

Edgar Filing: BEKEM METALS INC - Form SC 13D

BEKEM METALS INC  
Form SC 13D  
July 10, 2006

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

SCHEDULE 13D\*  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO 13D-2(A)

(AMENDMENT NO. \_\_\_\_\_) (1)

BEKEM METALS, INC.  
-----

(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE PER SHARE  
-----

(Title of Class of Securities)

077264109  
-----

(CUSIP NUMBER)

Victoria Parry  
Senior Legal Counsel  
GLG Partners LP  
One Curzon Street  
London W1J 5HB  
-----

(Name, address and telephone number of person  
authorized to receive notices and communications)

June 30, 2006  
-----

(Date of event which requires filing of this statement))

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 12 Pages)

-----  
(1) 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

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Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----

(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)  
GLG Emerging Markets Fund

-----

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

(a)  [X]  
(b)  [ ]

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS \*\*  
WC

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

-----

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\*  [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
26.1%

-----

(14) TYPE OF REPORTING PERSON \*\*

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PN

-----  
\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)  
GLG Partners LP  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a)  [X]  
(b)  [ ]  
-----  
(3) SEC USE ONLY  
-----  
(4) SOURCE OF FUNDS \*\*  
OO  
-----  
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]  
-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
England  
-----  
NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-  
-----  
BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock  
-----  
EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----  
PERSON WITH (10) SHARED DISPOSITIVE POWER  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock  
-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock  
-----  
(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----  
(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
26.1%

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(14) TYPE OF REPORTING PERSON \*\*  
PN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)  
GLG Partners Limited

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

(a)  [X]

(b)  [ ]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS \*\*  
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
England

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\*

[ ]

(13) PERCENT OF CLASS REPRESENTED

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BY AMOUNT IN ROW (11)  
26.1%

(14) TYPE OF REPORTING PERSON \*\*  
OO

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(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Noam Gottesman

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

(3) SEC USE ONLY

(4) SOURCE OF FUNDS \*\*  
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]

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(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
26.1%

(14) TYPE OF REPORTING PERSON \*\*  
IN

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(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Pierre Lagrange

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

(3) SEC USE ONLY

(4) SOURCE OF FUNDS \*\*  
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Belgium

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

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(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
26.1%

(14) TYPE OF REPORTING PERSON \*\*  
IN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Emmanuel Roman

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

(3) SEC USE ONLY

(4) SOURCE OF FUNDS \*\*  
OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER  
21,000,000 shares of Common Stock  
Warrants to purchase 7,000,000 shares of Common Stock

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
21,000,000 shares of Common Stock

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Warrants to purchase 7,000,000 shares of Common Stock

- 
- (12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]
- 
- (13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
26.1%
- 
- (14) TYPE OF REPORTING PERSON \*\*  
IN
- 

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

This statement relates to the Common Stock, par value \$.001 per share of Bekem Metals, Inc., a Utah corporation (the "Company"). The Company's principal executive offices are located at 170 Tchaikovsky Street, 4th Floor, Almaty, Kazakhstan.

Item 2. Identity and Background.

(a) This statement is filed by:

- (i) GLG Emerging Markets Fund;
- (ii) GLG Partners LP;
- (iii) GLG Partners Limited;
- (iv) Noam Gottesman;
- (v) Pierre Lagrange; and
- (vi) Emmanuel Roman.

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.

- (b) The address of the principal business and principal office of the Reporting Persons is 1 Curzon Street, London W1J 5HB, England.
- (c) The principal business of the Reporting Persons is the management of investment funds and activities related thereto.
- (d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was, or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. Federal or State securities laws or finding any violation with



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respect to such laws.

- (f) GLG Emerging Markets Fund is a Cayman Islands company. GLG Partners LP is a limited partnership formed under the laws of England and Wales. GLG Partners Limited is a limited company formed under the laws of England and Wales. Noam Gottesman is a citizen of the United States. Pierre Lagrange is a citizen of Belgium. Emmanuel Roman is a citizen of France.

### Item 3. Source and Amount of Funds and Other Consideration.

The Common Stock reported herein was acquired with working capital at an aggregate cost (including commissions, if any) of approximately \$24,360,000. The Warrants to purchase Common Stock reported herein were acquired with working capital at an aggregate cost (including commissions, if any) of approximately \$140,000.

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### Item 4. Purpose of the Transaction.

