

Edgar Filing: Kraton Performance Polymers, Inc. - Form SC 13G/A

Kraton Performance Polymers, Inc.  
Form SC 13G/A  
December 15, 2010

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3) \*

KRATON PERFORMANCE POLYMERS, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$0.01 Par Value

-----  
(Title of Class of Securities)

50077C106

-----  
(CUSIP Number)

December 13, 2010

-----  
(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)

[X] 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 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 (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 (HOWEVER, SEE THE NOTES).

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CUSIP NO. 50077C106  
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-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay Resource Partners, L.P.  
-----

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

(b)

-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

5 SOLE VOTING POWER

NUMBER OF  
SHARES NONE

BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER

EACH 418,100

REPORTING  
PERSON

WITH 7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

418,100  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,100  
-----

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

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.3%  
-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN  
-----

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-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay II Resource Partners, L.P.

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

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

NONE

-----

OWNED BY

6 SHARED VOTING POWER

EACH

909,800

REPORTING

PERSON

WITH

-----  
7 SOLE DISPOSITIVE POWER

NONE

-----  
8 SHARED DISPOSITIVE POWER

909,800

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

909,800

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

-----  
11 PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.9%

-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

-----  
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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bay Resource Partners Offshore Master Fund, L.P.

-----

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

(a)  [X]

(b)  [ ]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

-----

	5	SOLE VOTING POWER
NUMBER OF SHARES		NONE
BENEFICIALLY	-----	-----
OWNED BY	6	SHARED VOTING POWER
EACH		1,608,655
REPORTING	-----	-----
PERSON	7	SOLE DISPOSITIVE POWER
WITH		NONE
	-----	-----
	8	SHARED DISPOSITIVE POWER
		1,608,655

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,608,655

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.2%

-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GMT Capital Corp.

-----

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

(a)

(b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Georgia

-----

	5	SOLE VOTING POWER
NUMBER OF SHARES		NONE
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
EACH REPORTING PERSON		3,065,455
WITH	7	SOLE DISPOSITIVE POWER
		NONE
	8	SHARED DISPOSITIVE POWER
		3,065,455

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,065,455

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.8%

-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas E. Claugus

-----

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

(a)

(b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----

	5	SOLE VOTING POWER	
NUMBER OF SHARES		88,800	
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	
EACH REPORTING PERSON		3,065,455	
WITH	7	SOLE DISPOSITIVE POWER	
		88,800	
	8	SHARED DISPOSITIVE POWER	
		3,065,455	

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,154,255

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.1%

-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Explanatory Note:

This Amendment No. 3 amends and supplements the Amendment No. 2 (Amendment No. 2) to Schedule 13G filed with the Securities and Exchange Commission (SEC) on November 23, 2010, which amended and supplemented the Amendment No. 1 to Schedule 13G filed with the SEC on October 8, 2010, which amended and supplemented the Schedule 13G originally filed with the SEC on August 18, 2010 by the Reporting Persons.

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- ITEM 1 (A) NAME OF ISSUER:  
-----  
No material changes from Amendment No. 2.
- ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
-----  
No material changes from Amendment No. 2.
- ITEM 2 (a) NAME OF PERSON FILING:  
-----  
No material changes from Amendment No. 2.
- ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:  
-----  
No material changes from Amendment No. 2.
- ITEM 2 (c) CITIZENSHIP:  
-----  
No material changes from Amendment No. 2.
- ITEM 2 (d) TITLE OF CLASS OF SECURITIES:  
-----  
No material changes from Amendment No. 2.
- ITEM 3. No material changes from Amendment No. 2.
- ITEM 4. OWNERSHIP:  
-----  
Except as provided below, there are no material changes from Amendment No. 2 filed by the Reporting Persons with the SEC on November 23, 2010.
- The aggregate percentage of Shares reported as owned by each Reporting Person is based upon 31,252,979 shares of Common Stock outstanding as of October 29, 2010, as disclosed in the Issuers Form 10-Q filing for the quarterly period ended September 30, 2010, filed with the SEC on November 3, 2010. This Statement is being filed with respect to an aggregate of 3,154,255 shares of Common Stock. There are no other material changes from the Amendment No. 2 except as regards beneficial ownership as indicated on Pages 2 through 6 herein.
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
-----  
No material changes from Amendment No. 2.
- Page 7 of 8 Pages
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
-----  
No material changes from Amendment No. 2.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.  
-----  
No material changes from Amendment No. 2.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
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No material changes from Amendment No. 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
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No material changes from Amendment No. 2.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my 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.

SIGNATURE

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

December 15, 2010

/s/ Thomas E. Claugus  
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Thomas E. Claugus, for himself and as President of GMT Capital Corp., for itself and as the general partner of (i) Bay Resource Partners, L.P. and (ii) Bay II Resource Partners, L.P., and as the investment manager of (iii) Bay Resource Partners Offshore Master Fund, L.P. and (iv) certain other accounts.

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