

GENDELL JEFFREY L ET AL
Form SC 13G/A
February 10, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A*
(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 13d-2(b)

(Amendment No.1)*

Innospec Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

45768S105
(CUSIP Number)

December 31, 2011
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G/A is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 14 Pages)

*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 ("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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1 NAMES OF REPORTING PERSONS
 Tontine Overseas Associates, L.L.C.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|---|------------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 6 7 8 | SOLE VOTING POWER -0- SHARED VOTING POWER 28,800 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 28,800 |
|---|------------------|--|

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 28,800

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.12%

12 TYPE OF REPORTING PERSON
 IA

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1 NAMES OF REPORTING PERSONS
 Tontine Capital Partners, L.P.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -0- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 886,269 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 886,269 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 886,269

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.82%

12 TYPE OF REPORTING PERSON
 PN

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1 NAMES OF REPORTING PERSONS
 Tontine Capital Management, L.L.C.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 6,635 |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 886,269 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 6,635 |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 886,269 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 892,904

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.84%

12 TYPE OF REPORTING PERSON
 OO

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1 NAMES OF REPORTING PERSONS
TTR Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (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 -0- |
| | 6 | SHARED VOTING POWER 19,400 |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER 19,400 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,400

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.08%

12 TYPE OF REPORTING PERSON
OO

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1 NAMES OF REPORTING PERSONS
Tontine Asset Associates, LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -0- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 254,048 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 254,048 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
254,048

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.09%

12 TYPE OF REPORTING PERSON
OO

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1 NAMES OF REPORTING PERSONS
Tontine Associates, L.L.C.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -0- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 2,688 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 2,688 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,688

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.01%

12 TYPE OF REPORTING PERSON
IA

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1 NAMES OF REPORTING PERSONS
 Jeffrey L. Gendell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) ..
 (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 3,094 |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 1,197,840 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 3,094 |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 1,197,840 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,200,934

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.17%

12 TYPE OF REPORTING PERSON
 IN

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The Schedule 13 G filed on June 17, 2011 is hereby amended and restated by this Amendment No. 1 to the Schedule 13G.

Item 1 (a). NAME OF ISSUER:

The name of the issuer is Innospec Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 8375 South Willow Street Littleton CO 80124.

Item 2 (a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Tontine Overseas Associates, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TOA"), which serves as investment manager to certain separately managed accounts, with respect to shares of Common Stock directly owned by such accounts;
- (ii) Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), with respect to the shares of Common Stock directly owned by it;
- (iii) Tontine Capital Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TCM"), which serves as general partner of TCP, with respect to the shares of Common Stock directly owned by it and TCP;
- (iv) TTR Management, LLC, a limited liability company organized under the laws of the State of Delaware ("TTRM"), which serves as general partner of TTR Overseas Master Fund, L.P. ("TTRMF"), with respect to the shares of Common Stock directly owned by TTRMF;
- (v) Tontine Asset Associates, LLC, a limited liability company organized under the laws of the State of Delaware ("TAA"), which serves as general partner of Tontine Capital Overseas Master Fund II, LLC ("TCOM II"), with respect to the shares of Common Stock directly owned by TCOM II;
- (vi) Tontine Associates, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TA") with respect to the shares of Common Stock directly owned by it; and
- (vii) Jeffrey L. Gendell, a United States citizen ("Mr. Gendell"), with respect to the shares of Common Stock owned directly by him and TCP, TCM, TTRMF, TCOM II, TA and certain separately managed accounts.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, CT 06830.

Item 2(c). CITIZENSHIP:

See Item 2(a) above.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.01 par value (the "Common Stock").

Item 2(e). CUSIP NUMBER:

45768S105

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) .. Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) .. Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) .. Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) .. Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____
Not applicable.

Item 4. OWNERSHIP.

A. Tontine Overseas Associates, L.L.C.

- (a) Amount beneficially owned: 28,800
- (b) Percent of class: 0.12%. The percentages used herein and in the rest of Item 4 are calculated based upon the 23,224,499 shares of Common Stock issued and outstanding as of October 28, 2011, as set forth in the Company's Quarterly Report Form 10-Q for the quarterly period ended September 30, 2011 filed on November 2, 2011.
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 28,800
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition of: 28,800

B. Tontine Capital Partners, L.P.

- (a) Amount beneficially owned: 886,269
- (b) Percent of class: 3.82%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 886,269
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 886,269

C. Tontine Capital Management, L.L.C.

- (a) Amount beneficially owned: 892,904
- (b) Percent of class: 3.84%
- (c)
 - (i) Sole power to vote or direct the vote: 6,635
 - (ii) Shared power to vote or direct the vote: 886,269
 - (iii) Sole power to dispose or direct the disposition: 6,635
 - (iv) Shared power to dispose or direct the disposition: 886,269

D. TTR Management, LLC

- (a) Amount beneficially owned: 19,400
- (b) Percent of class: 0.08%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 19,400
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 19,400

E. Tontine Asset Associates, LLC

- (a) Amount beneficially owned: 254,048
- (b) Percent of class: 1.09%

- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 254,048
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 254,048
-

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F. Tontine Associates, L.L.C.

- (a) Amount beneficially owned: 2,688
- (b) Percent of class: 0.01%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,688
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,688

G. Jeffrey L. Gendell

- (a) Amount beneficially owned: 1,200,934
- (b) Percent of class: 5.17%
- (c)
 - (i) Sole power to vote or direct the vote: 3,094
 - (ii) Shared power to vote or direct the vote: 1,197,840
 - (iii) Sole power to dispose or direct the disposition: 3,094
 - (iv) Shared power to dispose or direct the disposition: 1,197,840

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

TAA, the general partner of TCOM II, has the power to direct the affairs of TCOM II, including directing the receipt of dividends from or the proceeds from the sale of such shares. TCM, the general partner of TCP, has the power to direct the affairs of TCP, including directing the receipt of dividends from or the proceeds from the sale of such shares. TTRM, the general partner of TTRMF, has the power to direct the affairs of TTRMF, including directing the receipt of dividends from or the proceeds from the sale of such shares of the Company. Mr. Gendell is the Managing Member of TAA, TOA, TCM, TTRM, and TA and in that capacity directs their operations. Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds from the sale of such shares.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

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.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its 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.

SIGNATURES

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

DATED: February 10, 2012

/s/ JEFFREY L. GENDELL

Jeffrey L. Gendell, individually, and as managing member of Tontine Overseas Associates, L.L.C.; and as managing member of TTR Management, LLC, for itself and as the general partner of TTR Overseas Master Fund, L.P.; and as managing member of Tontine Associates, L.L.C.; and as managing member of Tontine Asset Associates, LLC, for itself and as the general partner of Tontine Capital Overseas Master Fund II, L.P.; and as managing member of Tontine Capital Management, L.L.C., for itself and as the general partner of Tontine Capital Partners, L.P.

EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 10, 2012

/s/ JEFFREY L. GENDELL

Jeffrey L. Gendell, individually, and as managing member of Tontine Overseas Associates, L.L.C.; and as managing member of TTR Management, LLC, for itself and as the general partner of TTR Overseas Master Fund, L.P.; and as managing member of Tontine Associates, L.L.C.; and as managing member of Tontine Asset Associates, LLC, for itself and as the general partner of Tontine Capital Overseas Master Fund II, L.P.; and as managing member of Tontine Capital Management, L.L.C., for itself and as the general partner of Tontine Capital Partners, L.P.