per warrant upon a minimum of 30 days prior written notice of redemption if, and only if, the last sale price of our common stock equals or exceeds $14.25 per share for any 20 trading days within a 30 trading day period ending three business days before we send the notice of redemption.

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Founders Units and Warrants

Prior to our initial public offering, we issued an aggregate of 12,000,003 units, each consisting of one warrant and one share of our common stock, to our sponsors, Berggruen Holdings North America Ltd. and Marlin Equities II, LLC, and independent directors, whom we refer to collectively as our founders, in a private placement. The founders warrants are substantially similar to the public stockholders warrants, except that the founders warrants:

- will become exercisable if and when the last sales price of our common stock exceeds $14.25 per share for any 20 trading days within a 30-trading day period beginning January 31, 2008; and

- are non-redeemable so long as they are held by the founders or their permitted transferees.

The founders units, shares and warrants (1) held by our founders are subject to certain restrictions on transfer pursuant to the terms of letter agreements between each of the founders and Citigroup Global Market, Inc., as sole book running manager of our initial public offering, and (2) held by our sponsors are subject to certain restriction on transfer pursuant to the terms of the founders agreement entered into among Noam Gottesmann, as Sellers Representative, the Principals, the Trustees and our sponsors, each of which provides that subject to certain exceptions, these units and the underlying shares and warrants may not be transferred until November 2, 2008.

Sponsors Warrants and Co-Investment Units and Warrants

In connection with our initial public offering, we issued 4,500,000 warrants to purchase common stock to our sponsors in a private placement. In addition, immediately prior to the consummation of our acquisition of GLG, we issued 5,000,000 units, each consisting of one warrant and one share of common stock, as part of the co-investment by our sponsors and certain affiliated persons, including Ian Ashken and Martin Franklin, directors of ours, of $50.0 million in a private placement. The sponsors warrants and the co-investment warrants have terms and provisions that are substantially similar to the public stockholders warrants, except that these warrants (including the common stock to be issued upon exercise of these warrants) are not transferable or salable by their holders or their permitted warrant transferees until November 2, 2008, except to permitted warrant transferees.

The sponsors warrants are non-redeemable so long as the sponsors or their permitted warrant transferees hold such warrants, while the co-investment warrants are subject to the same redemption provisions as those to which the public stockholders warrants are subject. Our sponsors have agreed to exercise the sponsor warrants at the written demand of Mr. Gottesman, as the GLG Shareowners representative, any time after the redemption of the public warrants and amendment to such sponsor warrants permitting a cashless exercise. The sponsors warrants and the co-investment units, shares and warrants held by our founders and sponsors are also subject to the same restrictions on transfer applicable to the founders units, shares and warrants pursuant to letter agreements and the founders agreement described above under Founders Units and Warrants .

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THE OFFERING

Shares Offered by the Company	67,150,403 shares of common stock, par value $0.0001 per share, of which: 45,650,400 shares are issuable upon exercise of outstanding warrants issued in connection with the Company s initial public offering on December 21, 2006; and 21,500,003 shares are issuable upon the exercise of outstanding warrants issued in private placements to our founders and sponsors.
Shares and/or Warrants Offered by Selling Stockholders	17,000,003 shares of our common stock and warrants underlying units issued in private placements to our founders and sponsors, whom we refer to collectively as the selling stockholders, and the shares of our common stock issuable upon exercise of such warrants
Additional Warrants Offered by Selling Stockholders	4,500,000 warrants issued in private placements to the selling stockholders, and the shares of our common stock issuable upon exercise of such warrants
Warrant Exercise Price	$7.50 per share
Common Stock Outstanding as of November 30, 2007	240,894,910 shares*
Common Stock to be Outstanding Assuming Exercise of All of the Warrants	308,045,313 shares*
Use of Proceeds	The Company will receive up to an aggregate of approximately $503,628,023 from the exercise of the warrants, if they are exercised in full. The Company expects that any net proceeds from the exercise of the warrants will be used to fund additional repurchases of warrants and shares of common stock, for general corporate purposes and to fund working capital. The selling stockholders will receive all of the proceeds from the sale of any shares of common stock and/or warrants sold by them pursuant to this prospectus. We will not receive any proceeds from these sales.
NYSE Trading Symbols:	
Common Stock	GLG
Warrants	GLG WS
Units	GLG.U

