

TRANSMONTAIGNE INC

Form SC 13D/A

July 26, 2005

Table of Contents

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden hours per response...15

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

TransMontaigne Inc.

(Name of Issuer)
Common Stock

(Title of Class of Securities)

89393410

(CUSIP Number)

Christopher Caperton, Esq., Senior Vice President, Louis Dreyfus Holding Company Inc.
20 Westport Road, P.O. Box 810, Wilton, CT 06897-0810, (203) 761-8392

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

July 20, 2005

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 (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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table of Contents

CUSIP No. 89393410

Page 2 of 14 Pages

1. Name of Reporting Person: Louis Dreyfus S.A.S. I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO/AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
France

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
None

8. Shared Voting Power:
2,102,880 shares

9. Sole Dispositive Power:
None

10. Shared Dispositive Power:
2,102,880 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,102,880 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
4.8%

14. Type of Reporting Person (See Instructions):
CO

Table of Contents

CUSIP No. 89393410

Page 3 of 14 Pages

1. Name of Reporting Person: Louis Dreyfus Holding Company Inc. I.R.S. Identification Nos. of above persons (entities only): 13-2884817

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO/AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Delaware

7. Sole Voting Power:
None

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
2,102,880 shares

9. Sole Dispositive Power:
None

10. Shared Dispositive Power:
2,102,880 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,102,880 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
4.8%

14. Type of Reporting Person (See Instructions):
CO

Table of Contents

CUSIP No. 89393410

Page 4 of 14 Pages

1. Name of Reporting Person: Louis Dreyfus Corporation
I.R.S. Identification Nos. of above persons (entities only): 13-5204055

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
None

8. Shared Voting Power:
2,102,880 shares

9. Sole Dispositive Power:
None

10. Shared Dispositive Power:
2,102,880 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,102,880 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
o

13. Percent of Class Represented by Amount in Row (11):
4.8%

14. Type of Reporting Person (See Instructions):
CO

TABLE OF CONTENTS

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 7. Material to be Filed as Exhibits

Signature

Annex A

Annex B

Annex C

EX-99.1: WRITTEN AGREEMENT

Table of Contents

This Amendment No. 6 to Schedule 13D is filed by Louis Dreyfus S.A.S., a corporation organized under the laws of France (LDSAS), Louis Dreyfus Holding Company Inc., a Delaware corporation (LDHC), and Louis Dreyfus Corporation, a Delaware corporation (LDC and together with LDSAS and LDHC, the Louis Dreyfus Group) relating to the Common Stock, par value \$.01 per share (the Common Stock), of TransMontaigne Inc., a Delaware corporation (the Issuer), amends and terminates the Schedule 13D filed November 6, 1998, and should be read in conjunction with the Schedule 13D filed November 6, 1998, as amended by Amendment No. 5, filed on April 12, 2005, and other previously filed Amendments and Restatements (as so amended and restated, the Schedule 13D).

Capitalized terms used herein but not defined herein have the meanings assigned to them in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 is hereby amended and restated as follows:

LDC and LDHC acquired an aggregate 4,500,000 shares of the Common Stock as partial consideration of LDC s sale of the LDEC Shares to the Issuer. Pursuant to the Stock Purchase Agreement, the Issuer agreed, for so long as LDC and its affiliates maintain an equity ownership interest in the Issuer equal to or greater than 10% of the outstanding shares of the Common Stock, to use its reasonable best efforts to nominate to the Board of Directors of the Issuer (the Board of Directors) a person designated by LDC who is reasonably acceptable to the Board of Directors. Peter B. Griffin, President of LDC, who was so designated by LDC and appointed to the Board of Directors, resigned from the Board of Directors effective January 28, 2004 and LDC has not requested that a person designated by LDC be nominated to the Board of Directors as his successor.

In Amendment No. 3 to the Schedule 13D, the Louis Dreyfus Group stated that it was in the process of reexamining its investment in the Issuer, and depending on market considerations and other factors, might sell any or all of its shares of Common Stock, if appropriate opportunities to do so are available, on such terms and at such time as it considers advisable.

