

Willbros Group, Inc.\NEW\  
Form SC 13G/A  
February 13, 2015

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

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

Willbros Group,  
Inc.  
(Name of  
Issuer)

Common Stock  
(Title of Class  
of Securities)

969203108  
(CUSIP  
Number)

December 31,  
2014  
(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)

(Page 1 of 9  
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 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).

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON   |
|  | TTR Management, LLC  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP               |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                    |
|  | Delaware   |
| <b>5</b>   | SOLE VOTING POWER  |
| <b>6</b>   | -0- SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 295,977  |
| <b>7</b>   | SOLE DISPOSITIVE POWER   |
| <b>8</b>   | -0- SHARED DISPOSITIVE POWER   |
| <b>9</b>   | 295,977 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

295,977

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

0.58%

TYPE OF

REPORTING

**12**

PERSON

OO

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                     |
|  | Tontine Asset Associates, LLC                                |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP       |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|  | Delaware   |
| <b>5</b>   | SOLE VOTING POWER  |
|  | -0-  |
| <b>6</b>   | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 2,674,634  |
| <b>7</b>   | SOLE DISPOSITIVE POWER                                       |
|  | -0-  |
| <b>8</b>   | SHARED DISPOSITIVE POWER                                     |
|  | 2,674,634  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 2,674,634 ..   |

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.28%  
TYPE OF  
REPORTING  
PERSON

OO

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                     |
|  | Jeffrey L. Gendell   |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP         |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|  | United States  |
| <b>5</b>   | SOLE VOTING POWER  |
|  | -0-  |
| <b>6</b>   | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 2,970,611  |
| <b>7</b>   | SOLE DISPOSITIVE POWER                                       |
|  | -0-  |
| <b>8</b>   | SHARED DISPOSITIVE POWER                                     |
|  | 2,970,611  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 2,970,611 CHECK BOX IF THE                                   |

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 5.86%  
TYPE OF  
REPORTING  
PERSON

IN



CUSIP No. 969203108 13G/APage 5 of 8 Pages

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Willbros Group Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 4400 Post Oak Parkway, Suite 1000, Houston, Texas 77027.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) TTR Management, LLC, a Delaware limited liability company organized under the laws of the State of Delaware ("TTRM"), which serves as general partner to TTR Overseas Master Fund, L.P. ("TTRMF"), with respect to the shares of Common Stock directly owned by TTRMF;
- (ii) Tontine Asset Associates, LLC, a limited liability company organized under the laws of the State of Delaware ("TAA"), which serves as general partner of Tontine Capital Overseas Master Fund II, LP ("TCOM II"), with respect to the shares of Common Stock directly owned by TCOM II;
- (iii) Jeffrey L. Gendell, a United States citizen ("Mr. Gendell"), with respect to the shares of Common Stock owned directly by TTRMF and TCOM II.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 1 Sound Shore Drive, Suite 304, Greenwich, CT 06830-7251.

**Item 2(c). CITIZENSHIP**

See Item 2(a) above.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, \$0.05 par value (the "Common Stock").

**Item 2(e). CUSIP NUMBER**

969203108

**Item IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK  
3. WHETHER THE PERSON FILING IS A:**

(a) Broker or dealer registered under Section 15 of the Act;

- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

Not applicable.

#### Item 4. OWNERSHIP

##### A. TTR Management, LLC

- (a) Amount beneficially owned: 295,977  
Percent of class: 0.58%. The percentages used herein and in the rest of Item 4 are calculated based upon the 50,683,732 shares of Common Stock issued and outstanding as of December 8, 2014, as set forth in the Company's Quarterly Report Form 10-Q for the quarterly period ended September 30, 2014 filed on December 15, 2014.
- (b)
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 295,977  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition: 295,977

##### B. Tontine Asset Associates, LLC

- (a) Amount beneficially owned: 2,674,634
- (b) Percent of class: 5.28%
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 2,674,634  
(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,674,634

CUSIP No. 969203108 13G/APage 7 of 8 Pages

C. Jeffrey L. Gendell

(a) Amount beneficially owned: 2,970,611

(b) Percent of class: 5.86%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,970,611

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,970,611

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

TTRM, the general partner of TTRMF, has the power to direct the affairs of TTRMF, including directing the receipt of dividends from or the proceeds from the sale of such shares. TAA, the general partner of TCOM II, has the power to direct the affairs of TCOM II, including directing the receipt of dividends from or the proceeds from the sale of such shares. Mr. Gendell is the Managing Member of TTRM and TAA and in that capacity directs their operations.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 969203108 13G/APage 8 of 8 Pages

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: February 13, 2015

/s/ JEFFREY L. GENDELL

Jeffrey L. Gendell, individually, and as managing member of TTR Management, LLC, for itself and as the general partner of TTR Overseas Master Fund, L.P., and as managing member of Tontine Asset Associates, LLC for itself and as the general partner of Tontine Capital Overseas Master Fund II, L.P.