

METROMEDIA INTERNATIONAL GROUP INC

Form 3

August 24, 2007

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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 Spokes Andrew J M

(Last)

(First)

(Middle)

C/O FARALLON CAPITAL  
MANAGEMENT, L.L.C., Â ONE  
MARITIME PLAZA, SUITE  
2100

(Street)

SAN  
FRANCISCO, Â CA Â 94111

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/22/2007

3. Issuer Name **and** Ticker or Trading SymbolMETROMEDIA INTERNATIONAL GROUP INC  
[MTRM]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

Member of Group Owning 10%

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ 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)

Common stock, par value \$0.01 per share

1,330,000

I

See Footnotes (1) (2) (3) (4) (5) (6)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 Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

|                                                    | Date<br>Exercisable | Expiration<br>Date | (Instr. 4)<br>Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |                                          |
|----------------------------------------------------|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|------------------------------------------|
| 7.25% Cumulative<br>Convertible Preferred<br>Stock | 09/16/1997          | Â (7)              | Common<br>Stock     | (8)                              | \$ (8)                             | I                                                                         | See Footnotes (1)<br>(2) (3) (4) (5) (6) |

## Reporting Owners

| Reporting Owner Name / Address                                                                                            | Relationships |           |         |                            |
|---------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------------------|
|                                                                                                                           | Director      | 10% Owner | Officer | Other                      |
| Spokes Andrew J M<br>C/O FARALLON CAPITAL MANAGEMENT, L.L.C.<br>ONE MARITIME PLAZA, SUITE 2100<br>SAN FRANCISCO, CA 94111 | Â             | Â X       | Â       | Member of Group Owning 10% |

## Signatures

/s/ Monica R. Landry, as attorney-in-fact for Andrew J. M.  
Spokes

08/24/2007

\_\_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).

The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P., Farallon Capital Institutional Partners, L.P., Farallon Capital Institutional Partners II, L.P., Farallon Capital Institutional Partners III, L.P., Tinicum Partners, L.P. and Farallon Capital Offshore Investors II, L.P. (collectively, the "Partnerships"), by Noonday Capital Partners, L.L.C. ("NCP") and by one or more discretionary accounts (together, the "Managed Accounts") managed by Farallon Capital Management, L.L.C. ("FCMLLC"). As the general partner to each of the Partnerships and the managing member of NCP, Farallon Partners, L.L.C. ("FPLLC") may be deemed to be the beneficial owner of the Issuer's securities held by each of the Partnerships and NCP. FCMLLC, as the registered investment advisor to the Managed Accounts, may be deemed to be the beneficial owner of the Issuer's securities held by the Managed Accounts.

(1) Each of Noonday G.P. (U.S.), L.L.C. ("NGPUS"), Noonday Asset Management, L.P. ("NAMLP") and Noonday Asset Management LLP ("NAMLLP"), as a sub-investment adviser to the Partnerships, NCP and the Managed Accounts, may be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships, NCP and the Managed Accounts. As the general partner of NAMLP, Noonday Capital, L.L.C. ("NCLLC") may be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships, NCP and the Managed Accounts.

(2) Effective as of August 22, 2007, Andrew J. M. Spokes ("Spokes") became a managing member of FPLLC and FCMLLC, and a managing member of NGPUS and NCLLC, and as a result Spokes may be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships, NCP and the Managed Accounts.

(3) All of such securities of the Issuer have been previously reported by the Partnerships, NCP and FCMLLC on behalf of the Managed Accounts and other related entities and individuals (including Spokes) on the Form 4s filed on August 21, 2006 by the Partnerships, NCP, FCMLLC on behalf of the Managed Accounts and the other entities and individuals listed on such forms. Douglas M. MacMahon also filed a Form 3 with respect to such securities on January 9, 2007 and Ashish H. Pant also filed a Form 3 with respect to such securities on July 10, 2007. There have been no transactions in such securities by any such entities or individuals since such forms were filed.

(4) Spokes, FCMLLC, NGPUS, NAMLP, NCLLC, NAMLLP and the individuals identified in the prior Form 3s and Form 4s disclaim any beneficial ownership of any of the Issuer's securities reported or referred to herein for purposes of Rules 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "'34 Act"). FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein for purposes of Rule 16a-1(a) under the '34 Act, or otherwise, except as to securities representing FPLLC's pro rata

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interest in, and interest in the profits of, the Partnerships.

(6) Spokes, together with the entities and individuals identified in footnotes (1), (2) and (4) of this Form 3 and the individuals identified in the prior Form 3s and Form 4s, may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 3 shall not be deemed to be an admission that such entities and individuals are members of such group.

(7) The 7.25% Cumulative Convertible Preferred Stock is convertible at any time without expiration unless earlier redeemed at the Issuer's discretion.

(8) The number of shares of 7.25% Cumulative Convertible Preferred Stock beneficially owned by such reporting persons is convertible at any time into the number of shares of common stock as is equal to the aggregate liquidation preference (\$50.00 per share), plus any accrued dividends and accumulated dividends to the date the Preferred Stock is surrendered for conversion, divided by an initial conversion price of \$15.00, subject to adjustment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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