As stated in Amendments No. 4 and 5, LDC, from March 30, 2005 through April 7, 2005, sold an aggregate of 1,599,600 shares of Common Stock. As a result, LDC no longer maintained an equity ownership interest in the Issuer equal to or greater than 10% of the outstanding shares of the Common Stock and no longer had the right to cause the Issuer to use its reasonable best efforts to nominate to the Board of Directors a person designated by LDC who was reasonably acceptable to the Board of Directors. In addition, during this period LDC had disposed of more than 1% of the then outstanding shares of Common Stock

Further to the foregoing, LDC, from July 11, 2005 through July 22, 2005, sold an aggregate of 648,600 shares of Common Stock. As a result, LDC has, since the filing of Amendment No. 5, disposed of more than 1% of the outstanding shares of Common Stock. In addition, this Amendment No. 6 terminates the filing obligations of the Louis Dreyfus Group because it is no longer the beneficial owner of more than 5% of the outstanding shares of Common Stock.

Table of Contents

The statement in Amendment No. 3 to the Schedule 13D referred to above remains true as to the remaining shares of the Common Stock held by the Louis Dreyfus Group.

Subject to the foregoing, none of LDSAS, LDHC, or LDC has any present plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

The first paragraph of Paragraph (a) of Item 5 is hereby amended and restated, in part, as follows:

(a) As of the date hereof and subject to the arrangements described in Item 6 of the Schedule 13D, LDC is the direct beneficial owner of 2,102,880 shares of the Common Stock, representing approximately 4.8% of the 43,459,487 issued and outstanding shares of the Common Stock as of May 2, 2005, as reported by Issuer. LDHC is the indirect beneficial owner of such 2,102,880 shares, representing approximately 4.8% of the issued and outstanding shares of the Common Stock. LDSAS is the indirect beneficial owner of the 2,102,880 shares of the Common Stock beneficially owned by LDHC, representing approximately 4.8% of the issued and outstanding shares of the Common Stock.

Table of Contents

Paragraph (c) of Item 5 is amended as follows:

(c) In addition to the foregoing, LDC effected the following dispositions of Common Stock, since the filing of Schedule 13D Amendment No. 5, in open market transactions on the dates indicated:

Date of Transaction	Amount Of Shares Disposed Of	Price
July 11, 2005	50,000	\$12.55
July 12, 2005	87,600	\$12.46
July 13, 2005	28,600	\$12.28
July 15, 2005	50,000	\$11.83
July 18, 2005	75,000	\$11.98
July 19, 2005	65,000	\$11.98
July 20, 2005	92,400	\$12.00
July 21, 2005	100,000	\$11.98
July 22, 2005	100,000	\$11.98

The foregoing transactions are the only transactions conducted since the transactions listed in Schedule 13D Amendment No. 5 filed April 12, 2005.

Paragraph (e) of Item 5 is amended and restated as follows:

(e) As of July 22, 2005, the Louis Dreyfus Group ceased to own more than 5% of the outstanding Common Stock and accordingly, its obligation to file amendments to Schedule 13D has terminated.

**Item 7. Material to be
Filed as
Exhibits**

1. Written Agreement of LDSAS, LDHC and LDC relating to the filing of this Amendment as required by Rule 13d-1(k).

Table of Contents

Signature

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

Louis Dreyfus S.A.S.

July 26, 2005

By: /s/ Gerard Louis-Dreyfus
Name: Gerard Louis-Dreyfus
Title: Chairman/President

Louis Dreyfus Holding Company Inc.

July 26, 2005

By: /s/ Christopher Caperton
Name: Christopher Caperton
Title: Senior Vice President

Louis Dreyfus Corporation

July 26, 2005

By: /s/ Richard D. Gray
Name: Richard D. Gray
Title: Vice President/Treasurer

8

Table of Contents**Annex A****LOUIS DREYFUS S.A.S. (FORMERLY S.A. LOUIS DREYFUS ET CIE.) (LDSAS)**

Name and Business Address

(all business addresses are:

Louis Dreyfus S.A.S.

87 Avenue de la Grande Armée

75782 Paris, France

unless otherwise indicated)

Present Principal

Occupation or

Employment

Citizenship

DIRECTORS

Gerard Louis-Dreyfus

Louis Dreyfus Holding Company Inc.

