

Edgar Filing: Roman Emmanuel - Form SC 13D/A

Roman Emmanuel
Form SC 13D/A
February 17, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

GLG Partners, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

37929X 107

(CUSIP Number)

Emmanuel Roman
c/o GLG Partners, Inc.
399 Park Avenue, 38th Floor
New York, NY 10022
Attention: Alejandro San Miguel, Esq.
General Counsel and Corporate Secretary
(212) 224-7200

with a copy to:

Chadbourne & Parke LLP
30 Rockefeller Plaza
New York, NY 10112
Attention: Sey-Hyo Lee, Esq.
(212) 408-5100

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

November 2, 2007

(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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| | | | |
|----|--|--------------------|---|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Emmanuel Roman | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) [] (b) [X] | |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS 00 | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | [] | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION France | | |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 -0- | SOLE VOTING POWER |
| 8 | | 8 | SHARED VOTING POWER 159,725,152 shares(1) (2) (See Item 5) |
| 9 | | 9 | SOLE DISPOSITIVE POWER 1,466 shares (See Item 5) |
| 10 | | 10 | SHARED DISPOSITIVE POWER 796,600 shares (See Item 5) |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,466 shares (See Item 5) | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | [X] | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% of outstanding shares of Common Stock(3) (See Item 5) | | |
| 14 | TYPE OF REPORTING PERSON IN | | |

(1) Includes 398,300 shares and 398,300 warrants held by certain investment funds managed by GLG Partners LP, of which GLG Partners Limited is the general partner. Mr. Roman is a managing director of GLG Partners Limited and may be deemed to have beneficial ownership of these shares. Mr. Roman disclaims beneficial ownership of these shares.

(2) Includes an aggregate of 158,928,552 shares held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Mr. Roman may be deemed to have beneficial ownership of these shares. Mr. Roman

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disclaims beneficial ownership of these shares, except for the 1,466 shares reported in row 11 and otherwise to the extent of his pecuniary interest therein.

- (3) Excludes as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable. Including as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable, the percentage would be 0.0%.

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| | | | |
|--------------|--|------------------------------------|---------|
| ----- | | ----- | |
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| ----- | | | |
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Roman GLG Trust | | |
| ----- | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) [] | (b) [X] |
| ----- | | | |
| 3 | SEC USE ONLY | | |
| ----- | | | |
| 4 | SOURCE OF FUNDS 00 | | |
| ----- | | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [] | | |
| ----- | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Jersey, Channel Islands | | |
| ----- | | | |
| NUMBER OF | 7 | SOLE VOTING POWER | |
| SHARES | | -0- | |
| ----- | | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| OWNED BY | | 158,928,552 shares(1) (See Item 5) | |
| ----- | | | |
| EACH | 9 | SOLE DISPOSITIVE POWER | |
| REPORTING | | 18,698,529 shares (See Item 5) | |
| ----- | | | |
| PERSON | 10 | SHARED DISPOSITIVE POWER | |
| WITH | | -0- | |
| ----- | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,698,529 shares (See Item 5) | | |
| ----- | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X] | | |
| ----- | | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.6% of outstanding shares of Common Stock(2) (See Item 5) | | |
| ----- | | | |
| 14 | TYPE OF REPORTING PERSON 00 | | |

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- (1) Represents an aggregate of 158,928,552 shares held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. The Roman GLG Trust may be deemed to have beneficial ownership of these shares. The Roman GLG Trust disclaims beneficial ownership of these shares, except for the 18,698,529 shares reported in row 11.
- (2) Excludes as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable. Including as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable, the percentage would be 6.1%.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Jeffrey A. Robins

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 158,928,552 shares(1) (See Item 5)

EACH 9 SOLE DISPOSITIVE POWER
18,698,529 shares (See Item 5)

REPORTING PERSON 10 SHARED DISPOSITIVE POWER
WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
18,698,529 shares (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[X]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.6% of outstanding shares of Common Stock(2) (See Item 5)

14 TYPE OF REPORTING PERSON
IN

- (1) Represents an aggregate of 158,928,552 shares held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Jeffrey A. Robins, in his capacity as trustee of the Roman GLG Trust, may be deemed to have beneficial ownership of these shares. Jeffrey A. Robins, in his capacity as trustee of the Roman GLG Trust and in his individual capacity, disclaims beneficial ownership of these shares, except for the 18,698,529 shares reported in row 11.
- (2) Excludes as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable. Including as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable, the percentage would be 6.1%.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Jackson Holding Services Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 158,928,552 shares(1) (See Item 5)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 18,698,529 shares (See Item 5)

PERSON 10 SHARED DISPOSITIVE POWER
WITH -0-

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| | |
|----|--|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,698,529 shares (See Item 5) |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.6% of outstanding shares of Common Stock(2) (See Item 5) |
| 14 | TYPE OF REPORTING PERSON CO |

- (1) Represents an aggregate of 158,928,552 shares held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Jackson Holding Services Inc. may be deemed to have beneficial ownership of these shares. Jackson Holding Services Inc. is wholly owned by Jeffrey A. Robins, in his capacity as trustee of the Roman GLG Trust, and disclaims beneficial ownership of these shares, except for the 18,698,529 shares reported in row 11.
- (2) Excludes as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable. Including as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable, the percentage would be 6.1%.

