

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

STEEL DYNAMICS INC
Form SC 13G
November 05, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Steel Dynamics, Inc.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

858119100

(CUSIP Number)

October 26, 2007

(Date of Event Which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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.

(Continued on following pages)

(Page 1 of 18 Pages)

CUSIP NO. 858119100

13G

Page 2 of 18 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

TPG-Axon Capital Management, LP ("TPG-Axon Management")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER
0

BENEFICIALLY 6 SHARED VOTING POWER
6,761,000

OWNED BY EACH 7 SOLE DISPOSITIVE POWER
0

REPORTING PERSON 8 SHARED DISPOSITIVE POWER
WITH 6,761,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,761,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.8%*

12 TYPE OF REPORTING PERSON
OO

CUSIP NO. 858119100

13G

Page 3 of 18 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

TPG-Axon Partners GP, LP ("PartnersGP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X|
(b) |_|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
2,231,130

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0

REPORTING PERSON 8 SHARED DISPOSITIVE POWER
WITH 2,231,130

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,231,130

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.6%*

12 TYPE OF REPORTING PERSON
PN

CUSIP NO. 858119100

13G

Page 4 of 18 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
TPG-Axon GP, LLC ("GPLLC")

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X|

(b) |_ |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
6,761,000

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0
REPORTING

PERSON 8 SHARED DISPOSITIVE POWER
WITH 6,761,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,761,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 |_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.8%*

12 TYPE OF REPORTING PERSON
PN

CUSIP NO. 858119100

13G

Page 5 of 18 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
TPG-Axon Partners, LP ("TPG-Axon Domestic")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X|

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER
0

BENEFICIALLY 6 SHARED VOTING POWER
2,231,130

OWNED BY EACH 7 SOLE DISPOSITIVE POWER
0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER
WITH 2,231,130

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,231,130

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.6%*

12 TYPE OF REPORTING PERSON
IA

CUSIP NO. 858119100

13G

Page 6 of 18 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
4,529,870

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER
WITH 4,529,870

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,529,870

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%*

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 858119100

13G

Page 7 of 18 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dinakar Singh LLC ("Singh LLC")

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

(b)

3 SEC USE ONLY

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER

0

BENEFICIALLY 6 SHARED VOTING POWER

6,761,000

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER

WITH 6,761,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,761,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8%*

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 858119100

13G

Page 8 of 18 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dinakar Singh ("Mr. Singh")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES	5	SOLE VOTING POWER
		0
BENEFICIALLY	6	SHARED VOTING POWER
		6,761,000
OWNED BY EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER
		0
WITH	8	SHARED DISPOSITIVE POWER
		6,761,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,761,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8%*

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 858119100

13G

Page 9 of 18 Pages

ITEM 1.

(a) NAME OF ISSUER: Steel Dynamics, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

6714 Pointe Inverness Way
Suite 200
Fort Wayne, IN 46804

ITEM 2.

2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, all

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

of whom together are referred to herein as the "Reporting Persons":

- (i) TPG-Axon Capital Management, LP ("TPG-Axon Management"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G held by TPG-Axon Partners, LP ("TPG-Axon Domestic") and TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore," and together with TPG-Axon Domestic the "Funds")
- (ii) TPG-Axon Partners GP, LP ("PartnersGP"), a Delaware limited partnership which serves as the general partner of TPG-Axon Domestic, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by TPG-Axon Domestic.
- (iii) TPG-Axon GP, LLC ("GPLLC"), a Delaware limited liability company, which serves as the general partner of TPG-Axon Management and PartnersGP, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds.
- (iv) TPG-Axon Domestic, a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.
- (v) TPG-Axon Offshore, a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G directly held by it.
- (vi) Dinakar Singh LLC ("Singh LLC"), a Delaware limited liability company which serves as the managing member of GPLLC, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds.
- (vii) Dinakar Singh ("Mr. Singh"), an individual who serves as the managing member of Singh LLC, with respect to the Shares reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds.

CUSIP NO. 858119100

13G

Page 10 of 18 Pages

(b) ADDRESS OF PRINCIPAL OFFICE:

(All, except TPG-Axon Offshore) TPG-Axon Offshore

888 Seventh Avenue c/o Goldman Sachs (Cayman) Trust Limited
38th Floor PO Box 896GT, Harbour Centre, 2nd Floor
New York, New York 10019 George Town, Grand Cayman
Cayman Islands, BWI

(c) Citizenship: Delaware (all except TPG-Axon Offshore and Mr. Singh); TPG-Axon Offshore: Cayman Islands; Mr. Singh is a United States citizen.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 858119100

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

- (b) Percent of class: 7.8%*
(*All percentages of beneficial ownership reported in this Schedule 13G are based on the approximately 87,200,000 shares of Common Stock issued and outstanding as of September 30, 2007, as reported in the Issuer's form 8-K, filed with the Securities and Exchange Commission on October 18, 2007.)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 6,761,000
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,761,000

B. PartnersGP

- (a) Amount beneficially owned: 2,231,130
- (b) Percent of class: 2.6%* (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 2,231,130
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 2,231,130

CUSIP NO. 858119100

13G

Page 12 of 18 Pages

C. GPLLC

- (a) Amount beneficially owned: 6,761,000
- (b) Percent of class: 7.8%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 6,761,000
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,761,000

D. TPG-Axon Domestic

- (a) Amount beneficially owned: 2,231,130
- (b) Percent of class: 2.6%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 2,231,130
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 2,231,130

E. TPG-Axon Offshore

- (a) Amount beneficially owned: 4,529,870
- (b) Percent of class: 5.2%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 4,529,870
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of:

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

4,529,870

- F. Singh LLC
- (a) Amount beneficially owned: 6,761,000
 - (b) Percent of class: 7.8%*
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 6,761,000
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,761,000

CUSIP NO. 858119100

13G

Page 13 of 18 Pages

- G. Mr. Singh
- (a) Amount beneficially owned: 6,761,000
 - (b) Percent of class: 7.8%*
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 6,761,000
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,761,000

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

See Item 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

Not applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

CUSIP NO. 858119100

13G

Page 14 of 18 Pages

SIGNATURE

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: November 5, 2007

TPG-Axon Capital Management, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners GP, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon GP, LLC

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners, LP
By: TPG-Axon Partners GP, LP, general partner
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

CUSIP NO. 858119100

13G

Page 15 of 18 Pages

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

TPG-Axon Capital Management, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners GP, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon GP, LLC

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

CUSIP NO. 858119100

13G

Page 18 of 18 Pages

TPG-Axon Partners, LP
By: TPG-Axon Partners GP, LP, general partner
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh

Dinakar Singh
Director

Dinakar Singh LLC

By: /s/ Dinakar Singh

Edgar Filing: STEEL DYNAMICS INC - Form SC 13G

Dinakar Singh
Managing Member

/s/ Dinakar Singh

Dinakar Singh