* Does not include 58,904,993 shares of our common stock issuable in exchange for 58,904,993 exchangeable Class B ordinary shares of FA Sub 2 Limited and 58,904,993 associated shares of Series A voting preferred stock of the Company beneficially owned by Noam Gottesman and the Trustee of the Gottesman GLG Trust, which may be exchanged by the holder thereof at any time and from time to time.

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SUMMARY COMBINED HISTORICAL FINANCIAL INFORMATION OF GLG

Because the acquisition was considered a reverse acquisition recapitalization for accounting purposes, the combined historical financial statements of GLG became our historical financial statements. The summary combined historical financial information of GLG as of and for the nine months ended September 30, 2007 and for the nine months ended September 30, 2006 was derived from unaudited condensed combined financial statements of GLG included in this prospectus. The summary combined historical financial information of GLG as of and for the years ended December 31, 2006, 2005 and 2004 was derived from combined financial statements of GLG audited by Ernst & Young LLP, independent registered public accounting firm, included in this prospectus. The summary combined historical financial information of GLG as of September 30, 2006 and as of and for the years ended December 31, 2003 and 2002 was derived from unaudited combined financial statements of GLG not included in this prospectus. This information should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements of GLG and the notes thereto included in this prospectus.

	Years Ended December 31,					Nine Months Ended September 30,	
	2002	**2003**	**2004**	**2005**	**2006**	**2006**	**2007**
	(Unaudited)		**(US dollars in thousands)**			**(Unaudited)**	
Combined Statement of Operations Data:							
Net revenues and other income:							
Management fees, net	$ 30,108	$ 65,259	$ 138,988	$ 137,958	$ 186,273	$ 129,981	$ 198,892
Performance fees, net	31,288	206,685	178,024	279,405	394,740	177,047	343,835
Administration fees, net				311	34,814	25,050	42,986
Transaction charges	80,613	115,945	191,585	184,252			
Other	626	6,497	6,110	1,476	5,039	1,883	7,875
Total net revenues and other income	142,635	394,386	514,707	603,402	620,866	333,961	593,588
Expenses:							
Employee compensation and benefits	(88,994)	(158,789)	(196,784)	(345,918)	(168,386)	(118,194)	(110,526)
General, administrative and other	(22,052)	(23,005)	(42,002)	(64,032)	(68,404)	(43,721)	(79,634)
Total expenses	(111,046)	(181,794)	(238,786)	(409,950)	(236,790)	(161,915)	(190,160)
Income from operations	31,589	212,592	275,921	193,452	384,076	172,046	403,428

Interest income, net	882	709	519	2,795	4,657	3,603	4,694
Income before income taxes	32,471	213,301	276,440	196,247	388,733	175,649	408,122
Income taxes	(8,456)	(49,966)	(48,372)	(25,345)	(29,225)	(14,803)	(33,020)
Net income	$ 24,015	$ 163,335	$ 228,068	$ 170,902	$ 359,508	$ 160,846	$ 375,102
Distributions to Principals and Trustees	$ (33,895)	$ (70,825)	$ (222,074)	$ (106,531)	$ (165,705)	$ (148,533)	$ (254,331)
Distributions to non-controlling interest holders					(14,656)	$ (6,718)	$ (215,744)

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	As of December 31,					As of September 30,	
	2002	2003	2004	2005	2006	2006	2007
	(Unaudited)		(US dollars in thousands)			(Unaudited)	
Combined Balance Sheet Data:		&nb					