200 Park Avenue, 33d Floor

New York, New York 10166

Chairman/President

of LDSAS

U.S.A.

Robert Louis-Dreyfus

NA

France

Bernard Baldensperger

Directeur Général

of LDSAS

France

Philippe Louis-Dreyfus

Directeur Général

of LDSAS

France

Marie-Jeanne Meyer

Directeur Général

of LDSAS

France

Georges Gateff

Directeur Central of

LDSAS

France

Ernest F. Steiner

Louis Dreyfus Holding Company Inc.

200 Park Avenue, 33d Floor

New York, New York 10166

Chief Financial

Officer of Groupe

Louis Dreyfus

U.S.A.

Jacques Veyrat

NA

France

EXECUTIVE OFFICERS (who are not Directors)

Patrik d Aymery

Directeur Général

Adjoint / Directeur

Financier of

LDSAS

France

Pierre Louis-Dreyfus

Vice

President/Directeur

Général of LDSAS

France

Bernard Laferrière

Directeur Général
Adjoint of LDSAS

France

Table of Contents**Annex B****LOUIS DREYFUS HOLDING COMPANY INC. (LDHC)**

Name and Business Address (all
business addresses are:

Louis Dreyfus Holding Company Inc.

20 Westport Road

P.O. Box 810

Wilton, Connecticut 06897

unless otherwise indicated)

Present Principal

Occupation or

Employment

Citizenship

DIRECTORS

Gerard Louis-Dreyfus*

Jeffrey R. Gilman

Senior Vice

President of

LDHC

U.S.A.

Peter B. Griffin

Louis Dreyfus Corporation

20 Westport Road

P.O. Box 810

Wilton, Connecticut 06897-0810

President of

LDC

U.S.A.

Ernest F. Steiner*

EXECUTIVE OFFICERS (who are not Directors)

Robert L. Aiken

Vice President of

LDHC

U.S.A.

Christopher Caperton

Senior Vice

President of

LDHC

U.S.A.

Andrew J. Connelly

Vice President of

LDHC

U.S.A.

Richard D. Gray

Vice President

and Treasurer of

LDHC

U.S.A.

Deborah J. Neff

Louis Dreyfus Corporation

20 Westport Road

P.O. Box 810

Wilton, Connecticut 06897-0810

Senior Vice

President of

LDC

U.S.A.

* Individual s
business
address, present
principal
occupation and
citizenship are
set forth in
Annex A
(LDSAS).

Table of Contents

Hal Wolkin
Louis Dreyfus Corporation
20 Westport Road
P.O. Box 810
Wilton, Connecticut 06897-0810

Senior Vice President
of LDC U.S.A.

Table of Contents**Annex C****LOUIS DREYFUS CORPORATION (LDC)**

Name and Business Address (all
business addresses are:

Louis Dreyfus Corporation
20 Westport Road
P.O. Box 810
Wilton, Connecticut 06897-0810
unless otherwise indicated)

Present Principal
Occupation or
Employment

Citizenship

DIRECTORS

Gerard Louis-Dreyfus*

Robert L. Aiken**

Jeffrey R. Gilman**

Peter B. Griffin**

Joseph Nicosia

Executive Vice
President and
Chairman of
Allenberg Cotton
Division of LDC

U.S.A.

EXECUTIVE OFFICERS (who are not Directors)

Ernest F. Steiner*

Paul D. Addis

Executive Vice
President of
LDC

U.S.A.

Peter T. Bafitis

Senior Vice
President of
LDC

U.S.A.

Lawrence Greenhall

Senior Vice
President of
LDC

U.S.A.

William C. Kreussling

Senior Vice
President of
LDC

U.S.A.

Gary Lubben

Senior Vice
President of

U.S.A.

* Individual s
business
address, present
principal
occupation and
citizenship are
set forth in
Annex A
(LDSAS).

** Individual s
business
address, present
principal
occupation and
citizenship are
set forth in
Annex B
(LDHC).

Table of Contents

Peter Mann		Senior Vice President of LDC	U.S.A.
Deborah J. Neff**			
Clifford L. Wald		Senior Vice President of LDC	U.S.A.
Hal Wolkin**			

** Individual s
business
address, present
principal
occupation and
citizenship are
set forth in
Annex B
(LDHC).