

Erickson Air-Crane Inc.
Form SC 13D/A
May 30, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)

Erickson Air-Crane Incorporated
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

29482P100
(CUSIP Number)

Louis Crasto

c/o Centre Lane Partners

60 East 42nd Street

Suite 1400

New York, NY 10165

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

with copies to:

Louis T. Somma, Esq.

Ropes & Gray LLP

1211 Avenue of the Americas

New York, NY 10036-8704

(212) 596-9000

May 30, 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 §§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.

* 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).

CUSIP No. **29482P100**
SCHEDULE 13D

NAME OF REPORTING PERSON.

1. ZM EAC LLC

I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON: 26-0878964

2. CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a) ☐ (b) ☐

3. SEC USE ONLY

SOURCE OF FUNDS

4. OO

5. CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) ☐
CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

NUMBER OF	7. SOLE VOTING POWER	4,650,125
SHARES	8. SHARED VOTING POWER	-0-
BENEFICIALLY	9. SOLE DISPOSITIVE POWER	4,650,125
OWNED BY		
EACH		
REPORTING	10. SHARED DISPOSITIVE POWER	-0-
PERSON		
WITH		

11. AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

4,761,823

12. CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13. PERCENT OF CLASS REPRESENTED 47.64%^(*)
BY AMOUNT IN ROW (9)

14. TYPE OF REPORTING PERSON
OO

(*) Based on 9,760,012 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2013, as filed by the Issuer on May 9, 2013.

CUSIP No. **29482P100**

NAME OF REPORTING PERSON

1. ZM Private Equity Fund I, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
20-8811568

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF
A GROUP

(a) ☐ (b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7. SOLE VOTING POWER 1,580,723.61^(*)

SHARES 8. SHARED VOTING POWER -0-

BENEFICIALLY 9. SOLE DISPOSITIVE POWER 1,580,723.61^(*)

OWNED BY

EACH

REPORTING 10. SHARED DISPOSITIVE POWER -0-

PERSON

WITH

11. AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

1,580,723.61^(*)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES

☐

13. PERCENT OF CLASS REPRESENTED 14.81%^(**)
BY AMOUNT IN ROW (9)

14. TYPE OF REPORTING PERSON

PN

^(*) Includes 666,991 shares of Common Stock and 913,732.61 shares of Mandatorily Convertible Cumulative Participating Preferred Stock, Series A (the "Series A Preferred Stock") currently convertible into 913,732.61 shares of

Common Stock, upon the occurrence of certain events.

(**)Based on 9,760,012 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2013, as filed by the Issuer on May 9, 2013, plus 913,732.61 shares of Common Stock owned by ZM Private Equity Fund I, L.P., after giving effect to the conversion of the Series A Preferred Stock.

CUSIP No. **29482P100**

NAME OF REPORTING PERSON

1. ZM Private Equity Fund II, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
80-0208977

2. CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

3. (a) ☐ (b) ☐

SEC USE ONLY

SOURCE OF FUNDS

4. OO

5. CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

NUMBER OF 7. SOLE VOTING POWER 677,453.70(*)

SHARES 8. SHARED VOTING POWER -0-

BENEFICIALLY 9. SOLE DISPOSITIVE POWER 677,453.70(*)

OWNED BY

EACH

REPORTING 10. SHARED DISPOSITIVE POWER -0-

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

11. 677,453.70(*)

CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES

12. ☐

PERCENT OF CLASS REPRESENTED 6.67%(**)
BY AMOUNT IN ROW (9)

13. TYPE OF REPORTING PERSON

14. PN

(*) Includes 285,854 shares of Common Stock and 391,599.70 shares of Series A Preferred Stock currently convertible into 391,599.70 shares of Common Stock, upon the occurrence of certain events.

(**)Based on 9,760,012 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2013, as filed by the Issuer on May 9, 2013, plus 391,599.70 shares of Common Stock owned by ZM Private Equity Fund II, L.P., after giving effect to the conversion of the Series A Preferred Stock.

