

GLOBAL SIGNAL INC
Form SC 13D/A
February 07, 2007

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

(Amendment No. 1)

GLOBAL SIGNAL, INC.
(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share
(Title of Class of Securities)

379440103
(CUSIP Number)

**Ulrika Ekman
Greenhill & Co., Inc.
300 Park Avenue
New York, NY 10022
(212) 389-1500**
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 12, 2007
(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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*).

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Greenhill & Co., Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="radio"/> (b) <input checked="" type="radio"/></div>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS Not applicable		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;"><input type="radio"/></div>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		

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	o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
14	TYPE OF REPORTING PERSON CO

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Greenhill Capital Partners, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="radio"/> (b) <input checked="" type="radio"/></div>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS Not applicable		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;"><input type="radio"/></div>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		

	o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
14	TYPE OF REPORTING PERSON 00

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) GCP SPV I, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="radio"/> (b) <input checked="" type="radio"/></div>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS Not applicable		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;"><input type="radio"/></div>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
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	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		

	o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
14	TYPE OF REPORTING PERSON 00

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) GCP SPV 2, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="radio"/> (b) <input checked="" type="radio"/></div>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS Not applicable		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <div style="text-align: right;"><input type="radio"/></div>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 0	
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		

		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%	
14	TYPE OF REPORTING PERSON	
	00	

This Amendment No. 1 amends the statement on Schedule 13D dated October 5, 2006 (the "Schedule 13D") in respect to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of Global Signal, Inc., a Delaware corporation (the "Company").

The Schedule 13D is hereby amended as follows:

Item 5. Interest in Securities of the Issuer.

The information contained in Items 5(a)-(c) and 5(e) of the Schedule 13D are hereby amended and reinstated in their entirety as follows:

(a)-(b) Each of the Reporting Persons beneficially owns no shares of Common Stock by virtue of the consummation of the Merger on January 12, 2007.

(c) Except as described in Item 6 hereto, none of the Reporting Persons and, to the best of each Reporting Persons' knowledge, none of the executive officers, directors or controlling persons of Greenhill & Co., Inc. or Greenhill Capital Partners, LLC (the "Listed Persons") listed on Annex A has effected a transaction in shares of Common Stock during the past 60 days.

(e) As of the effective time of the Merger on January 12, 2007, the Reporting Persons ceased to be beneficial owners of more than five (5) percent of the Common Stock.

Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended by adding the following at the end thereto:

On January 12, 2007, the Company merged with and into CCGS Holdings LLC. As a result of the Merger, all shares of Common Stock (other than those shares owned by holders of Common Stock who properly perfected their appraisal rights under the Delaware General Corporation Law) were converted into the right to receive, at the election of the holder thereof, certain shares of Crown Castle common stock or cash, without interest, in accordance with the Merger Agreement.

Item 7. Material to Be Filed as Exhibits

<u>Exhibit</u>	<u>Name</u>	
1	Joint Filing Agreement, dated as of February 5, 2007 by and among the Reporting Persons	Filed herewith

SIGNATURE

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

Dated: February 5, 2007

GREENHILL & CO., INC.

By: /s/ Ulrika Ekman

Name: Ulrika Ekman
Title: General Counsel and Secretary

GREENHILL CAPITAL PARTNERS, LLC

By: /s/ Ulrika Ekman

Name: Ulrika Ekman
Title: Secretary

GCP SPV I, LLC

By: GCP Managing Partner, L.P., as managing general partner

By: Greenhill Capital Partners, LLC, its general partner

By: /s/ Ulrika Ekman

Name: Ulrika Ekman
Title: Secretary

GCP SPV 2, LLC

By: GCP Managing Partner II, L.P., as managing general partner

By: Greenhill Capital Partners, LLC, its general partner

By: /s/ Ulrika Ekman

Name: Ulrika Ekman
Title: Secretary