

Edgen Group Inc.
Form 3
May 02, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Edgen Murray II, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVENUE, 10TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/02/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Edgen Group Inc. [EDG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

		Shares	or Indirect (I) (Instr. 5)
Class B Common Stock and Membership Units ⁽¹⁾	Â <u>(2)(3)</u> Â <u>(2)(3)</u>	12,615,230 \$ <u>(2)</u> <u>(3)</u>	D Â
		Shares of Class A Common Stock, par value \$.0001 per share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edgen Murray II, L.P. C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ James L. Luikart, 05/02/2012
President

 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Class B common stock ("Class B Common Stock"), par value \$0.0001 per share, of Edgen Group Inc. ("Edgen") and membership units ("Membership Units") of EDG Holdco LLC ("EDG").

Pursuant to an Exchange Agreement (the "Exchange Agreement") by and among Edgen Murray II L.P. ("EM II LP"), Edgen and EDG, EM II LP has the right to exchange (the "Exchange Rights") from time to time Membership Units and shares of Class B Common Stock for shares of Edgen's Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), on the basis of one Membership

- (2) Unit and one share of Class B Common Stock collectively for one share of Class A Common Stock (subject to customary conversion rate adjustments for splits, stock dividends and reclassifications) or, at Edgen's election, cash. EM II LP is party to a Lock-Up Agreement (the "Lock-Up Agreement") with Jefferies & Company, Inc., Morgan Stanley & Co. LLC, and Citigroup Global Markets Inc (collectively, the "Underwriters").

- (3) (continued from Footnote 2) Pursuant to the Exchange Agreement, the Exchange Rights are not exercisable until the earlier of (i) October 29, 2012 or (ii) the date on which the Underwriters agree to waive the Lock-Up Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.