

BRIGADE CAPITAL MANAGEMENT, LP

Form 4

December 17, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

BRIGADE CAPITAL
MANAGEMENT, LP

(Last) (First) (Middle)

399 PARK AVENUE, 16TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

MAGNACHIP SEMICONDUCTOR
Corp [MX]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

3. Date of Earliest Transaction
(Month/Day/Year)

12/13/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	12/13/2018		P		15,000	A	\$ 7.05	3,111,935	I	See Footnote <u>(1)</u>
Common Stock, par value \$.01 per share	12/13/2018		P		200,000	A	\$ 6.9	3,155,706	D <u>(2)</u>	
Common Stock, par value \$.01	12/13/2018		P		300,000	A	\$ 7.07	3,455,706	D <u>(2)</u>	

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per share

Common
Stock, par
value \$.01
per share

3,611,935 I

See
Footnote
(3)

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRIGADE CAPITAL MANAGEMENT, LP
399 PARK AVENUE
16TH FLOOR
NEW YORK, NY 10022

X

MORGAN DONALD E III
C/O BRIGADE CAPITAL MANAGEMENT, LP
399 PARK AVENUE, 16TH FLOOR
NEW YORK, NY 10022

X

Brigade Capital Management GP, LLC
399 PARK AVENUE
16TH FLOOR
NEW YORK, NY 10022

X

X

Reporting Owners

Brigade Leveraged Capital Structures Offshore Ltd
INTERTRUST CORP SERVICES (CAYMAN) LTD
190 ELGIN AVENUE, GEORGE TOWN
GRAND CAYMAN, E9 KY1-9005

Signatures

Brigade Capital Management, LP, /s/ Donald E. Morgan, III, Managing Member of its General Partner

12/17/2018

****Signature of Reporting Person**

Date _____

/s/ Donald E. Morgan, III

12/17/2018

****Signature of Reporting Person**

Date _____

Brigade Capital Management GP, LLC, /s/ Donald E. Morgan, III, Managing Member

12/17/2018

**Signature of Reporting Person

Date _____

Brigade Leveraged Capital Structures Fund Ltd., By: /s/ Donald E. Morgan, III, Director

12/17/2018

**Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reported securities are directly owned by private fund clients of Brigade Capital Management, LP. The reported securities may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of such private fund clients, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of

- (1) Brigade Capital Management GP, LLC, each a Reporting Person. Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (2) The reported securities are directly owned by Brigade Leveraged Capital Structures Fund Ltd.

The reported securities are directly owned by Brigade Leveraged Capital Structures Fund Ltd. and by certain private fund clients of Brigade Capital Management, LP. The reported securities may be deemed beneficially owned by Brigade Capital Management, LP, the investment manager of such private fund clients, Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, and Donald E. Morgan, III, the managing member of Brigade Capital Management GP, LLC, each a Reporting Person.
- (3) Brigade Capital Management, LP, Brigade Capital Management GP, LLC and Mr. Morgan each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that each Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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