

BROADWING CORP
Form SC 13G/A
February 09, 2007

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

Broadwing Corporation
(Name of Issuer)
Common Stock, par value \$.01 per share
(Title of Class of Securities)
11161E101
(CUSIP Number)
January 4, 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 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 11161E101

NAMES OF REPORTING PERSONS:

1 Eric Semler

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a) ☐
(b) ☐

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
United States

SOLE VOTING POWER:

5
NUMBER OF 0

SHARED VOTING POWER:

SHARES
BENEFICIALLY **6**
OWNED BY 0

SOLE DISPOSITIVE POWER:

EACH
REPORTING **7**
PERSON 0

SHARED DISPOSITIVE POWER:

WITH: **8**
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):*

o

11

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

0%**

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4(b).

CUSIP No. 11161E101

NAMES OF REPORTING PERSONS:

1

TCS Capital GP, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

6

SHARES
BENEFICIALLY
OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH
REPORTING
PERSON 0

SHARED DISPOSITIVE POWER:

8

WITH:
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):*

o

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

0%**

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4(b).

CUSIP No. 11161E101

NAMES OF REPORTING PERSONS:

1

TCS Capital Investments, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Cayman Islands

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

6

SHARES
BENEFICIALLY
OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH
REPORTING
PERSON 0

SHARED DISPOSITIVE POWER:

8

WITH:
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):*

o

11

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

0%**

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4(b).

SCHEDULE 13G

This Amendment No. 1 (Amendment) Schedule 13G (the Schedule 13G), relating to shares of common stock, par value \$0.01 per share (the Common Stock), of Broadwing Corporation, a Delaware corporation (the Issuer), is being filed with the Securities and Exchange Commission (the Commission). This Schedule 13G is being filed on behalf of TCS Capital GP, LLC, a Delaware limited liability company (TCS GP), TCS Capital Investments, L.P., a Cayman Islands exempted limited partnership (TCS Offshore) and Eric Semler the principal of TCS GP.

This Amendment is being filed to amend and restate items 4 and 5 as follows:

Item 4 Ownership.

- (a) TCS GP, Eric Semler and TCS Offshore are the beneficial owners of 0 shares of Common Stock.
- (b) TCS GP, Eric Semler and TCS Offshore are the beneficial owners of 0% of the outstanding shares of Common Stock.
- (c) TCS GP, Eric Semler and TCS Offshore have the power to vote and dispose of 0 shares of Common Stock.

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 Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following ☐.

Exhibits Exhibit 1

Joint Filing Agreement between TCS Capital Investments, L.P., TCS Capital GP, LLC and Eric Semler.

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.

Date: February 8, 2007

TCS Capital Investments, L.P.

By: TCS Capital GP, LLC

By: /s/ Eric Semler

Name: Eric Semler

Title: Managing Member

TCS Capital GP, LLC

By: /s/ Eric Semler

Name: Eric Semler

Title: Managing Member

/s/ Eric Semler

Eric Semler