1

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OM GROUP INC Form SC 13D/A March 05, 2015

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

#### SCHEDULE 13D (Rule 13d-101)

## INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 2)1

OM Group, Inc.

(Name of Issuer)

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

670872100

(CUSIP Number)

## DAVID A. LORBER FRONTFOUR CAPITAL GROUP LLC 35 Mason Street, 4th Floor Greenwich, Connecticut 06830 (203) 274-9050

## STEVE WOLOSKY, ESQ. OLSHAN FROME WOLOSKY LLP Park Avenue Tower 65 East 55th Street New York, New York 10022 (212) 451-2300

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

> March 4, 2015 (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.

1 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).

NAME OF RE	PORTING PERS	ON	
CHECK THE A			(a) o (b) o
	.Y		
SOURCE OF F	FUNDS		
CITIZENSHIP	OR PLACE OF O	ORGANIZATION	
DELAWARE	7	SOLE VOTING POWER	
	8	- 0 - SHARED VOTING POWER	
	9	1,691,724 SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWE	R
AGGREGATE	AMOUNT BEN	1,691,724 EFICIALLY OWNED BY EACH	REPORTING PERSON
			0
PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)
5.6% TYPE OF REP	ORTING PERSO	DN	
IA			
	FRONTFOUR CHECK THE A GROUP SEC USE ONL SOURCE OF F AF CHECK BOX I IS REQUIRED CITIZENSHIP DELAWARE DELAWARE AGGREGATE 1,691,724 CHECK BOX I EXCLUDES C PERCENT OF 5.6% TYPE OF REP	FRONTFOUR CAPITAL GROUP SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLOSURE IS REQUIRED PURSUANT TO CITIZENSHIP OR PLACE OF O DELAWARE 7 8 9 10 AGGREGATE AMOUNT BEN 1,691,724 CHECK BOX IF THE AGGREO EXCLUDES CERTAIN SHARE PERCENT OF CLASS REPRES 5.6%	SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE 7 SOLE VOTING POWER 7 SOLE VOTING POWER 6 -0- 8 -0- 8 -0- 8 -0- 8 -0- 10 1,691,724 9 -0- 10 -0- 10 -0- 10 -0- 1,691,724 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 1,691,724 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 5.6% TYPE OF REPORTING PERSON

1	NAME OF REPORTING PERS	SON	
2	FRONTFOUR MASTER FUN CHECK THE APPROPRIATE GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	WC CHECK BOX IF DISCLOSUR IS REQUIRED PURSUANT T	E OF LEGAL PROCEEDINGS O ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	CAYMAN ISLANDS 7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH	9	1,066,546 SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWE	R
11	AGGREGATE AMOUNT BEN	1,066,546 NEFICIALLY OWNED BY EACH	REPORTING PERSON
12	1,066,546 CHECK BOX IF THE AGGRE EXCLUDES CERTAIN SHAR	EGATE AMOUNT IN ROW (11)	o
13	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW	(11)
14	3.5% TYPE OF REPORTING PERS	ON	
	СО		

1	NAME OF REPORTING PERS	ON	
2	FRONTFOUR OPPORTUNITY CHECK THE APPROPRIATE GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	WC CHECK BOX IF DISCLOSURI IS REQUIRED PURSUANT TO		
6	CITIZENSHIP OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	BRITISH COLUMBIA, CANA 7	DA SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH	9	93,882 SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWE	R
11	AGGREGATE AMOUNT BEN	93,882 IEFICIALLY OWNED BY EACH	REPORTING PERSON
12	93,882 CHECK BOX IF THE AGGRE EXCLUDES CERTAIN SHAR	GATE AMOUNT IN ROW (11)	0
13	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW	(11)
14	LESS THAN 1% TYPE OF REPORTING PERSO	DN	
	00		

