

INTERNATIONAL WIRE GROUP INC
Form SC 13G
March 04, 2008

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

SCHEDULE 13G

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

International Wire Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

460933104

(CUSIP Number)

December 31, 2007

(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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CUSIP No. 460933104

1. Names of Reporting Persons
Blackport Capital Fund Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
498,999 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
498,999 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
498,999
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.0%
12. Type of Reporting Person (See Instructions)
OO

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CUSIP No. 460933104

1. Names of Reporting Persons
Blackstone Distressed Securities Advisors LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
498,999 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
498,999 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
498,999
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.0%
12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 460933104

1. Names of Reporting Persons
Blackstone DD Advisors L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
498,999 |
| | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
498,999 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
498,999
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.0%
12. Type of Reporting Person (See Instructions)
OO

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CUSIP No. 460933104

1. Names of Reporting Persons
Peter G. Peterson
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
0
6. Shared Voting Power
498,999
7. Sole Dispositive Power
0
8. Shared Dispositive Power
498,999
9. Aggregate Amount Beneficially Owned by Each Reporting Person
498,999
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 460933104

1. Names of Reporting Persons
Stephen A. Schwarzman
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
0
6. Shared Voting Power
498,999
7. Sole Dispositive Power
0
8. Shared Dispositive Power
498,999
9. Aggregate Amount Beneficially Owned by Each Reporting Person
498,999
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Explanatory Note:

In the third quarter of 2007, the number of outstanding Shares (as defined below) decreased as a result of a repurchase by the Issuer (as defined below). Prior to this repurchase, the Reporting Persons (as defined below) beneficially owned less than 5.0% of the outstanding Shares of the Issuer.

Item 1.

- (a) Name of Issuer
International Wire Group, Inc. (the Issuer).
- (b) Address of Issuer's Principal Executive Offices
The Issuer's principal executive offices are located at 12 Masonic Avenue, Camden, NY 13316.

Item 2.

- (a) Name of Person Filing
- This Schedule 13G is filed by:
- (i) Blackport Capital Fund Ltd.;
 - (ii) Blackstone Distressed Securities Advisors LP;
 - (iii) Blackstone DD Advisors L.L.C.;
 - (iv) Peter G. Peterson; and
 - (v) Stephen A. Schwarzman (collectively, the Reporting Persons).
- This statement relates to the Shares (as defined below) held by Blackport Capital Fund Ltd., a Cayman Islands limited company (the Fund). Blackstone Distressed Securities Advisors LP serves as the investment advisor to the Fund. Blackstone DD Advisors L.L.C. is the general partner of Blackstone Distressed Securities Advisors LP. Mr. Peterson and Mr. Schwarzman are founding members of Blackstone DD Advisors L.L.C.
- (b) Address of Principal Business Office or, if none, Residence
- The principal office and business address of each of the Reporting Persons is:
- 345 Park Avenue
New York, NY 10154
- (c) Citizenship
- Blackport Capital Fund Ltd. is organized under the laws of the Cayman Islands. Each of Blackstone Distressed Securities Advisors LP and Blackstone DD Advisors L.L.C. is organized under the laws of the State of Delaware. Each of Mr. Peterson and Mr. Schwarzman is a citizen of the United States.
- (d) Title of Class of Securities
- Common Stock, par value \$0.01 per share (the Shares)
- (e) CUSIP Number
- 460933104

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not Applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2007, each of the Reporting Persons may be deemed to be the beneficial owner of the aggregate 498,999 Shares held by the Fund.

(b) Percent of class:

Based on the Issuer having 9,951,002 Shares outstanding (the number of Shares outstanding as of October 31, 2007 reported by the Issuer in its most recent Quarterly Report on Form 10-Q), as of December 31, 2007, each of the Reporting Persons may be deemed to be the beneficial owner of approximately 5.0% of the total number of Shares outstanding.

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

Blackport Capital Fund Ltd.

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 498,999 |
| (ii) | Shared power to vote or to direct the vote |
| | 0 |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 498,999 |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 0 |

Blackstone Distressed Securities Advisors LP

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 498,999 |
| (ii) | Shared power to vote or to direct the vote |
| | 0 |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 498,999 |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 0 |

Blackstone DD Advisors L.L.C.

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 498,999 |
| (ii) | Shared power to vote or to direct the vote |
| | 0 |
| (iii) | Sole power to dispose or to direct the disposition of |

(iv)	498,999
	Shared power to dispose or to direct the disposition of
	0

8

Mr. Peter G. Peterson

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 0 |
| (ii) | Shared power to vote or to direct the vote |
| | 498,999 |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 0 |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 498,999 |

Mr. Stephen A. Schwarzman

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 0 |
| (ii) | Shared power to vote or to direct the vote |
| | 498,999 |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 0 |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 498,999 |

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 .

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 or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

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: March 4, 2008

BLACKPORT CAPITAL FUND LTD.

By: /s/ Garrett Goldberg
Name: Garrett Goldberg
Title: Vice President, Finance

BLACKSTONE DISTRESSED SECURITIES
ADVISORS LP

By: /s/ Garrett Goldberg
Name: Garrett Goldberg
Title: Vice President, Finance

BLACKSTONE DD ADVISORS L.L.C.

By: /s/ Stephen A. Schwarzman
Name: Stephen A. Schwarzman
Title: Founding Member

/s/ Stephen A. Schwarzman
Name: Stephen A. Schwarzman

/s/ Peter G. Peterson
Name: Peter G. Peterson

EXHIBIT LIST

	Page No.
A. Joint Filing Agreement, dated as of March 4, 2008, among Blackport Capital Fund Ltd., Blackstone Distressed Securities Advisors LP, Blackstone DD Advisors L.L.C., Mr. Stephen A. Schwarzman and Mr. Peter G. Peterson.	11

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each them the Statement on Schedule 13G (including any amendments thereto) with respect to the Common Stock of International Wire Group, Inc. The undersigned further consent and agree to the inclusion of this Joint Filing Agreement (the Agreement) as an Exhibit to such Schedule 13G. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 4th day of March, 2008.

BLACKPORT CAPITAL FUND LTD.

By: /s/ Garrett Goldberg
Name: Garrett Goldberg
Title: Vice President, Finance

BLACKSTONE DISTRESSED SECURITIES
ADVISORS LP

By: /s/ Garrett Goldberg
Name: Garrett Goldberg
Title: Vice President, Finance

BLACKSTONE DD ADVISORS L.L.C.

By: /s/ Stephen A. Schwarzman
Name: Stephen A. Schwarzman
Title: Founding Member

/s/ Stephen A. Schwarzman
Name: Stephen A. Schwarzman

/s/ Peter G. Peterson
Name: Peter G. Peterson

