

Edgar Filing: APOLLO GOLD CORP - Form SC 13G/A

APOLLO GOLD CORP  
Form SC 13G/A  
February 11, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 1) (1)

Apollo Gold Corporation

-----  
(Name of Issuer)

Common Stock

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

03761E102

-----  
(CUSIP Number)

December 31, 2003

-----  
(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)

Rule 13d-1(c)

Rule 13d-1(d)

-----  
(1) 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 the disclosures provided in a prior cover page.

The information required in 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 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. 03761E102  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Libra Advisors, LLC

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  
  
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

6. SHARED VOTING POWER  
  
3,598,100

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER  
  
3,598,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
3,598,100

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  
  
4.9%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
  
IA, OO

CUSIP No. 03761E102  
-----

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Libra Associates, LLC

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

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(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

6. SHARED VOTING POWER

3,105,200

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

3,105,200

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,105,200

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

4.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 03761E102

-----

1. NAME OF REPORTING PERSONS

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

Libra Fund, L.P.

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

(a)

(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

6. SHARED VOTING POWER

3,105,200

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

3,105,200

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,105,200

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

4.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 03761E102

-----

1. NAME OF REPORTING PERSONS

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

Ranjan Tandon

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 of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

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6. SHARED VOTING POWER  
3,598,100
7. SOLE DISPOSITIVE POWER
8. SHARED DISPOSITIVE POWER  
3,598,100
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,598,100
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  
4.9%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

CUSIP No. 03761E102  
-----

Item 1(a). Name of Issuer:

Apollo Gold Corporation  
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(b). Address of Issuer's Principal Executive Offices:

Suite 300, 204 Black Street  
Whitehorse, Yukon Territory  
Canada Y1A 2M9  
-----

Item 2(a). Name of Person Filing:

Libra Advisors, LLC  
Libra Associates, LLC  
Libra Fund, L.P.  
Ranjan Tandon, President of Libra Advisors, LLC and Managing Member  
of Libra Associates, LLC  
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(b). Address of Principal Business Office, or if None, Residence:

909 Third Avenue  
29th Floor  
New York, New York 10022  
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(c). Citizenship:

Libra Advisors, LLC - New York limited liability company  
Libra Associates, LLC - Delaware limited liability company  
Libra Fund, L.P. - Delaware limited partnership  
Ranjan Tandon - United States of America  
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(d). Title of Class of Securities:

Common Stock  
-----

(e). CUSIP Number:

03761E102  
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Item 3. If This S statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

3,105,200 shares deemed beneficially owned by Libra Associates, LLC;  
3,105,200 shares deemed beneficially owned by Libra Fund, L.P.;  
3,598,100 shares deemed beneficially owned by Libra Advisors, LLC;  
3,598,100 shares deemed beneficially owned by Ranjan Tandon.  
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(b) Percent of class:

4.2% deemed beneficially owned by Libra Associates, LLC;  
4.2% deemed beneficially owned by Libra Fund, L.P.;  
4.9% deemed beneficially owned by Libra Advisors, LLC;  
4.9% deemed beneficially owned by Ranjan Tandon.

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(c) Number of shares as to which such person has:

|       |   |           |   |
|-------|---|-----------|---|
| (i)   | Sole power to vote or to direct the vote                |           |   |
|       | Libra Associates, LLC:                                  |           | 0 |
|       | Libra Fund, L.P.:                                       |           | 0 |
|       | Libra Advisors, LLC:                                    |           | 0 |
|       | Ranjan Tandon:  |           | 0 |
| (ii)  | Shared power to vote or to direct the vote              |           |   |
|       | Libra Associates, LLC:                                  | 3,105,200 |   |
|       | Libra Fund, L.P.:                                       | 3,105,200 |   |
|       | Libra Advisors, LLC:                                    | 3,598,100 |   |
|       | Ranjan Tandon:  | 3,598,100 |   |
| (iii) | Sole power to dispose or to direct the disposition of   |           |   |
|       | Libra Associates, LLC:                                  |           | 0 |
|       | Libra Fund, L.P.:                                       |           | 0 |
|       | Libra Advisors, LLC:                                    |           | 0 |
|       | Ranjan Tandon:  |           | 0 |
| (iv)  | Shared power to dispose or to direct the disposition of |           |   |
|       | Libra Associates, LLC:                                  | 3,105,200 |   |
|       | Libra Fund, L.P.:                                       | 3,105,200 |   |
|       | Libra Advisors, LLC:                                    | 3,598,100 |   |
|       | Ranjan Tandon:  | 3,598,100 |   |

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

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By signing below the Reporting Persons certify that, to the best of their 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 such purpose or effect.

SIGNATURE

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

LIBRA ADVISORS, LLC\*\*\*

By: /s/ Ranjan Tandon

-----  
Name: Ranjan Tandon  
Title: President  
Date: February 10, 2004

LIBRA ASSOCIATES, LLC\*\*\*

By: /s/ Ranjan Tandon

-----  
Name: Ranjan Tandon  
Title: Managing Member  
Date: February 10, 2004

LIBRA FUND, L.P.\*\*\*

By: LIBRA ASSOCIATES, LLC  
its General Partner

By: /s/ Ranjan Tandon

-----  
Name: Ranjan Tandon  
Title: Managing Member  
Date: February 10, 2004

RANJAN TANDON\*\*\*

/s/ Ranjan Tandon

-----  
Name: Ranjan Tandon  
Date: February 10, 2004

\*\*\* The Reporting Persons specifically disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.



AGREEMENT

The undersigned agree that this Schedule 13G Amendment No. 1 dated February 10, 2004 relating to the Common Stock, par value, of Apollo Gold Corporation shall be filed on behalf of the undersigned.

LIBRA ADVISORS, LLC

By: /s/ Ranjan Tandon

-----  
Name: Ranjan Tandon  
Title: President  
Date: February 10, 2004

LIBRA ASSOCIATES, LLC

By: /s/ Ranjan Tandon

-----  
Name: Ranjan Tandon  
Title: Managing Member  
Date: February 10, 2004

LIBRA FUND, L.P.

By: LIBRA ASSOCIATES, LLC  
its General Partner

By: /s/ Ranjan Tandon

-----  
Name: Ranjan Tandon  
Title: Managing Member  
Date: February 10, 2004

RANJAN TANDON

/s/ Ranjan Tandon

-----  
Name: Ranjan Tandon  
Date: February 10, 2004

03784.0001 #461978