2       FRONTFOUR CAPITAL CORP. GROUP       (a) o         3       SEC USE ONLY       (b) o         3       SEC USE ONLY       (b) o         4       SOURCE OF FUNDS       (b) o         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS       (c)         6       CITIZENSHIP OR PLACE OF ORGANIZATION       (c)         8       BRITISH COLUMBIA, CANADA       (c)         NUMBER OF       7       SOLE VOTING POWER         SHARES       -0 -       (c)         OWNED BY       8       SHARED VOTING POWER         EACH       93,882       (c)         PERSON WITH       9       SOLE DISPOSITIVE POWER         10       -0 -       (c)         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING         12       93,882       (c)         13       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) o         13       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)         14       LESS THAN 1%         14       CO	1	NAME OF REPORTING PERS	NC	
4       SOURCE OF FUNDS         AF       5         5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)         6       CITIZENSHIP OR PLACE OF ORGANIZATION         BRITISH COLUMBIA, CANADA         NUMBER OF SHARES       7         SOLE VOTING POWER         SHARES         BENEFICIALLY       - 0 -         OWNED BY       8         SHARED VOTING POWER         EACH       93,882         PERSON WITH       9         SOLE DISPOSITIVE POWER         -0-       10         SHARED DISPOSITIVE POWER         93,882         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING         93,882         12       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES         13       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)         LESS THAN 1%         14       TYPE OF REPORTING PERSON		CHECK THE APPROPRIATE I GROUP	BOX IF A MEMBER OF A (a	
AF5CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IN REQUIRED PURSUANT OF LEGAL PROCEEDINGS IN REQUIRED PURSUANT OF LEGAL PROCEEDINGS IN REQUIRED PURSUANT OF LEGAL PROCEEDINGS IN REPORTING OF PURSUANT OR POWER OF REACH6CITIZENSHIP OR PLACE OF REGANIZATIONBRITISH COLUMBIA, CANADANUMBER OF 7SOLE VOTING POWERSHARES-0-OWNED BY8BENEFICIALLY-0-OWNED BY8EACH93,882PERSON WITH99SOLE DISPOSITIVE POWER10-0-10SHARED DISPOSITIVE POWER11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTION12CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) o14TYPE OF REPORTING PERSON	3	SEC USE ONLY		
5       CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)         6       CITIZENSHIP OR PLACE OF GANIZATION         8       BRITISH COLUMBIA, CANADA         NUMBER OF SHARES       7       SOLE VOTING POWER         9       SOLE VOTING POWER         9       SHARED VOTING POWER         6       93,882         9       SOLE DISPOSITIVE POWER         9       SOLE DISPOSITIVE POWER         93,882       93,882         11       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING         12       93,882         13       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) o         14       TYPE OF REPORTING PERSON	4	SOURCE OF FUNDS		
BRITISH COLUMBIA, CANADANUMBER OF SHARES7SOLE VOTING POWERBENEFICIALLY OWNED BY EACH REPORTING-0- 93,882PERSON WITH9SOLE DISPOSITIVE POWER-0- SOLE DISPOSITIVE POWER-0- 93,88210-0- SHARED DISPOSITIVE POWER11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING POWER1233,882 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) POWER14TYPE OF REPORTING PERSON	5	CHECK BOX IF DISCLOSURE		
NUMBER OF SHARES7SOLE VOTING POWERBENEFICIALLY-0-OWNED BY EACH REPORTING8SHARED VOTING POWER93,882PERSON WITH9SOLE DISPOSITIVE POWER-0-10-00-11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 93,8821293,88213PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)14LESS THAN 1% TYPE OF REPORTING PERSON	6	CITIZENSHIP OR PLACE OF	ORGANIZATION	
BENEFICIALLY- 0 - SHARED VOTING POWER EACH REPORTING PERSON WITH9993,882 SOLE DISPOSITIVE POWER-0 - SHARED DISPOSITIVE POWER10-0 - SHARED DISPOSITIVE POWER11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PORTIN SHARES1293,882 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)14LESS THAN 1% TYPE OF REPORTING PERSON		-		
REPORTING PERSON WITH993,882 SOLE DISPOSITIVE POWER10-0 - SHARED DISPOSITIVE POWER11AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT1293,882 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARE13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)14ESS THAN 1% TYPE OF REPORTING PERSON	BENEFICIALLY OWNED BY		-	
10SHARED DISPOSITIVE POWER93,88211AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT1293,8821293,88212CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES13PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)14LESS THAN 1% TYPE OF REPORTING PERSON	REPORTING	9		
<ol> <li>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTI</li> <li>93,882</li> <li>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o</li> <li>EXCLUDES CERTAIN SHARES</li> <li>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</li> <li>LESS THAN 1%</li> <li>TYPE OF REPORTING PERSON</li> </ol>		10		
<ul> <li>12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES</li> <li>13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</li> <li>LESS THAN 1%</li> <li>14 TYPE OF REPORTING PERSON</li> </ul>	11	AGGREGATE AMOUNT BEN		EPORTING
LESS THAN 1% 14 TYPE OF REPORTING PERSON	12	CHECK BOX IF THE AGGREO	· · · ·	
14 TYPE OF REPORTING PERSON	13	PERCENT OF CLASS REPRES	ENTED BY AMOUNT IN ROW (1	1)
СО	14		N	
		СО		