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Item 1. Security and Issuer.

This Amendment No. 2 ("Amendment No. 2") to the Schedule 13D dated November 13, 2007 (the "Schedule 13D") jointly filed by Emmanuel Roman and Jeffrey A. Robins, in his capacity as trustee of the Roman GLG Trust (the "Roman Trustee"), relates to shares of common stock, par value \$0.0001 per share (the "Common Stock"), of GLG Partners, Inc., a Delaware corporation formerly named Freedom Acquisition Holdings, Inc. (the "Company"), and shares of Series A voting preferred stock, par value \$0.0001 per share, of the Company ("Series A Preferred Stock"), and Exchangeable Class B ordinary shares of FA Sub 2 Limited, a British Virgin Islands company and a subsidiary of the Company ("Exchangeable Shares"). The Series A Preferred Stock and the Exchangeable Shares are referred to collectively as the "Exchangeable Securities". This Amendment No. 2 is being filed solely to add the Roman GLG Trust as a Reporting Person to the original Schedule 13D filing with respect to securities previously reported by the Roman Trustee on behalf of the Roman GLG Trust in November 2007 and to update certain other information under Items 5 and 7 in the Schedule 13D and Amendment No. 1 to the Schedule 13D dated March 24, 2008 ("Amendment No. 1"). Unless otherwise defined in this Amendment No. 2, capitalized terms have the meanings set forth in the Schedule 13D and Amendment No. 1.

The Company's principal executive office is located at 399 Park Avenue, 38th Floor, New York, New York 10022.

Item 2. Identity and Background.

The first paragraph of Item 2 as amended to add the Roman GLG Trust as follows:

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This statement is being filed jointly by Emmanuel Roman, the Roman GLG Trust, Jeffrey A. Robins, in his capacity as trustee of the Roman GLG Trust (the "Roman Trustee"), and Jackson Holding Services Inc. Mr. Roman, the Roman GLG Trust, the Roman Trustee and Jackson Holding Services Inc. are hereinafter sometimes collectively referred to as the "Reporting Persons". The address of the business office of Mr. Roman is c/o GLG Partners, Inc., 399 Park Avenue, 38th Floor, New York, New York 10022. The address of the business offices of the Roman GLG Trust, the Roman Trustee and Jackson Holding Services Inc. is c/o Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, New York, 10112. Mr. Roman is a citizen of France, the Roman GLG Trust is a trust organized under the laws of Jersey, Channel Islands, the Roman Trustee is a citizen of the United States of America and Jackson Holding Services Inc. is a British Virgin Islands company.

The remainder of the information under Item 2 is unchanged.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

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(a) As a result of the execution and delivery of the Voting Agreement, each of the Reporting Persons may be deemed to have acquired beneficial ownership of an aggregate of 158,928,552 shares (including Exchangeable Securities exchangeable into Common Stock), which are owned directly by the Voting Agreement Parties or over which the Voting Agreement Parties have the power to vote (the "Subject Shares"). These Subject Shares represent approximately 52.2% of the outstanding shares of Common Stock (assuming the exchange of all Exchangeable Securities into Common Stock). The Reporting Persons expressly disclaim beneficial ownership of securities held by any other person or entity party to the Voting Agreement.

As of the date hereof, the Reporting Persons have the following interests in Common Stock and Exchangeable Securities:

Emmanuel Roman

- (i) Amount beneficially owned: 1,466 shares
- (ii) Percent of class: 0.0% of outstanding shares of Common Stock(1)
- (iii) Number of shares as to which such person has:
 - (a) Sole power to vote or direct the vote: -0-
 - (b) Shared power to vote or direct the vote: 159,725,152 shares (consisting of (1) 158,928,552 shares of voting stock (including 58,904,993 Exchangeable Securities which are exchangeable for Common Stock) held by the parties to the Voting Agreement and (2) 398,300 shares and 398,300 warrants held by certain investment funds managed by GLG Partners LP) (2) (3)
 - (c) Sole power to dispose or direct the disposition: 1,466 shares

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- (d) Shared power to dispose or direct the disposition:
796,600 shares (consisting of 398,300 shares and
398,300 warrants) (3)

-
- (1) Excludes as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable. Including as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable, the percentages for Mr. Roman, the Roman GLG Trust, the Roman Trustee and Jackson Holding Services Inc. would be 0.0%, 6.1%, 6.1% and 6.1%, respectively.
 - (2) The 158,928,552 shares are held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Mr. Roman may be deemed to have beneficial ownership of these shares. Mr. Roman disclaims beneficial ownership of these shares, except for the 1,466 shares reported in (i) above and otherwise to the extent of his pecuniary interest therein.
 - (3) The 398,300 shares and 398,300 warrants are held by certain investment funds managed by GLG Partners LP, of which GLG Partners Limited is the general partner. Mr. Roman is a managing director of GLG Partners Limited and may be deemed to have beneficial ownership of these shares. Mr. Roman disclaims beneficial ownership of these shares.

