EnergySolutions, Inc. Form SC 13D/A April 05, 2013

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

EnergySolutions, Inc. (Name of Issuer)

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

292756202 (CUSIP Number)

Steven J. Pully

Carlson Capital, L.P.

2100 McKinney Avenue

Dallas, TX 75201

(214) 932-9600

with a copy to:

David E. Rosewater

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

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

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April 5, 2013 (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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 11 Pages)

^{*} 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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NAME OF REPORTING PERSON 1 Double Black Diamond Offshore Ltd. CHECK THE APPROPRIAT(E)" 2 BOX IF A MEMBER OF(b) x A GROUP 3 SEC USE ONLY SOURCE OF FUNDS 4 WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING 5 IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF 6 ORGANIZATION Cayman Islands SOLE VOTING 7 POWER 0 SHARED VOTING POWER 8 NUMBER OF 5,255,880 **SHARES** shares of BENEFICIALLY Common Stock OWNED BY SOLE EACH DISPOSITIVE REPORTING POWER 9 PERSON WITH:

	SHARED
	DISPOSITIVE
	POWER
	10
	5,255,880
	shares of
	Common Stock
	AGGREGATE
	AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
11	PERSON
	5,255,880 shares of
	Common Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) "
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	5.8%
	TYPE OF REPORTING
1.4	PERSON
14	

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1	NAME (PERSON	DF REPORTING N
1	Ltd.	amond Offshore
2	CHECK APPROI BOX IF	PRIAT(E)"
-	-	ER OF(b) x
3	SEC US	E ONLY E OF FUNDS
4	WC	
	CHECK IF	BOX
	DISCLO OF LEG	
5	PROCEI IS	
	REQUIR PURSUA	
	TO ITEN 2(d) or 2	
		NSHIP OR
6	ORGANIZATION	
	Cayman	Islands
NUMBER OF		SOLE
SHARES BENEFICIALLY	7	VOTING POWER
OWNED BY	1	TOWER
EACH		0
REPORTING		SHARED
PERSON WITH:		VOTING POWER
	8	TOWER
		420,414 shares
		of Common
		Stock
		SOLE DISPOSITIVE
	9	POWER
		0
	10	SHARED
		DISPOSITIVE

POWER

	420,414 shares
	of Common
	Stock
	AGGREGATE
	AMOUNT
	BENEFICIALLY
1.1	OWNED BY EACH
11	PERSON
	420,414 shares of
	Common Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) "
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	0.5%
	TYPE OF REPORTING
14	PERSON
14	
	CO

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1	NAME (PERSON	OF REPORTING
1	Offshore	
	CHECK	THE PRIAT(E)
2	BOX IF	. ,
		R OF(b) x
3	A GROU	
	SOURCI	E OF FUNDS
4	WC	
	CHECK	BOX
	IF	CLIDE
	DISCLO OF LEG	
5	PROCEE	EDING
c .	IS REQUIR	FD
	PURSUA	
	TO ITEN	
	2(d) or 2 CITIZEN	ISHIP OR
	PLACE	-
6	ORGAN	IZATION
	Cayman	Islands
NUMBER OF		SOLE
SHARES BENEFICIALLY	7	VOTING POWER
OWNED BY	,	10 WER
EACH		0 SHADED
REPORTING PERSON WITH:		SHARED VOTING
		POWER
	8	2 258 202
		3,258,293 shares of
		Common Stock
		SOLE DISPOSITIVE
	9	POWER
		0
	10	0 SHARED
		DISPOSITIVE

POWER

	3,258,293
	shares of
	Common Stock
	AGGREGATE
	AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
11	PERSON
	3,258,293 shares of
	Common Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) "
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	3.6%
	TYPE OF REPORTING
14	PERSON
14	
	CO

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1	NAME (PERSON	DF REPORTING
	Carlson C CHECK	Capital, L.P. THE
2	BOX IF	PRIAT(E)" A R OF(b) x
3	A GROU SEC USE	IP E ONLY
4	SOURCE	E OF FUNDS
5	PLACE (SURE AL EDING ED ANT IS (e) ISHIP OR OF
6	ORGAN	IZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	Delaware	SOLE VOTING POWER 0 SHARED VOTING
	8 9	POWER 8,934,587 shares of Common Stock SOLE DISPOSITIVE POWER
	10	0 SHARED DISPOSITIVE POWER

11	8,934,587 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	8,934,587 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%
14	TYPE OF REPORTING PERSON PN; IA

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1	NAME (PERSON	OF REPORTING N
1	Asgard I	nvestment Corp.
	II CHECK	ТНЕ
		PRIAT(E)"
2	BOX IF	
		ER OF(b) x
3	A GROUP SEC USE ONLY	
		E OF FUNDS
4	AF	
	CHECK	BOX
	IF	
	DISCLO	
	OF LEG PROCEI	
5	IS	
	REQUIE	
	PURSUA TO ITEN	
	2(d) or 2	
		NSHIP OR
6	PLACE	OF IZATION
0	OROZIN	
	Delawar	
NUMBER OF SHARES		SOLE VOTING
BENEFICIALLY	7	POWER
OWNED BY		
EACH		0 SHADED
REPORTING PERSON WITH:		SHARED VOTING
		POWER
	8	
		8,934,587 shares of
		Common Stock
		SOLE
	9	DISPOSITIVE POWER
	7	FUWER
		0
	10	SHARED DISPOSITIVE
		DISCOSITIVE

