

FALCONE PHILIP
Form 3
May 09, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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

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 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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|-------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 250,000 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 224,000 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 109,333 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 58,333 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 38,334 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 10,000 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 31,226 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 2,067 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 17,500 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (5)(8) | Â (5)(8) | Common Stock | 8,333 | \$ (5) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (6)(8) | Â (6)(8) | Common Stock | 43,330 | \$ (6) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (6)(8) | Â (6)(8) | Common Stock | 66,667 | \$ (6) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (6)(8) | Â (6)(8) | Common Stock | 40,233 | \$ (6) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (6)(8) | Â (6)(8) | Common Stock | 35,000 | \$ (6) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (6)(8) | Â (6)(8) | Common Stock | 28,966 | \$ (6) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (6)(8) | Â (6)(8) | Common Stock | 33,333 | \$ (6) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (6)(8) | Â (6)(8) | Common Stock | 48,334 | \$ (6) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |
| Equity Swap | Â (6)(8) | Â (6)(8) | Common Stock | 66,667 | \$ (6) (8) | D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$ Â |

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| | | | | | | |
|-------------|----------|----------|--------------|--------|------------|---------------------|
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 5,365 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 33,333 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 50,551 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 50,065 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 72,806 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 63,500 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 25,000 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 57,165 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 47,068 | \$ (7) (8) | D (1) (2) (3) (4) Â |
| Equity Swap | Â (7)(8) | Â (7)(8) | Common Stock | 53,333 | \$ (7) (8) | D (1) (2) (3) (4) 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 16TH FLOOR NEW YORK,Â NYÂ 10022 | Â | Â X | Â | *See Remarks |
| HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP, LLC 555 MADISON AVENUE | Â | Â X | Â | *See Remarks |

16TH FLOOR
NEW YORK, NY 10022

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

Â Â X Â

*See
Remarks

HARBERT MANAGEMENT CORP
ONE RIVERCHASE PARKWAY SOUTH
BIRMINGHAM, AL 35244

Â Â X Â

*See
Remarks

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

Â Â X Â

*See
Remarks

HARBERT RAYMOND J
ONE RIVERCHASE PARKWAY SOUTH
BIRMINGHAM, AL 35244

Â Â X Â

*See
Remarks

LUCE MICHAEL D
ONE RIVERCHASE PARKWAY SOUTH
BIRMINGHAM, AL 35244

Â Â X Â

*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

Harbert Management Corporation(+)(++), By: /s/ William R. Lucas, Jr.

05/09/2008

__Signature of Reporting Person

Date

/s/ Philip Falcone(+)(++)

05/09/2008

__Signature of Reporting Person

Date

/s/ Raymond J. Harbert(+)(++)

05/09/2008

__Signature of Reporting Person

Date

/s/ Michael D. Luce(+)(++)

05/09/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

(2) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.

(3) These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), HMC-New York, Inc. ("HMCNY"), Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael Luce. HCPSS is the general partner of the Special Situations Fund. HMCNY is the managing member of HCPSS. HMC wholly owns HMCNY. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC.

(4) Each Reporting Person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such 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.

(5) The Special Situations Fund entered into ten equity swap transactions with Deutsche Bank ("DB") effective on August 2, 2007, August 3, 2007, August 6, 2007, October 5, 2007, October 8, 2007, October 9, 2007, January 9, 2008, January 10, 2008, January 14, 2008 and January 15, 2008, respectively, under which DB agreed to pay the Special Situations Fund an amount equal to the total return of 250,000, 224,000, 109,333, 58,333, 38,334, 10,000, 31,266, 2,067, 17,500 and 8,333 notional shares, respectively, above or below an initial reference price of US\$73.9589, US\$73.8227, US\$71.3719, US\$80.7942, US\$81.7707, US\$83.7161, US\$57.1365, US\$57.0213, US\$59.5877 and US\$58.4390, respectively, per share upon close-out of any transaction.

(6) The Special Situations Fund entered into eight equity swap transactions with Monecor (London) Limited (t/a TradIndex) ("TradIndex") effective on October 9, 2007, October 10, 2007, October 11, 2007, October 12, 2007, October 15, 2007, October 22, 2007, January 11, 2008 and January 11, 2008, respectively, under which TradIndex agreed to pay the Special Situations Fund an amount equal to the total return of 43,300, 66,667, 40,233, 35,000, 28,966, 33,333, 48,334 and 66,667 notional shares, respectively, above or below an initial reference price of US\$83.9140, US\$82.8960, US\$81.2944, US\$79.1510, US\$79.0243, US\$77.5937, US\$60.0500 and US\$59.6110, respectively, per share upon close-out of any transaction.

(7) The Special Situations Fund entered into ten equity swap transactions with Merrill Lynch ("Merrill") effective on January 25, 2008, January 28, 2008, January 29, 2008, January 30, 2008, January 31, 2008, February 1, 2008, February 4, 2008, February 5, 2008, February 6, 2008 and February 7, 2008, respectively, under which Merrill agreed to pay the Special Situations Fund an amount equal to the total return of 5,365, 33,333, 50,551, 50,065, 72,806, 63,500, 25,000, 57,165, 47,068 and 53,333 notional shares, respectively, above or below an 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.

(8) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Special Situations 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 Special Situations Fund at any time.

Â

Remarks:

(+)Â Â TheÂ ReportingÂ PersonsÂ mayÂ beÂ deemedÂ toÂ beÂ membersÂ ofÂ aÂ "group"Â forÂ purposesÂ ofÂ theÂ Se
 Â amended.Â EachÂ ReportingÂ PersonÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ anyÂ securitiesÂ deemedÂ toÂ beÂ own
 Â directlyÂ ownedÂ byÂ theÂ ReportingÂ Person.Â ThisÂ reportÂ shallÂ notÂ beÂ deemedÂ anÂ admissionÂ thatÂ suc
 Â ofÂ aÂ groupÂ orÂ theÂ beneficialÂ ownerÂ ofÂ anyÂ securitiesÂ notÂ directlyÂ ownedÂ byÂ suchÂ ReportingÂ Pe
 (++)Â GivenÂ thatÂ theÂ EDGARÂ systemÂ limitsÂ theÂ numberÂ ofÂ lineÂ itemsÂ onÂ TableÂ IIÂ ofÂ anÂ electronic
 Â thirty,Â theÂ entriesÂ onÂ TableÂ IIÂ areÂ beingÂ reportedÂ acrossÂ twoÂ separateÂ FormÂ 3Â filings.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.