

MAGELLAN HEALTH SERVICES INC  
Form SC 13D/A  
July 06, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 1)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE  
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)\***

**MAGELLAN HEALTH SERVICES, INC.**

(Name of Issuer)

Ordinary Common Stock, \$0.01 Par Value

(Title of Class of Securities)

559079207

(CUSIP Number)

David K. Robbins, Esq.

Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form SC 13D/A

Bingham McCutchen LLP

355 South Grand Avenue, 44<sup>th</sup> Floor

Los Angeles, CA 90071

(213) 680-6400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 1, 2009

(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(b) for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page. The information required on 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*).

**SCHEDULE 13D**

CUSIP No. 559079207

1 NAME OF REPORTING PERSONS

**Shamrock Activist Value Fund, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**WC**

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

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 **1,285,144 Ordinary Common Shares\***

SOLE DISPOSITIVE POWER

PERSON

WITH

10 0 SHARED DISPOSITIVE POWER

**1,285,144 Ordinary Common Shares\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,285,144 Ordinary Common Shares\***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

**3.64%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**PN**

\* See Item 5 hereof

**SCHEDULE 13D**

CUSIP No. 559079207

1 NAME OF REPORTING PERSONS

**Shamrock Activist Value Fund IV, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**WC**

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

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 **410,542 Common Shares\***

SOLE DISPOSITIVE POWER

PERSON

WITH

0  
10 SHARED DISPOSITIVE POWER

**410,542 Common Shares\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**410,542 Common Shares\***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

**1.16%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**PN**

\* See Item 5 hereof.

**SCHEDULE 13D**

CUSIP No. 559079207

1 NAME OF REPORTING PERSONS

**Stanley P. Gold**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**Not Applicable**

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

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0\***

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0\***

9 SOLE DISPOSITIVE POWER

PERSON

WITH

**0\***  
10 SHARED DISPOSITIVE POWER

Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form SC 13D/A

**0\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0\***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

**0%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**00**

\* See Item 5 hereof



**SCHEDULE 13D**

CUSIP No. 559079207

1 NAME OF REPORTING PERSONS

**Dennis A. Johnson**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**Not Applicable**

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

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0\***

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0\***

9 SOLE DISPOSITIVE POWER

PERSON

WITH

**0\***  
10 SHARED DISPOSITIVE POWER

Edgar Filing: MAGELLAN HEALTH SERVICES INC - Form SC 13D/A

**0\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0\***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

**0%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**00**

\* See Item 5 hereof

**SCHEDULE 13D**

CUSIP No. 559079207

1 NAME OF REPORTING PERSONS

**Shamrock Activist Value Fund GP, L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**Not Applicable**

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

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 9 **1,695,686 Ordinary Common Shares\***

PERSON

WITH

10 0 SHARED DISPOSITIVE POWER

**1,695,686 Ordinary Common Shares\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,695,686 Ordinary Common Shares\***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

**4.8%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**OO**

\* See Item 5 hereof

**SCHEDULE 13D**

CUSIP No. 559079207

1 NAME OF REPORTING PERSONS

**Shamrock Partners Activist Value Fund, L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**Not Applicable**

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

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **1,695,686 Ordinary Common Shares\***

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **0**  
9 SOLE DISPOSITIVE POWER

PERSON

WITH **1,695,686 Ordinary Common Shares\***  
10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,695,686 Ordinary Common Shares\***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

**4.8%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**OO**

\* See Item 5 hereof

## INTRODUCTION

This statement amends the Schedule 13D, dated November 28, 2008 (the **Original Schedule 13D**), filed by Shamrock Activist Value Fund, L.P., a Delaware limited partnership, Shamrock Activist Value Fund II, L.P., a Virginia limited partnership (**SAVF II**), Shamrock Activist Value Fund III, L.P., a Delaware limited partnership (**SAVF III**), Shamrock Activist Value Fund GP, L.L.C., a Delaware limited liability company, Shamrock Partners Activist Value Fund, L.L.C., a Delaware limited liability company, Stanley P. Gold, an individual, and Dennis A. Johnson, an individual, with respect to the Ordinary Common Stock, \$0.01 par value per share (**Ordinary Common Shares**), of Magellan Health Services, Inc., a Delaware corporation (the **Company**). Capitalized terms used and not defined in this Amendment No. 1 shall have the meanings set forth in the Original Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Original Schedule 13D.