POWER

	8,934,587
	shares of
	Common Stock
	AGGREGATE
	AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
11	PERSON
	8,934,587 shares of
	Common Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) "
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	9.8%
	TYPE OF REPORTING
1.4	PERSON
14	
	CO

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1	NAME (PERSON	DF REPORTING
2	CHECK APPROF BOX IF	PRIAT(E)"
3	A GROU SEC USI	JP
4 5	AF CHECK IF DISCLO OF LEG PROCEE IS REQUIR PURSUA TO ITEM 2(d) or 2 CITIZEM PLACE	SURE AL EDING ED ANT AS (e) VSHIP OR
6	ORGAN	IZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY	Delaware	SOLE VOTING POWER
EACH REPORTING PERSON WITH:	8	0 SHARED VOTING POWER
	9	8,934,587 shares of Common Stock SOLE DISPOSITIVE POWER
	10	0 SHARED DISPOSITIVE POWER

	8,934,587 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH PERSON
	8,934,587 shares of Common Stock
	CHECK IF THE AGGREGATE
12	AMOUNT IN ROW (11) "
	EXCLUDES CERTAIN SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN ROW (11)
	9.8%
14	TYPE OF REPORTING PERSON
	СО

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1	NAME O	OF REPORTING
	Clint D.	Carlson
	CHECK	THE
		PRIAT(E)"
2	BOX IF	
		R OF(b) x
3	A GROU	
5		E OF FUNDS
4	5001101	
	AF	
	CHECK	BOX
	IF	
	DISCLO	
	OF LEG. PROCEE	
5	IS	
	REQUIR	ED
	PURSUA	ANT
	TO ITEN	
	2(d) or 2	
		ISHIP OR
6	PLACE OPGAN	JF IZATION
0	UNUAN	IZATION
	United St	tates
NUMBER OF		SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY		0
EACH REPORTING		0 SHARED
PERSON WITH:		VOTING
		POWER
	8	
		8,934,587
		shares of
		Common Stock
		SOLE DISPOSITIVE
	9	POWER
	,	
		0
	10	SHARED
		DISPOSITIVE
		POWER

	8,934,587
	shares of
	Common Stock
	AGGREGATE
	AMOUNT
	BENEFICIALLY
	OWNED BY EACH
11	PERSON
	8,934,587 shares of
	Common Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) "
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
10	
	9.8%
	TYPE OF REPORTING
	PERSON
14	LIGOI
	IN

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This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on January 10, 2013 (the "Original Schedule 13D") and Amendment No. 1 to the Original Schedule 13D filed with the SEC on February 21, 2013 ("Amendment No. 1" and together with the Original Schedule 13D and this Amendment No. 2, the "Schedule 13D") with respect to shares of common stock, par value \$0.01 per share (the "Common Stock"), of EnergySolutions, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 4 and 5 as set forth below.

Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Based on discussions with ECP and the announcement by ECP to acquire shares of the Issuer's outstanding Common Stock for \$4.15 per share (representing an increase of \$.40 per share from ECP's original offer price) pursuant to an amendment to the Agreement and Plan of Merger, dated as of April 5, 2013, the Reporting Persons now intend to support the proposed Merger on its current terms.

Item INTEREST IN SECURITIES OF THE ISSUER 5.

Paragraphs (a)-(c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) and (b)

The Reporting Persons may be deemed to beneficially own in the aggregate 8,934,587 shares of Common Stock. Based upon a total of 91,082,203 shares of Common Stock outstanding as of March 11, 2013, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2013, the Reporting Persons' shares represent approximately 9.8% of the outstanding shares of Common Stock.

Carlson Capital, Asgard II, Asgard I and Mr. Carlson have the power to vote and direct the disposition of (i) the 5,255,880 shares of Common Stock reported herein as owned by Double Offshore, (ii) the 420,414 shares of Common Stock reported herein as owned by Offshore, and (iii) the 3,258,293 shares of Common Stock reported herein as owned by Thematic.

(c) There have been no transactions in the Common Stock effected by the Reporting Persons since the filing of Amendment No. 1.

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SIGNATURES

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

Date: April 5, 2013

DOUBLE BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson Name: Clint D. Carlson Title: President

BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson Name: Clint D. Carlson Title: President

BLACK DIAMOND THEMATIC OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson Name: Clint D. Carlson Title: President

CARLSON CAPITAL, L.P.

/s/ Clint D. Carlson Name: Clint D. Carlson Title: President

ASGARD INVESTMENT CORP. II

/s/ Clint D. Carlson Name: Clint D. Carlson Title: President

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ASGARD INVESTMENT CORP.

/s/ Clint D. Carlson Name: Clint D. Carlson Title: President

By: <u>/s/ Clint D. Carlson</u> Name: Clint D. Carlson