

TOWER AUTOMOTIVE INC  
Form SC 13G/A  
February 14, 2005

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

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information Statement Pursuant to Rules 13d-1 and 13d-2**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

Tower Automotive, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

891707101  
(CUSIP Number)

December 31, 2004  
Date of Event Which Requires Filing of the 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)

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\*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).

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**Citadel Limited Partnership**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Illinois limited partnership**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER  
**0**

6. SHARED VOTING POWER

**326,100 shares of Common Stock**

**9,222 shares of the Company's 6.75% Convertible Preferred Stock  
redeemable by June 30, 2018 (convertible into 15,013 shares of Common  
Stock) <sup>1</sup>**

7. SOLE DISPOSITIVE POWER  
**0**

8. SHARED DISPOSITIVE POWER  
**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

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

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

**Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of  
November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Row 6 above).**

12. TYPE OF REPORTING PERSON

**PN; HC**

<sup>1</sup> See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**Citadel Investment Group, L.L.C.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware limited liability company**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

**326,100 shares of Common Stock**

**9,222 shares of the Company's 6.75% Convertible Preferred Stock  
redeemable by June 30, 2018 (convertible into 15,013 shares of Common  
Stock) <sup>1</sup>**

7. SOLE DISPOSITIVE POWER

**0**

8. SHARED DISPOSITIVE POWER

**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

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

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

**Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of  
November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Row 6 above).**

12. TYPE OF REPORTING PERSON

**OO; HC**

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<sup>1</sup> See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**Kenneth Griffin**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
**U.S. Citizen**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER  
**0**

6. SHARED VOTING POWER

**326,100 shares of Common Stock**

**9,222 shares of the Company's 6.75% Convertible Preferred Stock redeemable by June 30, 2018 (convertible into 15,013 shares of Common Stock) <sup>1</sup>**

7. SOLE DISPOSITIVE POWER  
**0**

8. SHARED DISPOSITIVE POWER  
**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**See Row 6 above.**

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

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

**Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Row 6 above).**

12. TYPE OF REPORTING PERSON  
**IN; HC**

<sup>1</sup> See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**Citadel Wellington LLC**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware limited liability company**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER  
**0**

6. SHARED VOTING POWER

**326,100 shares of Common Stock**

**9,222 shares of the Company's 6.75% Convertible Preferred Stock  
redeemable by June 30, 2018 (convertible into 15,013 shares of Common  
Stock) <sup>1</sup>**

7. SOLE DISPOSITIVE POWER  
**0**

8. SHARED DISPOSITIVE POWER  
**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above.**

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

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

**Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of  
November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Row 6 above).**

12. TYPE OF REPORTING PERSON

**OO; HC**

<sup>1</sup> See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
**Citadel Kensington Global Strategies Fund Ltd.**
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 

(a)	ý
(b)	o
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
**Bermuda company**
- |  |    |  |  |
|--|----|--|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. | SOLE VOTING POWER<br><b>0</b>  |  |
|  | 6. | SHARED VOTING POWER<br><br><b>326,100 shares of Common Stock</b><br><br><b>9,222 shares of the Company s 6.75% Convertible Preferred Stock<br/>redeemable by June 30, 2018 (convertible into 15,013 shares of Common<br/>Stock) <sup>1</sup></b> |  |
|  | 7. | SOLE DISPOSITIVE POWER<br><b>0</b>   |  |
|  | 8. | SHARED DISPOSITIVE POWER<br><b>See Row 6 above.</b>  |  |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**See Row 6 above.**
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Row 6 above).**
  12. TYPE OF REPORTING PERSON  
**CO; HC**

<sup>1</sup> See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**Citadel Equity Fund Ltd.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Cayman Islands company**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER  
**0**

6. SHARED VOTING POWER

**326,100 shares of Common Stock**

**9,222 shares of the Company's 6.75% Convertible Preferred Stock  
redeemable by June 30, 2018 (convertible into 15,013 shares of Common  
Stock) <sup>1</sup>**

7. SOLE DISPOSITIVE POWER  
**0**

8. SHARED DISPOSITIVE POWER  
**See Row 6 above.**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**See Row 6 above.**

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

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

**Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of  
November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Row 6 above).**

12. TYPE OF REPORTING PERSON  
**CO**

<sup>1</sup> See footnote 1 in Item 4.



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
**Citadel Credit Products Ltd.**
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 

(a)	ý
(b)	o
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
**Cayman Islands company**
5. SOLE VOTING POWER  
**0**
6. SHARED VOTING POWER  
**326,100 shares of Common Stock**  
**9,222 shares of the Company s 6.75% Convertible Preferred Stock redeemable by June 30, 2018 (convertible into 15,013 shares of Common Stock) <sup>1</sup>**
7. SOLE DISPOSITIVE POWER  
**0**
8. SHARED DISPOSITIVE POWER  
**See Row 6 above.**
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**See Row 6 above.**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Row 6 above).**
12. TYPE OF REPORTING PERSON  
**CO; HC**

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<sup>1</sup> See footnote 1 in Item 4.