CUSIP No. **29482P100**

NAME OF REPORTING PERSON

1. 10th Lane Finance Co., LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
26-4155922

2. CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

3. (a) ☐ (b) ☐

SEC USE ONLY

SOURCE OF FUNDS

4. OO

5. CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

NUMBER OF 7. SOLE VOTING POWER 634,763.77(*)

SHARES 8. SHARED VOTING POWER -0-

BENEFICIALLY 9. SOLE DISPOSITIVE POWER 634,763.77(*)

OWNED BY

EACH

REPORTING 10. SHARED DISPOSITIVE POWER -0-

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

11. 634,763.77(*)

CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES

12. ☐

PERCENT OF CLASS REPRESENTED 6.11%(**)
BY AMOUNT IN ROW (9)

13. TYPE OF REPORTING PERSON

14. OO

(*) Represents 634,763.77 shares of Series A Preferred Stock currently convertible into 634,763.77 shares of Common Stock, upon the occurrence of certain events.

(**)Based on 9,760,012 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2013, as filed by the Issuer on May 9, 2013, plus 634,763.77 shares of Common Stock owned by 10th Lane Finance Co., LLC, after giving effect to the conversion of the Series A Preferred Stock.

CUSIP No. **29482P100**

AMENDMENT NO. 4 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the “Commission”) on April 25, 2012, as amended by Amendment No. 1 thereto filed on May 24, 2012, Amendment No. 2 thereto filed on May 13, 2013, and Amendment No. 3 thereto filed on May 22, 2013. Terms defined in the Schedule 13D are used herein as so defined.

The following items of the Schedule 13D are hereby amended as follows.

Item 2. Identity and Background

The Reporting Persons are filing this Amendment to report changes in ZM EAC LLC’s beneficial ownership since the date of Amendment No. 3 of the Schedule 13D.

Item 5. Interest in Securities of Issuer

On May 30, 2013, ZM EAC LLC completed the previously announced sales of 250,000 shares of Common Stock. Since the filing of Amendment No. 3 to Schedule 13D on May 22, 2013, ZM EAC LLC sold shares of Common Stock in open market transactions as follows:

Date	Shares Sold	Price (per share)*	Trade Range (per share)
May 22, 2013	23,054	\$ 26.8015	\$26.65 to \$26.97
May 23, 2013	36,906	\$ 25.1749	\$24.50 to \$25.65
May 24, 2013	13,459	\$ 24.7464	\$24.51 to \$25.64
May 28, 2013	15,700	\$ 24.7790	\$24.50 to \$25.25
May 29, 2013	15,900	\$ 24.5802	\$24.50 to \$24.75
May 30, 2013	6,679	\$ 25.0471	\$24.57 to \$25.35

* **Represents a weighted-average price.**

As of the date hereof, ZM EAC LLC has beneficial ownership of an aggregate of 4,650,125 shares of the Issuer’s Common Stock. Based on an aggregate of 9,760,012 shares of Common Stock outstanding as of May 1, 2013, ZM EAC LLC beneficially owns 47.64% of the outstanding Common Stock.

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ZM EAC LLC has the sole power to vote and dispose of the 4,650,125 shares of the Common Stock beneficially owned by it. Subject to market conditions it deems favorable, ZM EAC LLC will sell shares of Common Stock owned by it from time to time.

For all transactions reported in this Schedule 13D/A utilizing a weighted-average price, ZM EAC LLC will provide to the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the trade range set forth in the table above.

CUSIP No. **29482P100**

Signature

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

DATED: May 30, 2013

ZM EAC LLC

By: /s/ Quinn Morgan

Name: Quinn Morgan

Title: Managing Member

ZM PRIVATE EQUITY FUND I, L.P.

ZM Private Equity Fund I GP, LLC, its General Partner

By:

By: Q&U Investments, LLC, its Managing Member

By: /s/ Quinn Morgan

Name: Quinn Morgan

Title: Managing Member

ZM PRIVATE EQUITY FUND II, L.P.

ZM Private Equity Fund II GP, LLC, its General Partner

By:

By: Q&U Investments, LLC, its Managing Member

By: /s/ Quinn Morgan

Name: Quinn Morgan

Title: Managing Member

10TH LANE FINANCE CO., LLC

10th Lane Partners LLC, its Managing Member

By:

By: Q&U Investments, LLC, its Managing Member

By: /s/ Quinn Morgan

Name: Quinn Morgan

Title: Managing Member