

METROMEDIA INTERNATIONAL GROUP INC

Form SC 14D9/A

August 02, 2007

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14D-9**  
**SOLICITATION/RECOMMENDATION STATEMENT UNDER**  
**SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2)**

**METROMEDIA INTERNATIONAL GROUP, INC.**

(Name of Subject Company)

**METROMEDIA INTERNATIONAL GROUP, INC.**

(Name of Person Filing Statement)

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

(Title of Class of Securities)

**591695101**

(CUSIP Number of Class of Securities)

**Natalia Alexeeva, Esq.**

**Vice President and General Counsel**

**Metromedia International Group, Inc.**

**8000 Tower Point Drive**

**Charlotte, North Carolina 28227**

**(704) 321-7380**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notice and Communications  
on Behalf of the Person(s) Filing Statement)

Copy to:

**James M. Dubin, Esq.**

**Jeffrey D. Marell, Esq.**

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

**1285 Avenue of the Americas**

**New York, New York 10019-6064**

**(212) 373-3000**

- Check this box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
-

The purpose of this Amendment No. 2 is to amend and supplement Items 4 and 9 in the Solicitation/Recommendation Statement (the *Statement* ) on Schedule 14D-9 initially filed with the United States Securities and Exchange Commission by Metromedia International Group, Inc., a Delaware corporation (the *Company* or *Metromedia* ), on July 18, 2007, as amended by Amendment No. 1 filed on August 1, 2007, in respect of the tender offer commenced on July 18, 2007, by CaucusCom Mergerco Corp., a Delaware corporation and a wholly-owned subsidiary of CaucusCom Ventures L.P., a British Virgin Islands limited partnership ( *Parent* ), and to add an additional exhibit and to revise the Exhibit Index accordingly. Capitalized terms used but not otherwise defined herein shall have the respective meanings assigned to such terms in the Statement or the Offer to Purchase (as defined in the Statement), as applicable. The Statement is hereby further amended and supplemented as follows:

**ITEM 4. THE SOLICITATION OR RECOMMENDATION.**

Item 4 of the Statement is hereby amended and supplemented by adding the following new paragraphs at the end of the section therein entitled *Background* :

On August 1, 2007, the Company received an unsolicited letter from Fursa Alternative Strategies LLC ( *Fursa* ), owner of 7,907,610 shares of Company common stock (approximately 7.7% of the issued and outstanding shares as of July 17, 2007), in which Fursa proposes to acquire all issued and outstanding shares of Metromedia common stock, other than the 7,907,610 shares already owned by Fursa, at a purchase price of \$2.05 per share in cash. Fursa's proposal is subject to completion of due diligence and was accompanied by a highly confident letter from a debt financing source that is non-binding and subject to a number of conditions. On August 2, 2007, the Company issued a press release announcing receipt of the Fursa proposal.

**ITEM 9. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
(a)(9)	Press Release issued by Metromedia International Group, Inc. on August 2, 2007

**SIGNATURE**

After due inquiry and to the best of my knowledge, I certify that the information set forth in this statement is true, complete and correct.

METROMEDIA INTERNATIONAL GROUP,  
INC.

By: /s/ Mark S. Hauf  
Name: Mark S. Hauf  
Title: Chairman and Chief Executive  
Officer

Dated: August 2, 2007

---

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

(a)(9) Press Release issued by Metromedia International Group, Inc. on August 2, 2007