5

PERSON

1	NAME OF REF	PORTING PERSO	ON		
2 3	STEPHEN E. L CHECK THE A GROUP SEC USE ONL	APPROPRIATE E	BOX IF A MEMBER OF A	(a) o (b) o	
4	SOURCE OF F	UNDS			
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF (	ORGANIZATION		
NUMBER OF SHARES	USA	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH		8	- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH		9	1,785,606 SOLE DISPOSITIVE POWER		
		10	- 0 - SHARED DISPOSITIVE POWE	R	
11	AGGREGATE	AMOUNT BENI	1,785,606 EFICIALLY OWNED BY EACH	REPORTING PERSON	
12		F THE AGGREC ERTAIN SHARE	GATE AMOUNT IN ROW (11) G	0	
13	PERCENT OF	CLASS REPRES	ENTED BY AMOUNT IN ROW	(11)	
14	5.9% TYPE OF REP	ORTING PERSO	N		
	IN				

1	NAME OF RE	PORTING PERS	ON	
2 3	DAVID A. LO CHECK THE A GROUP SEC USE ONL	APPROPRIATE I	3OX IF A MEMBER OF A	(a) o (b) o
4	SOURCE OF F	UNDS		
5			E OF LEGAL PROCEEDINGS	
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	USA	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH		8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	1,785,606 SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POWE	R
11	AGGREGATE	AMOUNT BEN	1,785,606 EFICIALLY OWNED BY EACH	REPORTING PERSON
12		IF THE AGGREC ERTAIN SHARE	GATE AMOUNT IN ROW (11)	0
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)
14	5.9% TYPE OF REPORTING PERSON			
	IN			

1	NAME OF RE	PORTING PERS	ON		
2 3	ZACHARY R. CHECK THE A GROUP SEC USE ONI	APPROPRIATE E	BOX IF A MEMBER OF A	(a) o (b) o	
4	SOURCE OF I	FUNDS			
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF (	ORGANIZATION		
NUMBER OF SHARES	USA	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH		8	- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH		9	1,785,606 SOLE DISPOSITIVE POWER		
		10	- 0 - SHARED DISPOSITIVE POWE	R	
11	AGGREGATE	AMOUNT BEN	1,785,606 EFICIALLY OWNED BY EACH	REPORTING PERSON	
12		IF THE AGGREC ERTAIN SHARE	GATE AMOUNT IN ROW (11) G	0	
13	PERCENT OF	CLASS REPRES	ENTED BY AMOUNT IN ROW	(11)	
14	5.9% TYPE OF REP	ORTING PERSO	DN		
	IN				