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
**Citadel Credit Trading Ltd.**
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 

(a)	ý
(b)	o
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
**Cayman Islands company**
- |  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. SOLE VOTING POWER<br><b>0</b><br><br>6. SHARED VOTING POWER<br><br><b>326,100 shares of Common Stock</b><br><br><b>9,222 shares of the Company s 6.75% Convertible Preferred Stock<br/>redeemable by June 30, 2018 (convertible into 15,013 shares of Common<br/>Stock) <sup>1</sup></b> |
|  | 7. SOLE DISPOSITIVE POWER<br><b>0</b><br>8. SHARED DISPOSITIVE POWER<br><b>See Row 6 above.</b>   |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**See Row 6 above.**
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Row 6 above).**
  12. TYPE OF REPORTING PERSON  
**CO**

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<sup>1</sup> See footnote 1 in Item 4.

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Item 1(a) Name of Issuer: **TOWER AUTOMOTIVE, INC.**

1(b) Address of Issuer's Principal Executive Offices:

**27175 Haggerty Road  
Novi, MI 48377**

Item 2(a) Name of Person Filing  
 Item 2(b) Address of Principal Business Office  
 Item 2(c) Citizenship

Citadel Limited Partnership  
 131 S. Dearborn Street  
 32nd Floor  
 Chicago, Illinois 60603  
 Illinois limited partnership

Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street  
 32nd Floor  
 Chicago, Illinois 60603  
 Delaware limited liability company

Kenneth Griffin  
 131 S. Dearborn Street  
 32nd Floor  
 Chicago, Illinois 60603  
 U.S. Citizen

Citadel Wellington LLC  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street  
 32nd Floor  
 Chicago, Illinois 60603  
 Delaware limited liability company

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Citadel Kensington Global Strategies Fund Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Bermuda company

Citadel Equity Fund Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

Citadel Credit Products Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

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Citadel Credit Trading Ltd.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street  
32nd Floor  
Chicago, Illinois 60603  
Cayman Islands company

2(d) Title of Class of Securities:

**Common Stock, par value \$0.01 per share**

2(e) CUSIP Number: **891707101**

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4 Ownership:

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**CITADEL LIMITED PARTNERSHIP  
 CITADEL INVESTMENT GROUP, L.L.C.  
 KENNETH GRIFFIN  
 CITADEL WELLINGTON LLC  
 CITADEL KENSINGTON GLOBAL STRATEGIES FUND, LTD.**

**CITADEL EQUITY FUND LTD.  
 CITADEL CREDIT PRODUCTS LTD.  
 CITADEL CREDIT TRADING LTD.**

(a) Amount beneficially owned:

326,100 shares of Common Stock

9,222 shares of the Company's 6.75% Convertible Preferred Stock redeemable by June 30, 2018 (convertible into 15,013 shares of Common Stock) <sup>1/1</sup>

(b) Percent of Class:

Approximately 0.6% as of December 31, 2004 (based on 58,480,908 shares of Common Stock issued and outstanding as of November 2, 2004, plus the Common Stock issuable upon the conversion of the Preferred Stock referred to in Item 4(a) above).

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:  
0
- (ii) shared power to vote or to direct the vote:  
See Item 4(a) above.
- (iii) sole power to dispose or to direct the disposition of:  
0
- (iv) shared power to dispose or to direct the disposition of:  
See Item 4(a) above.

(1) The securities reported herein include (i) 326,100 shares of Common Stock and (ii) 15,013 shares of Common Stock that the Reporting Persons may acquire in the future through the conversion of 9,222 shares of the Company's 6.75% Preferred Stock

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redeemable by June 30, 2018, which may be converted by the Reporting Persons into shares of the Common Stock at the conversion rate of 1.628 per share, subject to adjustment upon certain events.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of 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.

\* Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

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

Dated this 14th day of February, 2005

**KENNETH GRIFFIN**

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, attorney-in-fact\*

**CITADEL LIMITED PARTNERSHIP**

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL INVESTMENT GROUP, L.L.C.**

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL CREDIT PRODUCTS LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel



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**CITADEL WELLINGTON LLC**

By: Citadel Limited Partnership,  
its Managing Member

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL KENSINGTON GLOBAL  
STRATEGIES FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General  
Counsel

**CITADEL CREDIT TRADING LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel

**CITADEL EQUITY FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Matthew B. Hinerfeld  
Matthew B. Hinerfeld, Managing  
Director and Deputy General Counsel