

FALCONE PHILIP  
Form 3  
May 09, 2008

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

OMB APPROVAL

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**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<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |                           |                      |  |
|---|---|--|---------------------------|----------------------|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(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<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|

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|             | Date Exercisable | Expiration Date | (Instr. 4)<br>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.<br>C/O INTERNATIONAL FUND SERVICES LIMITED<br>THIRD FL, BISHOP'S SQUARE REDMOND'S HILL<br>DUBLIN,Â L2Â 00000 | Â             | Â X       | Â       | *See<br>Remarks |
| HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C.<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM,Â ALÂ 35244   | Â             | Â X       | Â       | *See<br>Remarks |
| HMC INVESTORS, L.L.C.<br>ONE RIVERCHASE PARKWAY SOUTH<br>BIRMINGHAM,Â ALÂ 35244   | Â             | Â X       | Â       | *See<br>Remarks |
| HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND,<br>L.P.<br>555 MADISON AVENUE<br>16TH FLOOR<br>NEW YORK,Â NYÂ 10022                                     | Â             | Â X       | Â       | *See<br>Remarks |
| HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,<br>LLC<br>555 MADISON AVENUE  | Â             | Â X       | Â       | *See<br>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 The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned directly by the Reporting Person. This report shall not be deemed an admission that such securities are not directly owned by such Reporting Person.  
 (++) Given that the EDGAR system limits the number of line items on Table II of an electronic filing, the entries on Table II are being reported across two separate Form 3 filings.

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