

FALCONE PHILIP
Form 3
May 09, 2008

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)

1. Name and Address of Reporting Person *
Â HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

2. Date of Event Requiring Statement
(Month/Day/Year) 04/29/2008

3. Issuer Name and Ticker or Trading Symbol
RTI INTERNATIONAL METALS INC [RTI]

(Last) (First) (Middle)
C/O INTERNATIONAL FUND SERVICES LIMITED,Â THIRD FL, BISHOP'S SQUARE REDMOND'S HILL
(Street)

4. Relationship of Reporting Person(s) to Issuer
5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___X___ Other
(give title below) (specify below)
*See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

DUBLIN,Â L2Â 00000
(City) (State) (Zip)

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)
Common Stock	2,250,000	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Common Stock	560,000	D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	500,000	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	448,917	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	217,750	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	116,667	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	76,666	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	20,000	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	62,534	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	4,133	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	35,000	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	16,667	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	86,600	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	133,333	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	80,467	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	70,000	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	57,934	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	66,667	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)		96,666	\$ (9) (11)		Â

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			Common Stock			D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
Equity Swap	Â <u>(9)(11)</u>	Â <u>(9)(11)</u>	Common Stock	133,333	\$ <u>(9)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	10,735	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	66,667	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	101,110	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	100,135	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	145,594	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	127,000	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	50,000	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	114,335	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	94,132	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	106,667	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN,Â L2Â 00000	Â	Â X	Â		*See Remarks
HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C. ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM,Â ALÂ 35244	Â	Â X	Â		*See Remarks
HMC INVESTORS, L.L.C. ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM,Â ALÂ 35244	Â	Â X	Â		*See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 555 MADISON AVENUE	Â	Â X	Â		*See Remarks

16TH FLOOR
NEW YORK, NY 10022

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,
LLC

555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

^ ^ X ^

*See
Remarks

HMC - NEW YORK, INC.
555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

^ ^ X ^

*See
Remarks

HARBERT MANAGEMENT CORP
ONE RIVERCHASE PARKWAY SOUTH
BIRMINGHAM, AL 35244

^ ^ X ^

*See
Remarks

FALCONE PHILIP
555 MADISON AVE
16TH FLOOR
NEW YORK, NY 10022

^ ^ X ^

*See
Remarks

HARBERT RAYMOND J
ONE RIVERCHASE PARKWAY SOUTH
BIRMINGHAM, AL 35244

^ ^ X ^

*See
Remarks

LUCE MICHAEL D
ONE RIVERCHASE PARKWAY SOUTH
BIRMINGHAM, AL 35244

^ ^ X ^

*See
Remarks

Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+)(++), By: Harbinger Capital Partners
Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ William R.
Lucas, Jr.

05/09/2008

__Signature of Reporting Person

Date

Harbinger Capital Partners Offshore Manager, L.L.C.(+)(++), By: HMC Investors, L.L.C.,
Managing Member, By: /s/ William R. Lucas, Jr.

05/09/2008

__Signature of Reporting Person

Date

HMC Investors, L.L.C.(+)(++), By: /s/ William R. Lucas, Jr.

05/09/2008

__Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations Fund, L.P.(+)(++), By: Harbinger Capital
Partners Special Situations GP, LLC, By HMC-New York, Inc., Managing Member, By: /s/
William R. Lucas, Jr.

05/09/2008

__Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC(+)(++), By: HMC-New York, Inc.,
Managing Member, By: /s/ William R. Lucas, Jr.

05/09/2008

__Signature of Reporting Person

Date

HMC-New York, Inc.(+)(++), By: /s/ William R. Lucas, Jr.

05/09/2008

__Signature of Reporting Person

Date

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initial reference price of US\$51.5899, US\$51.6353, US\$53.7824, US\$54.1713, US\$54.9279, US\$56.7245, US\$56.8918, US\$55.1306, US\$55.4986 and US\$54.9751, respectively, per share upon close-out of any transaction.

- (11) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Master Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Master Fund at any time.

^

Remarks:

(+) ^ The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned directly or indirectly by the Reporting Person. This report shall not be deemed an admission that such person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.
(++) ^ Given that the EDGAR system limits the number of line items on Table II of an electronic filing to thirty, the entries on Table II are being reported across two separate Form 3 filings.

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