

PRIMEENERGY CORP
Form SC 13D/A
January 12, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 6)*

PrimeEnergy Corporation

(Name of Issuer)

Common Stock (par value \$.10 per share)

(Title of Class of Securities)

74158E104

(CUSIP Number)

Michael A. Varet, Esq.

DLA Piper LLP (US)

1251 Avenue of the Americas

New York, New York 10020

(212) 335-4650

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

May 13, 2011**

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

** This report on Schedule 13D is being filed to reflect holdings which, as a result of an administrative error, were not identified as requiring a filing on Schedule 13D at the time such reports were due. Upon discovering this oversight, the reporting persons took steps to file this Schedule 13D, which reflects information that should have been reported as of May 13, 2011, and November 5, 2013. The changes in the percentage of shares beneficially owned reported herein resulted from changes in the total number of shares outstanding of the class of securities and not as the result of any transaction in the shares of the issuer owned by the reporting persons. See Item 5 of disclosure for additional information.

1. Names of Reporting Persons. I.R.S. Identification Numbers

Amrace Inc.

(13-2980072)

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

8. Shared Voting Power

Number of
Shares

Beneficially

Owned by

Each

Reporting

Person

With:

391,422*

9. Sole Dispositive Power

10. Shared Dispositive Power

391,422*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

391,422*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares "

13. Percent of Class Represented by Amount in Row (11)

17%*

14. Type of Reporting Person

CO

* As of January 12, 2016. See Item 5 of the disclosure for information regarding holdings as of May 13, 2011, and November 5, 2013.

1. Names of Reporting Persons.

Robert de Rothschild

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

France

7. Sole Voting Power

Number of 8. Shared Voting Power

Shares

Beneficially

Owned by

Each

391,422*

Reporting

Person

With:

9. Sole Dispositive Power

10. Shared Dispositive Power

391,422*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

391,422*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

17%*

14. Type of Reporting Person

IN

* As of January 12, 2016. See Item 5 of the disclosure for information regarding holdings as of May 13, 2011, and November 5, 2013.

1. Names of Reporting Persons.

Michael A. Varet*

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

8. Shared Voting Power

Number of
Shares

Beneficially

Owned by 391,422**

Each 9. Sole Dispositive Power

Reporting

Person

With: 10. Shared Dispositive Power

391,422**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

391,422**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

17%**

14. Type of Reporting Person

IN

* This Schedule 13D represents an initial filing for Michael A. Varet.

** As of January 12, 2016. See Item 5 of the disclosure for information regarding holdings as of May 13, 2011, and November 5, 2013.

1. Names of Reporting Persons.

Rene-Pierre Azria*

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

8. Shared Voting Power

Number of
Shares

Beneficially

Owned by 391,422**

Each 9. Sole Dispositive Power

Reporting

Person

With: 10. Shared Dispositive Power

391,422**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

391,422**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

17%**

14. Type of Reporting Person

IN

* This Schedule 13D represents an initial filing for Rene-Pierre Azria.

** As of January 12, 2016. See Item 5 of the disclosure for information regarding holdings as of May 13, 2011, and November 5, 2013.

CUSIP No. 74158E104

Schedule 13D

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This Amended Statement of Beneficial Ownership on Schedule 13D (Amendment 6) amends and supplements the Amended Statement of Beneficial Ownership on Schedule 13D filed on January 13, 2004 (Amendment 5) and all previous Statements of Beneficial Ownership on Schedule 13D filed in connection with the parties and matters referenced herein, with respect to the Common Stock, \$.10 par value (Common Stock) of PrimeEnergy Corporation (PEC). Any capitalized terms used and not defined in this Amendment 6 shall have the meanings set forth in Amendment 5, previous amendments and/or the original Schedule 13D to which this Amendment 6 relates. Only those items that are hereby reported are amended; all other items, including previously filed exhibits, remain unchanged and are incorporated by reference herein.

This Schedule 13D represents an initial filing for Michael A. Varet and Rene-Pierre Azria.