### 1. ITEM 2 OF THE ORIGINAL SCHEDULE 13D IS HEREBY AMENDED AND RESTATED IN ITS ENTIRETY AS FOLLOWS:

#### ITEM 2. **Identity and Background.**

(a)-(c), (f). The Reporting Persons are: (i) Shamrock Activist Value Fund, L.P., a Delaware limited partnership (**SAVF**), (ii) Shamrock Activist Value Fund IV, L.P., a Delaware limited partnership (**SAVF IV**), (iii) Stanley P. Gold, an individual (**Mr. Gold**), (iv) Dennis A. Johnson, an individual (**Mr. Johnson**), (v) Shamrock Activist Value Fund GP, L.L.C., a Delaware limited liability company and the general partner of SAVF and SAVF IV (the **General Partner**), and (vi) Shamrock Partners Activist Value Fund, L.L.C., a Delaware limited liability company and the managing member of the General Partner (**Shamrock Partners**, and together with SAVF, SAVF IV, Mr. Gold, Mr. Johnson and the General Partner, the **Reporting Persons**). On July 2, 2009, SAVF II and SAVF III were dissolved.

The principal business of SAVF and SAVF IV (collectively referred to herein as the **Shamrock Activist Value Fund**) is investing in the securities of publicly traded small and micro-cap companies in the United States. The principal business of the General Partner is acting as general partner of the Shamrock Activist Value Fund, and the principal business of Shamrock Partners is acting as the managing member of the General Partner.

The managing members of Shamrock Partners are Shamrock Holdings of California, Inc., a California corporation (**SHOC**), and Mr. Gold, who also is the President of SHOC. All of the capital stock of SHOC is owned by Shamrock Holdings, Inc., a Delaware corporation (**SHI**). SHOC and SHI, together with their subsidiary entities, are holding companies engaged in the making, holding and disposing of investments in various industries, principally in the United States and Israel.

The Roy E. Disney Trust and the Patricia A. Disney Trust each own approximately 2.26% of the common stock of SHI. Roy Patrick Disney, Susan Disney Lord, Abigail Edna Disney and Timothy J. Disney own an aggregate of approximately 45.4% of the common stock of SHI. In addition, Stanley P. Gold is the sole trustee of four trusts established for the benefit of Roy Patrick Disney, Susan Disney Lord, Abigail Edna Disney and Timothy J. Disney, which hold an aggregate of approximately 50% of SHI common stock. Mr. Gold is also the trustee of the Patricia Disney Trust.

The principal executive offices of the Shamrock Activist Value Fund, the General Partner, Shamrock Partners, SHOC and SHI are located at 4444 W. Lakeside Drive, Burbank, California 91505.

The business address of each of the persons listed below is 4444 W. Lakeside Drive, Burbank, California 91505. The names and principal occupations or employments of the directors, executive officers and controlling persons of the Shamrock Activist Value Fund, the General Partner, Shamrock Partners, SHOC and SHI are as follows:

| <b>Name</b>        | <b>Principal Occupation Or Employment</b>  |
|--------------------|--|
| Roy E. Disney      | Chairman of the Board of Directors of SHI and SHOC. Chairman of the Board of Directors of Shamrock Capital Advisors, Inc., a Delaware corporation ( <b>SCA</b> ) (a subsidiary of SHOC that provides management and consulting services, principally to SHOC and investment partnerships organized by SHOC, including businesses in which such partnerships invest). The principal executive office of SCA is 4444 W. Lakeside Drive, Burbank, CA 91505. |
| Abigail E. Disney  | Vice Chairman of the Board of Directors of SHI and Executive Vice President of SHOC; investor.   |
| Roy Patrick Disney | Director of SHI; investor.   |
| Susan Disney Lord  | Director of SHI; investor.   |
| Timothy J. Disney  | Director of SHI; investor.   |
| Stanley P. Gold    | Director and President of SHI and SHOC. Director, President and Managing Director of SCA. Managing Member and President of Shamrock Partners.  |
| Dennis A. Johnson  | Managing Director of SCA; Vice President of Shamrock Partners; Portfolio Manager of the Shamrock Activist Value Fund.  |



Eugene I. Krieger Vice Chairman of the Board of Directors and Chief Operating Officer of SHI. Vice Chairman of the Board of Directors of SCA. Vice President of SHOC and Shamrock Partners.

Robert G. Moskowitz Executive Vice President of SHI and SHOC; Managing Director of SCA.

Gregory S. Martin Chief Financial Officer and Treasurer of SHOC, SHI, SCA and Shamrock Partners.

All of the persons listed above are citizens and residents of the United States.