The purpose of the acquisition of the reported securities was for investment, and such acquisition was made in the ordinary course of business and was not made for the purpose of acquiring control of the Company. Although the acquisition of the reported securities was for investment purposes, the Reporting Persons may pursue discussions with management in an effort to maximize long-term value for shareholders. Each of the Reporting Persons may make further purchases of securities of the Company from time to time and may dispose of any or all of the securities of the Company held by him or it at any time. None of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (b) through (j), inclusive, of Item 4 of the Schedule 13D. Each of the Reporting Persons may, at any time and from time to time, review or reconsider his or its position and formulate plans or proposals with respect thereto, but has no present intention of doing so.

### Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, each of the reporting persons may be deemed to beneficially own 28,000,000 shares of Common Stock by virtue of (i) 21,000,000 shares of Common Stock held by GLG Emerging Markets Fund and (ii) Warrants to purchase 7,000,000 shares of Common Stock held by GLG Emerging Markets Fund. The Company's annual report on Form 10-QSB that was filed on May 19, 2006, indicates there were 100,088,888 shares of Common Stock outstanding as of May 15, 2006. Therefore, the Reporting Persons may be deemed to beneficially own 26.1% of the outstanding shares of Common Stock of the Company.

(b) As of the date hereof, each of the Reporting Persons may be deemed to have the sole power to vote or direct the vote of none of the securities referred to in paragraph (a). As of the date hereof, each of the Reporting Persons may be deemed to have the shared power to vote or direct the vote of all of the voting securities referred to in paragraph (a). As of the date hereof, each of the Reporting Persons may be deemed to have the sole power to dispose or direct the disposition of none of the securities referred to in paragraph (a). As of the date hereof, each of the Reporting Persons may be deemed to have the

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shared power to dispose or direct the disposition of all of the securities referred to in paragraph (a).

(c) The June 30, 2006 purchase by GLG Emerging Markets Fund of (i) 21,000,000 shares of Common Stock (at \$1.16 per share) and (ii) Warrants to purchase 7,000,000 shares of Common Stock (at \$0.02 per Warrant) is the only transaction entered into with respect to the Common Stock within the past sixty days by the Reporting Persons. The Common Stock and Warrants were acquired together by the Reporting Persons in a private placement transaction.

(d) not applicable.

(e) not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Other than the Joint Acquisition Statement attached as Exhibit 1 hereto, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof and between such persons and any person (other than the Company) with respect to any securities of the Company.

Item 7. Materials to be Filed as Exhibits.

There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

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.

DATED: July 10, 2006

GLG EMERGING MARKETS FUND  
By: GLG Partners LP,  
as its Investment Manager  
By: GLG Partners Limited,  
as its General Partner

GLG PARTNERS LP  
By: GLG Partners Limited,  
as its General Partner

/s/ Noam Gottesman  
-----  
Name: Noam Gottesman  
Title: Managing Director

/s/ Noam Gottesman  
-----  
Name: Noam Gottesman  
Title: Managing Director

/s/ Victoria Parry  
-----

/s/ Victoria Parry  
-----

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Name: Victoria Parry  
Title: Senior Legal Counsel

Name: Victoria Parry  
Title: Senior Legal Counsel

GLG PARTNERS LIMITED

NOAM GOTTESMAN

/s/ Noam Gottesman  
-----

/s/ Noam Gottesman  
-----

Name: Noam Gottesman  
Title: Managing Director

/s/ Victoria Parry  
-----

Name: Victoria Parry  
Title: Senior Legal Counsel

CUSIP No. 077264109

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PIERRE LAGRANGE

/s/ Pierre Lagrange  
-----

EMMANUEL ROMAN

/s/ Emmanuel Roman  
-----

CUSIP No. 077264109

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EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13D-1(k)1

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: July 10, 2006

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GLG EMERGING MARKETS FUND

By: GLG Partners LP,  
as its Investment Manager  
By: GLG Partners Limited,  
as its General Partner

GLG PARTNERS LP  
By: GLG Partners Limited,  
as its General Partner

/s/ Noam Gottesman  
-----

Name: Noam Gottesman  
Title: Managing Director

/s/ Noam Gottesman  
-----

Name: Noam Gottesman  
Title: Managing Director

/s/ Victoria Parry  
-----

Name: Victoria Parry  
Title: Senior Legal Counsel

/s/ Victoria Parry  
-----

Name: Victoria Parry  
Title: Senior Legal Counsel

GLG PARTNERS LIMITED

NOAM GOTTESMAN

/s/ Noam Gottesman  
-----

Name: Noam Gottesman  
Title: Managing Director

/s/ Noam Gottesman  
-----

/s/ Victoria Parry  
-----

Name: Victoria Parry  
Title: Senior Legal Counsel

PIERRE LAGRANGE

/s/ Pierre Lagrange  
-----

EMMANUEL ROMAN

/s/ Emmanuel Roman  
-----