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Roman GLG Trust

- (i) Amount beneficially owned: 18,698,529 shares
- (ii) Percent of class: 7.6% of outstanding shares of Common Stock(4)
- (iii) Number of shares as to which such person has:
 - (a) Sole power to vote or direct the vote: -0-
 - (b) Shared power to vote or direct the vote: 158,928,552 shares (consisting of 158,928,552 shares of voting stock (including 58,904,993 Exchangeable Securities which are exchangeable for Common Stock) held by the parties to the Voting Agreement) (5)
 - (c) Sole power to dispose or direct the disposition: 18,698,529 shares
 - (d) Shared power to dispose or direct the disposition: -0-

Jeffrey A. Robins

- (i) Amount beneficially owned: 18,698,529 shares
- (ii) Percent of class: 7.6% of outstanding shares of Common Stock(4)
- (iii) Number of shares as to which such person has:

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- (a) Sole power to vote or direct the vote: -0-
- (b) Shared power to vote or direct the vote: 158,928,552 shares (consisting of 158,928,552 shares of voting stock (including 58,904,993 Exchangeable Securities which are exchangeable for Common Stock) held by the parties to the Voting Agreement) (6)

- (4) Excludes as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable. Including as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable, the percentages for Mr. Roman, the Roman GLG Trust, the Roman Trustee and Jackson Holding Services Inc. would be 0.0%, 6.1%, 6.1% and 6.1%, respectively.
- (5) The 158,928,552 shares are held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. The Roman GLG Trust may be deemed to have beneficial ownership of these shares. The Roman GLG Trust disclaims beneficial ownership of these shares, except for the 18,698,529 shares reported in (i) above.
- (6) The 158,928,552 shares are held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Mr. Robins, in his capacity as trustee of the Roman GLG Trust, may be deemed to have beneficial ownership of these shares. Mr. Robins, in his capacity as trustee of the Roman GLG Trust and in his individual capacity, disclaims beneficial ownership of these shares, except for the 18,698,529 shares reported in (i) above.

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- (c) Sole power to dispose or direct the disposition:
18,698,529 shares
- (d) Shared power to dispose or direct the disposition:
-0-

Jackson Holding Services Inc.

- (i) Amount beneficially owned: 18,698,529 shares
- (ii) Percent of class: 7.6% of outstanding shares of Common Stock(7)
- (iii) Number of shares as to which such person has:
 - (a) Sole power to vote or direct the vote: -0-
 - (b) Shared power to vote or direct the vote: 158,928,552 shares (consisting of 158,928,552 shares of voting stock (including 58,904,993 Exchangeable Securities which are exchangeable for Common Stock) held by the parties to the Voting Agreement) (8)
 - (c) Sole power to dispose or direct the disposition:
18,698,529 shares

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(d) Shared power to dispose or direct the disposition:
-0-

(b) None of the Reporting Persons, nor to the knowledge of the Reporting Persons, any of the executive officers or directors of Jackson Holding Services Inc., has engaged in any transactions involving Exchangeable Securities or Common Stock during the 60 days prior to the date of this Amendment No. 2.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended to include a revised Exhibit 7.

Exhibit 7. Joint Filing Agreement Pursuant to Rule 13d-1(k).

- (7) Excludes as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable. Including as outstanding shares 58,904,993 shares of Common Stock into which the Exchangeable Securities are exchangeable, the percentages for Mr. Roman, the Roman GLG Trust, the Roman Trustee and Jackson Holding Services Inc. would be 0.0%, 6.1%, 6.1% and 6.1%, respectively.
- (8) The 158,928,552 shares are held by the parties to the Voting Agreement dated as of June 22, 2007 described in Item 6. Jackson Holding Services Inc. may be deemed to have beneficial ownership of these shares. Jackson Holding Services Inc. is wholly owned by Jeffrey A. Robins, in his capacity as trustee of the Roman GLG Trust, and disclaims beneficial ownership of these shares, except for the 18,698,529 shares reported in (i) above.

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SIGNATURE

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

Dated: February 17, 2009

/s/ Alejandro San Miguel

Alejandro San Miguel
Attorney-in-fact for Emmanuel Roman

/s/ Jeffrey A. Robins

Jeffrey A. Robins, in his capacity as
trustee of the Roman GLG Trust

/s/ Jeffrey A. Robins

Jeffrey A. Robins

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Jackson Holding Services Inc.

By: /s/ Jeffrey A. Robins

Name: Jeffrey A. Robins

Title: President and Secretary