(d)-(e) During the last five years, none of the Reporting Persons or, to the Reporting Persons' best knowledge, any of their directors, executive officers or controlling persons, as the case may be, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**2. ITEM 3 OF THE ORIGINAL SCHEDULE 13D IS HEREBY AMENDED AND SUPPLEMENTED WITH THE FOLLOWING:**

**ITEM 3. Source and Amount of Funds or Other Consideration.**

The total amount of funds used by SAVF to purchase the 399,506 Ordinary Common Shares reported herein was \$12,021,882 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF.

The total amount of funds used by SAVF II to purchase the 247 Ordinary Common Shares reported herein was \$7,433 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF II.

The total amount of funds used by SAVF III to purchase the 247 Ordinary Common Shares reported herein was \$7,433 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF III.

The total amount of funds used by SAVF IV to purchase the 410,542 Ordinary Common Shares reported herein and as further described below in Item 4 below, was \$13,209,599. All of such funds were derived from capital contributions to SAVF IV.

**3. ITEM 4 OF THE ORIGINAL SCHEDULE 13D IS HEREBY AMENDED AND SUPPLEMENTED WITH THE FOLLOWING:**

**ITEM 4. Purpose of Transaction.**

In connection with the formation of SAVF IV and the commencement of its investment activities, and the restructuring of the investment portfolio of SAVF in connection with the withdrawal of a limited partner from SAVF, on July 1, 2009 SAVF transferred 410,542 Ordinary Common Shares to SAVF IV at a price equal to \$32.1760 per Common Share (the **SAVF Transfer**), which reflected the average of the midpoints between the bid price and the ask price of the Ordinary Common Shares on the Nasdaq Stock Market at the close of business on each of the five trading days immediately preceding July 1, 2009. The SAVF Transfer was effected through a private transaction.

On July 2, 2009, SAVF II and SAVF III were dissolved, and the 1,151 Ordinary Common Shares owned by SAVF II and the 1,158 Ordinary Common Shares owned by SAVF III were contributed to SAVF as a capital contribution.

Except as stated in response to this Item 4, the Reporting Persons have no current plans or proposals with respect to the Company or its securities of the types enumerated in paragraphs (a) through (j) of this Item 4 to the form Schedule 13D promulgated under the Act.

**4. ITEM 5 OF THE ORIGINAL SCHEDULE 13D IS HEREBY AMENDED AND RESTATED IN ITS ENTIRETY AS FOLLOWS:**

**ITEM 5. Interests in Securities of the Issuer.**

(a), (b) SAVF and SAVF IV are controlled by the General Partner. As a result, each of SAVF and SAVF IV may be deemed members of a group and may be deemed to beneficially own for purposes of Section 13(d) the Ordinary Common Shares beneficially owned for such purposes by the others. Each of SAVF and SAVF IV disclaims beneficial ownership of any Ordinary Common Shares owned by the others.

As a result of the SAVF Transfer and the contributions made in connection with the dissolutions of SAVF II and SAVF III, (i) SAVF is the owner of 1,285,144 Ordinary Common Shares, which represents approximately 3.64% of the issued and outstanding Ordinary Common Shares and (ii) SAVF IV is the owner of 410,542 Ordinary Common Shares, which represents approximately 1.16% of the issued and outstanding Ordinary Common Shares. Accordingly, the Shamrock Activist Value Fund collectively owns 1,695,686 Ordinary Common Shares, which represents approximately 4.8% of the issued and outstanding Ordinary Common Shares.

Mr. Gold is a Managing Member of Shamrock Partners, which is the managing member of the General Partner, which in turn is the general partner of each of SAVF and SAVF IV. As a result, Mr. Gold may be deemed to beneficially own for purposes of Section 13(d) the Ordinary Common Shares that may be deemed to be beneficially owned by such entities. Mr. Gold disclaims beneficial ownership of any Ordinary Common Shares that

may be deemed to be beneficially owned by any of Dennis A. Johnson, Shamrock Partners, the General Partner or the Shamrock Activist Value Fund.

Mr. Johnson is a Managing Director of SCA, a Vice President of Shamrock Partners, and the portfolio manager of the Shamrock Activist Value Fund, and as such has primary responsibility for portfolio investment decisions relating to the Shamrock Activist Value Fund. As a result, Mr. Johnson may be deemed to beneficially own for purposes of Section 13(d) the Ordinary Common Shares that may be deemed to be beneficially owned by such entities. Mr. Johnson disclaims beneficial ownership of any Ordinary Common Shares that may be deemed to be beneficially owned by any of Stanley P. Gold, Shamrock Partners, the General Partner or the Shamrock Activist Value Fund.