1	NAME OF REPOR	RTING PERSO	N		
2 3	THOMAS R. MIK CHECK THE APF GROUP SEC USE ONLY		BOX IF A MEMBER OF A	(a) o (b) o	
4	SOURCE OF FUN	IDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR	R PLACE OF O	ORGANIZATION		
NUMBER OF SHARES	USA 7		SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH	8		- 0 - SHARED VOTING POWER		
REPORTING PERSON WITH	9		- 0 - SOLE DISPOSITIVE POWER		
	10		- 0 - SHARED DISPOSITIVE POWE	R	
11	AGGREGATE AM	IOUNT BENI	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON	
12	- 0 - CHECK BOX IF 1 EXCLUDES CER'		GATE AMOUNT IN ROW (11)	)	
13	PERCENT OF CL	ASS REPRES	ENTED BY AMOUNT IN ROW	(11)	
14	0% TYPE OF REPOR	TING PERSO	Ν		
	IN				

1	NAME OF REI	PORTING PERS	ON	
2 3	ALLEN A. SPI CHECK THE A GROUP SEC USE ONL	APPROPRIATE I	BOX IF A MEMBER OF A	(a) o (b) o
5				
4	SOURCE OF F	UNDS		
5			E OF LEGAL PROCEEDINGS . D ITEM 2(d) OR 2(e)	
6	CITIZENSHIP	OR PLACE OF	ORGANIZATION	
NUMBER OF SHARES	USA	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH		8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	- 0 - SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POWE	R
11	AGGREGATE	AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON
12		IF THE AGGREO ERTAIN SHARE	GATE AMOUNT IN ROW (11) G	0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	0% TYPE OF REP	ORTING PERSO	DN	
	IN			

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## CUSIP NO. 670872100

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3.

Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares and call options purchased by each of the Master Fund and the Canadian Fund, and the Shares and call options held in the Separately Managed Accounts, were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 972,446 Shares owned directly by the Master Fund is approximately \$26,378,181, including brokerage commissions. The aggregate purchase price of the call options exercisable into 94,100 Shares owned directly by the Master Fund is approximately \$67,848, including brokerage commissions. The aggregate purchase price of the canadian Fund is approximately \$2,331,753, including brokerage commissions. The aggregate purchase price of the call options exercisable into 8,300 Shares owned directly by the Canadian Fund is approximately \$5,986, including brokerage commissions. The aggregate purchase price of the call options exercisable into 8,300 Shares owned directly by the Canadian Fund is approximately \$15,722,406, including brokerage commissions. The aggregate purchase price of the call options exercisable into 52,600 Shares held in the Separately Managed Accounts is approximately \$15,722,406, including brokerage commissions. The aggregate purchase price of the call options exercisable into 52,600 Shares held in the Separately Managed Accounts is approximately \$15,722,406, including brokerage commissions.

Item 4.

Purpose of Transaction.

Item 4 is hereby amended to add the following:

On March 4, 2015, FrontFour Capital (together with its affiliates, "FrontFour") issued a detailed presentation regarding the Issuer (the "Presentation"). FrontFour offered support for its concerns regarding the Issuer's history of stock price underperformance, weak financial performance and poor capital allocation. FrontFour expressed its belief that urgent change is needed to the Issuer's Board of Directors. The Presentation further lays out FrontFour's detailed plan to create value for all of the Issuer's shareholders. The foregoing description of the Presentation does not purport to be complete and is qualified in its entirety by reference to the full text of the Presentation, which is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 5.

Interest in Securities of the Issuer.

Items 5(a) - (c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 30,240,512 Shares outstanding as of February 27, 2015, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2015.