2. IDENTITY AND BACKGROUND.

- a. Name of Person Filing
- b. Address of Principal Business Office or, if none, Residence
- f. Citizenship

Amrace Inc.

c/o Michael A. Varet

DLA Piper LLP (US)

1251 Avenue of the Americas, 27th Floor

New York, New York 10020

Delaware corporation

Robert de Rothschild

1251 Avenue of the Americas, 33rd Floor

New York, New York 10020

French citizen

Michael A. Varet

c/o DLA Piper LLP (US)

1251 Avenue of the Americas, 27th Floor

New York, New York 10020

U.S. citizen

Rene-Pierre Azria

660 Madison Avenue

New York, New York 10065

U.S. citizen

- c. Amrace Inc. (Amrace) is a holding company, the principal asset of which is the shares of PEC reported herein. Robert de Rothschild is a private investor. Michael A. Varet is a lawyer and Senior Counsel at DLA Piper LLP (US). Rene-Pierre Azria is an investment banker. Mr. Varet is President and Mr. de Rothschild is Secretary of Amrace. Messrs. Varet and de Rothschild are the Directors of Amrace. As of the date of Amendment 5, Robert de Rothschild, owned 66.67% of the outstanding shares of Amrace. Subsequent to that date, Mr. de Rothschild transferred certain shares of Amrace to certain trusts. Certain shares of Amrace were later returned to his direct beneficial ownership. At all times Mr. de Rothschild continued to be a beneficial owner of the Common Stock as that term is defined in SEC Rule 13d-3. As of November 4, 2015, Mr. de Rothschild transferred all his ownership interest in Amrace shares to the Robert de Rothschild 2015 GRAT Trust (the 2015 GRAT). As of the date of this Report, the 2015 GRAT owns 62.2% of the total outstanding shares of Amrace, the Robert de Rothschild 1987 Trust (the 1987 Trust) owns 33.3% of the total

outstanding shares of Amrace and the Robert de Rothschild 2010-B GRAT (the 2010 GRAT) owns 4.5% of the total outstanding shares of Amrace. Messrs. Varet and Azria are co-trustees of the 1987 Trust, the 2010 GRAT and the 2015 GRAT. As a result of the foregoing, each of Messrs. de Rothschild, Varet and Azria may be deemed to be the beneficial owners of the Common Stock beneficially owned by Amrace. Mr. de Rothschild disclaims beneficial ownership of the Common Stock reported herein except to the extent of his pecuniary interest therein. Neither Mr. Varet nor Mr. Azria have any pecuniary interest in the shares reported herein.

d-e. None of the Reporting Persons during the past five years has (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) 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 further violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

5. INTEREST IN SECURITIES OF THE ISSUER.

a-b. Incorporated by reference to Items (7) - (11) and (13) of the cover page relating to each Reporting Person and the disclosure set forth in Item 5(c) of this Amendment 6.

c. None of the Reporting Persons have engaged in any transactions in the Common Stock in the sixty days prior to the filing of this Amendment 6.

This Amendment 6 to Schedule 13D is being filed to reflect positions which, as a result of an administrative error, were not identified as requiring a filing on Schedule 13D at the time such reports were due. Upon discovering this oversight, the Reporting Persons took steps to file this Amendment 6 to Schedule 13D, which reflects information that should have been included in amendments to Schedule 13D for events occurring on May 13, 2011, and November 5, 2013.

As of May 13, 2011, the Reporting Persons had voting and dispositive power over 391,422 shares of the Common Stock, representing approximately 15.3% of the class. The increase in the percentage of Common Stock beneficially owned by the Reporting Persons was the result of the repurchase from time to time by PEC of Common Stock in open market and private transactions which resulted in a decrease in the number of outstanding shares of Common Stock to 2,554,073 as of May 13, 2013.

As of November 5, 2013, the Reporting Persons had voting and dispositive power over 391,422 shares of the Common Stock, representing approximately 16.3% of the class. The increase in the percentage of Common Stock beneficially owned by the Reporting Persons was the result of the repurchase from time to time by PEC of Common Stock in open market and private transactions which resulted in a decrease in the number of outstanding shares of Common Stock to 2,405,879 as of November 5, 2013.

As of the date of filing this Amendment 6, the Reporting Persons have voting and dispositive power over 391,422 shares of the Common Stock, representing approximately 17% of the class. The increase in the percentage of Common Stock beneficially owned by the Reporting Persons is the result of the repurchase from time to time by PEC of Common Stock in open market and private transactions which resulted in a decrease in the number of outstanding

shares of Common Stock to 2,307,216 as of as the date of this filing.

6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except for the matters discussed in this Amendment 6, in previous amendments and/or the initial Schedule 13D to which this Amendment 6 relates, and any exhibits thereto, there are no contracts, arrangements or understandings among the Reporting Persons or with any other persons with respect to any securities of the issuer.

7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99.1 Joint Filing Agreement

CUSIP No. 74158E104

**Schedule 13D
SIGNATURE**

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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: January 12, 2016

Amrace Inc.

By: /s/ Michael A. Varet

Name: Michael A. Varet

Title: President

Robert de Rothschild

/s/ Robert de Rothschild

Michael A. Varet

/s/ Michael A. Varet

Rene-Pierre Azria

/s/ Rene-Pierre Azria