

CEDAR FAIR L P
Form 4
December 01, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Amalgamated Gadget, L.P.

(Last) (First) (Middle)

301 COMMERCE STREET, SUITE 3200

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CEDAR FAIR L P [FUN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | 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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------|------------------------------|------------------|--------------------|--|------|---|-----|-----|------------------|-----------------|--|----------------------------|
| Equity Swap ⁽¹⁾ | \$ 11.26 | 11/29/2011 | J/K ⁽²⁾ | 1 | | | | | 01/20/2010 | 07/09/2012 | Units Representing Limited Partner Interests | 31,400 |
| Equity Swap ⁽¹⁾ | \$ 11.93 | 11/29/2011 | J/K ⁽³⁾ | 1 | | | | | 01/20/2010 | 07/09/2012 | Units Representing Limited Partner Interests | 228,600 |
| Equity Swap ⁽¹⁾ | \$ 11.97 | 11/29/2011 | J/K ⁽⁴⁾ | 1 | | | | | 01/20/2010 | 07/09/2012 | Units Representing Limited Partner Interests | 40,000 |
| Equity Swap ⁽¹⁾ | \$ 11.97 | 11/30/2011 | J/K ⁽⁵⁾ | 1 | | | | | 01/20/2010 | 07/09/2012 | Units Representing Limited Partner Interests | 250,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Amalgamated Gadget, L.P. 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102 | | X | | |
| Scepter Holdings, Inc. 301 COMMERCE STREET SUITE 3200 FORT WORTH, TX 76102 | | X | | |
| RAYNOR GEOFFREY 301 COMMERCE STREET SUITE 3200 | | X | | |

FORT WORTH, TX 76102

Signatures

| | |
|---|------------|
| Brandon Teague, Director of Trading for Scepter Holdings, Inc., general partner of Amalgamated Gadget, L.P. | 12/01/2011 |
| __Signature of Reporting Person | Date |
| Brandon Teague, Director of Trading for Scepter Holdings, Inc. | 12/01/2011 |
| __Signature of Reporting Person | Date |
| Brandon Teague, Attorney-in-Fact for Geoffrey P. Raynor | 12/01/2011 |
| __Signature of Reporting Person | Date |

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).
- The equity swap transactions referenced herein were entered into by Amalgamated Gadget, L.P. ("Amalgamated") for and on behalf of
- (1) R2 Investments, LDC. Scepter Holdings, Inc. ("Scepter") is the general partner of Amalgamated and Geoffrey P. Raynor is the sole shareholder of Scepter.
 - (2) On November 29, 2011, Amalgamated terminated a previously executed cash settled total return equity swap transaction with a securities broker at a price of \$22.18 less \$11.26, regarding 31,400 Units of the Issuer. This termination will be settled in cash.
 - (3) On November 29, 2011, Amalgamated terminated a previously executed cash settled total return equity swap transaction with a securities broker at a price of \$22.18 less \$11.93, regarding 228,600 Units of the Issuer. This termination will be settled in cash.
 - (4) On November 29, 2011, Amalgamated partially terminated a previously executed cash settled total return equity swap transaction with a securities broker at a price of \$22.18 less \$11.97, regarding 40,000 Units of the Issuer. This termination will be settled in cash.
 - (5) On November 30, 2011, Amalgamated terminated a previously executed cash settled total return equity swap transaction with a securities broker at a price of \$22.18 less \$11.97, regarding 250,900 Units of the Issuer. This termination will be settled in cash.

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.