As the general partner of the Shamrock Activist Value Fund, the General Partner may be deemed to beneficially own the 1,695,686 Ordinary Common Shares owned by the Shamrock Activist Value Fund, constituting approximately 4.8% of the issued and outstanding Ordinary Common Shares. As the managing member of the General Partner, Shamrock Partners may be deemed to beneficially own the 1,695,686 Ordinary Common Shares owned by the Shamrock Activist Value Fund, constituting approximately 4.8% of the issued and outstanding Ordinary Common Shares. Shamrock Partners has sole voting and dispositive power with respect to the 1,695,686 Ordinary Common Shares owned by the Shamrock Activist Value Fund by virtue of its authority to vote and dispose of such Ordinary Common Shares. Finally, each of the controlling persons of Shamrock Partners may be deemed to beneficially own the 1,695,686 Ordinary Common Shares owned by the Shamrock Activist Value Fund, pursuant to Rule 13d-3 under the Act. Those controlling persons are identified in response to Item 2 above.

The percentages of ownership figures set forth above and in this response to Items 5(a) and 5(b) assumes that 35,296,577 Ordinary Common Shares were outstanding as of July 1, 2009, as reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 30, 2009.

(c) The information disclosed in Item 4 above is hereby incorporated by reference. During the last 60 days, SAVF, SAVF II, SAVF III and SAVF IV effected transactions with respect to the Ordinary Common Shares on such dates, in such amounts and at such per share prices (excluding brokerage fees) as indicated on the Schedule of Transactions attached hereto as Exhibit 4 and incorporated herein by reference. Except for the SAVF Transfer and the contributions made to SAVF in connection with the dissolutions of SAVF II and SAVF III, all such transactions were effected in the open market on the Nasdaq Stock Market.

(d) Not applicable.

(e) Not applicable.

**5. ITEM 7 OF THE ORIGINAL SCHEDULE 13D IS HEREBY AMENDED AND SUPPLEMENTED WITH THE FOLLOWING:**

**ITEM 7. Material to be Filed as Exhibits.**

|           | <b>Document</b>   |
|-----------|---|
| Exhibit 4 | Schedule of Transactions  |
| Exhibit 5 | Joint Filing Agreement, dated July 2, 2009, among Shamrock Activist Value Fund, L.P., Stanley P. Gold, Dennis A. Johnson, Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C.<br><br>Power of Attorney, dated November 28, 2008, appointing Dennis A. Johnson as attorney-in-fact for Stanley P. Gold (incorporated herein by reference to Exhibit 3 to the Schedule 13D relating to the Ordinary Common Stock of the Company filed December 1, 2009 by the Reporting Persons with the United States Securities and Exchange Commission). |

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: July 2, 2009

SHAMROCK ACTIVIST VALUE FUND, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its  
general partner

By: Shamrock Partners Activist Value Fund, L.L.C.,  
its managing member

By: /s/ Dennis A. Johnson  
Name: Dennis A. Johnson  
Title: CFA, Vice President

SHAMROCK ACTIVIST VALUE FUND IV, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its  
general partner

By: Shamrock Partners Activist Value Fund, L.L.C.,  
its managing member

By: /s/ Dennis A. Johnson  
Name: Dennis A. Johnson  
Title: CFA, Vice President

/s/ Stanley P. Gold  
Stanley P. Gold

/s/ Dennis A. Johnson  
Dennis A. Johnson

SHAMROCK ACTIVIST VALUE FUND GP, L.L.C.

By: Shamrock Partners Activist Value Fund, L.L.C.,  
its managing member

By: /s/ Dennis A. Johnson  
Name: Dennis A. Johnson  
Title: CFA, Vice President

SHAMROCK PARTNERS ACTIVIST VALUE FUND,  
L.L.C.

By: /s/ Dennis A. Johnson  
Name: Dennis A. Johnson  
Title: CFA, Vice President

**Exhibit Index**

|           | <b>Document</b>   |
|-----------|---|
| Exhibit 4 | Schedule of Transactions  |
| Exhibit 5 | Joint Filing Agreement, dated July 2, 2009, among Shamrock Activist Value Fund, L.P., Stanley P. Gold, Dennis A. Johnson, Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C.<br><br>Power of Attorney, dated November 28, 2008, appointing Dennis A. Johnson as attorney-in-fact for Stanley P. Gold (incorporated herein by reference to Exhibit 3 to the Schedule 13D relating to the Ordinary Common Stock of the Company filed December 1, 2009 by the Reporting Persons with the United States Securities and Exchange Commission). |