As of the close of business on March 4, 2015, the Master Fund beneficially owned directly 1,066,546 Shares (including 94,100 Shares underlying certain call options exercisable within 60 days of the date hereof), the Canadian Fund beneficially owned directly 93,882 Shares (including 8,300 Shares underlying certain call options exercisable within 60 days of the date hereof), and 625,178 Shares (including 52,600 Shares underlying certain call options exercisable within 60 days of the date hereof) were held in the Separately Managed Accounts, constituting approximately 3.5%, less than 1%, and approximately 2.1%, respectively, of the Shares outstanding.

# Edgar Filing: OM GROUP INC - Form SC 13D/A

#### CUSIP NO. 670872100

FrontFour Capital, as the investment manager of the Master Fund and the Separately Managed Accounts, may be deemed to beneficially own the 1,691,724 Shares directly beneficially owned in the aggregate by the Master Fund and held in the Separately Managed Accounts, constituting approximately 5.6% of the Shares outstanding.

FrontFour Corp., as the investment manager of the Canadian Fund, may be deemed to beneficially own the 93,882 Shares directly beneficially owned by the Canadian Fund, constituting less than 1% of the Shares outstanding.

Each of Messrs. Loukas, Lorber and George, as a managing member and principal owner of FrontFour Capital and a principal owner of FrontFour Corp., may be deemed to beneficially own the 1,785,606 Shares directly beneficially owned in the aggregate by the Master Fund and the Canadian Fund and held in the Separately Managed Accounts, constituting approximately 5.9% of the Shares outstanding.

As of the close of business on March 4, 2015, Messrs. Miklich and Spizzo did not beneficially own any Shares.

Each of the Reporting Persons, as a member of a "group" with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be deemed to beneficially own the securities of the Issuer owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(b) Each of the Master Fund, FrontFour Capital and Messrs. Loukas, Lorber and George have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares owned directly by the Master Fund.

Each of FrontFour Capital and Messrs. Loukas, Lorber and George have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares held in the Separately Managed Accounts.

Each of the Canadian Fund, FrontFour Corp. and Messrs. Loukas, Lorber and George have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares owned directly by the Canadian Fund.

(c) The transactions in the securities of the Issuer by the Reporting Persons since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

Item 7.

Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1

Presentation, dated March 4, 2015.

Dated: March 5, 2015

## SIGNATURES

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

FrontFour Master Fund, Ltd.				
By:	FrontFour Capital C as Investment Mana	-		
By:	/s/ David A. Lorber Name: Title:	David A. Lorber Managing Member		
FrontFour Ca	pital Group LLC			
By:	/s/ David A. Lorber Name: Title:	David A. Lorber Managing Member		
FrontFour Op	portunity Fund			
By:	FrontFour Capital C as Investment Mana	-		
By:	/s/ David A. Lorber Name: Title:	David A. Lorber Authorized Signatory		
FrontFour Ca	pital Corp.			
By:	/s/ David A. Lorber Name: Title:	David A. Lorber Authorized Signatory		
•				
/s/ Stephen E. STEPHEN E.				
/s/ Zachary R	. GEORGE			

ZACHARY R. GEORGE

# Edgar Filing: OM GROUP INC - Form SC 13D/A

## CUSIP NO. 670872100

## SCHEDULE A

Transactions in Securities of the Issuer Since the Filing of Amendment No. 1 to the Schedule 13D

	Amount of Securities		Date of
Class of Security	Purchased/(Sold)	Price (\$)	Purchase/Sale

#### FRONTFOUR OPPORTUNITY FUND

Common Stock	(3,408)	28.0176	02/02/2015
Common Stock	2,388	28.8002	03/02/2015
Common Stock	1,367	30.0200	03/03/2015

# FRONTFOUR CAPITAL GROUP LLC (Through Separately Managed Accounts)

Common Stock	(1,592)	28.0176	02/02/2015
Common Stock	5,000	28.0309	02/02/2015
Common Stock	8,500	28.5797	02/03/2015
Common Stock	2,500	28.8496	02/04/2015
Common Stock	11,112	28.8002	03/02/2015
Common Stock	3,633	30.0200	03/03/2015