

Hawaiian Telcom Holdco, Inc.
Form SC 13D/A
July 05, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)

Hawaiian Telcom Holdco, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

420031106
(CUSIP Number)

Michael Vinci
Twin Haven Capital Partners, L.L.C.
33 Riverside Avenue, 3rd Floor
Westport, Connecticut 06880
Telephone: (203) 293-1813
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

Russell L. Leaf, Esq.
Michael E. Brandt, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

July 2, 2018
(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 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

NAMES OF REPORTING PERSONS

1 Twin Haven Special Opportunities Fund
III, L.P.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

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

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

PN

2

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Twin Haven Special Opportunities
Partners III, L.L.C.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

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

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

3

SCHEDULE 13D

NAMES OF REPORTING PERSONS

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IV, L.P.

CHECK THE APPROPRIATE BOX IF
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(b)

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LEGAL PROCEEDING IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER

0

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CERTAIN SHARES

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BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

PN

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SCHEDULE 13D

NAMES OF REPORTING PERSONS

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Partners IV, L.L.C.

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(b)

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SOURCE OF FUNDS

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LEGAL PROCEEDING IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

8

SOLE VOTING POWER

0

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9
0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON

0

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AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

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

0%

14 TYPE OF REPORTING PERSON

OO

5

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Twin Haven Capital Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

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

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

OO

6

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Robert Webster

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

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

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

0

8

0

SOLE VOTING POWER

SHARED VOTING POWER

SOLE DISPOSITIVE POWER

9

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

IN

7

SCHEDULE 13D

NAMES OF REPORTING PERSONS

1 Paul Mellinger

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

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

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

IN

8

EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 4") amends the Schedule 13D filed on September 25, 2015 (the "Original Schedule 13D"), as amended on December 2, 2015 ("Amendment No. 1"), March 14, 2016 ("Amendment No. 2") and July 10, 2017 ("Amendment No. 3") (the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 and this Amendment No. 4 are collectively referred to herein as the "Schedule 13D"). This Amendment No. 4 relates to the Common Stock, par value \$0.01 per share ("Common Stock"), of Hawaiian Telcom Holdco, Inc. (the "Company"), a corporation organized under the laws of the State of Delaware. Capitalized terms used herein but not otherwise defined have the meanings ascribed to such terms in the Original Schedule 13D as amended by Amendment No. 1, Amendment No. 2 and Amendment No. 3.

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby amended to include the following:

On July 2, 2018, pursuant to the Merger Agreement, at the effective time of the Merger, each share of Common Stock and each restricted stock unit of the Company was converted, at each Reporting Person's option and subject to proration procedures as set forth in the Merger Agreement, into (i) 1.6305 common shares of Parent, (ii) 0.6522 common shares of Parent plus \$18.45 in cash or (iii) \$30.75 in cash, in each case without interest and with fractional shares paid in cash. Because the proration procedures have not been completed as of the date of this filing, it is not possible to determine the exact merger consideration to be received by each Reporting Person for each share of Common Stock and restricted stock unit disposed of in the Merger. The closing price of Parent's common shares on July 2, 2018 was \$15.65. As a result of the closing of the Merger, the Reporting Persons ceased to be the beneficial owner of any shares of Common Stock.

Item 5. Interest in Securities of the Issuer

Items 5(a)-(e) of the Original Schedule 13D are hereby amended and restated as follows:

- (a) and (b) The Reporting Persons do not beneficially own any shares of Common Stock.
- (c) Except as described in Item 4 of this Amendment No. 4, the Reporting Persons have not effected any transactions with respect to the Company's Common Stock during the past sixty days.
- (d) Not applicable.
- (e) The Reporting Persons ceased to be the beneficial owners of 5% or more of the Company's Common Stock on July 2, 2018.

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 5, 2018

TWIN HAVEN SPECIAL
OPPORTUNITIES FUND
III, L.P.

By: Twin Haven Special
Opportunities Partners III,
L.L.C., its general partner

By: /s/ Paul Mellinger
Name: Paul Mellinger
Title: Managing Member

TWIN HAVEN SPECIAL
OPPORTUNITIES
PARTNERS III, L.L.C.

By: /s/ Paul Mellinger
Name: Paul Mellinger
Title: Managing Member

TWIN HAVEN SPECIAL
OPPORTUNITIES FUND
IV, L.P.

By: Twin Haven Special
Opportunities Partners IV,
L.L.C., its general partner

By: /s/ Paul Mellinger
Name: Paul Mellinger
Title: Managing Member

TWIN HAVEN SPECIAL
OPPORTUNITIES
PARTNERS IV, L.L.C.

By: /s/ Paul Mellinger
Name: Paul Mellinger
Title: Managing Member

TWIN HAVEN CAPITAL
PARTNERS, L.L.C.

By: /s/ Paul Mellinger
Name: Paul Mellinger
Title: Managing Member

/s/ Robert Webster
Robert Webster

/s/ Paul Mellinger
Paul Mellinger

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