

International Coal Group, Inc.  
Form SC TO-I/A  
March 18, 2010

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO/A**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**(Amendment No. 1)**

**International Coal Group, Inc.**

(Name of Issuer)

**International Coal Group, Inc.**

(Name of Filing Persons, Offeror)

**9.00% Convertible Senior Notes due 2012**

(Title of Class of Securities)

**45928HAD8**

**45928HAE6**

(CUSIP Numbers of Class of Securities)

**Roger L. Nicholson, Esq.**

**Senior Vice President, Secretary and General Counsel**

**International Coal Group, Inc.**

**300 Corporate Centre Drive**

**Scott Depot, West Virginia 25560**

**(304) 760-2400**

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications on Behalf of Filing Persons)

*Copy to:*

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**Randi L. Strudler, Esq.**

**Jones Day**

**222 East 41<sup>st</sup> Street**

**New York, New York 10017**

**Telephone: (212) 326-3939**

**Calculation of Filing Fee**

**Transaction Valuation(1)**

\$189,639,019

**Amount of Filing Fee(2)**

\$13,522

- (1) Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended (the Exchange Act ), the transaction value was calculated assuming that \$139,502,000 aggregate principal amount of the outstanding 9.00% Convertible Senior Notes due 2012 are being purchased at the maximum price of \$1,359.40 per \$1,000 principal amount of Convertible Notes.
- (2) The filing fee was calculated at a rate of \$71.30 per \$1,000,000 of the transaction value. It was calculated by multiplying the transaction valuation amount by 0.0000713.
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.
- |                                       |  |
|---------------------------------------|--|
| Amount Previously Paid: 13,522        | Filing Party: International Coal Group, Inc. |
| Form or Registration No.: Schedule TO | Date Filed: March 8, 2010                    |

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- .. third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

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**Amendment No. 1 to Schedule TO**

This Amendment No. 1 (this Amendment) amends and supplements the issuer tender offer statement on Schedule TO (as it may be amended or supplemented from time to time, the Schedule TO) filed with the Securities and Exchange Commission on March 8, 2010 by International Coal Group, Inc., a Delaware corporation (the Company). The Schedule TO relates to the offer by the Company to purchase for cash any and all of its outstanding 9.00% Convertible Senior Notes due 2012 (the Convertible Notes) upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 8, 2010 (as it may be amended or supplemented from time to time, the Offer to Purchase), and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the Letter of Transmittal) and, together with the Offer to Purchase, the Offer Documents), copies of which are filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO.

The purpose of this Amendment is to include the additional CUSIP No. 45928HAE6 on the cover page of the Schedule TO and to amend the Offer Documents as set forth below. The amendments to the Offer Documents set forth below (i) clarify that holders of Convertible Notes under CUSIP Nos. 45928HAD8 and 45928HAE6 are eligible to tender their Convertible Notes, (ii) change the Pricing Date (as defined in the Offer Documents) from April 5, 2010 to April 1, 2010 and eliminate various tender and withdrawal procedures and information deliveries that were attendant to a Pricing Date of April 5, 2010, (iii) clarify that the daily volume-weighted average price of the Company's common stock is calculated by reference to all trades of the common stock reported on Bloomberg Financial Services during the applicable measurement period and not just trades of the common stock on the New York Stock Exchange and (iv) report the results of the Company's concurrent offerings of convertible notes and common stock.

**Items 1, 4(a), 6(a), 7 and 11.**

*The Offer to Purchase is hereby amended and supplemented as follows:*

The additional CUSIP No. 45928HAE6 is added to the cover and Page 1.

The second, third and fourth paragraphs under the box on the cover are deleted in their entirety and replaced with the following:

We currently expect to fix the purchase price (the Purchase Price) for each \$1,000 principal amount of Convertible Notes validly tendered and not validly withdrawn at or prior to the Expiration Time after 5:00 p.m., New York City time, on April 1, 2010, on the basis of the pricing formula set forth herein, and we currently expect to announce such purchase price by 9:00 a.m., New York City time, on April 2, 2010. The Purchase Price will be calculated as the sum of 98.288 times the Weighted Average Price (as defined herein), plus \$745.10, subject to a minimum Purchase Price of \$1,064.54 and a maximum Purchase Price of \$1,359.40 per \$1,000 principal amount of Convertible Notes. In addition to the Purchase Price, Holders that validly tender and do not validly withdraw their Convertible Notes at or prior to the Expiration Time will also be paid accrued and unpaid interest (Accrued Interest) to, but not including, the Payment Date (as defined below) on such Convertible Notes that are accepted for purchase by us. No tenders of Convertible Notes will be valid if submitted after the Expiration Time.

The third and fourth paragraphs on the second page of the cover are deleted in their entirety and replaced with the following:

Our obligation to accept for purchase, and to pay for, Convertible Notes validly tendered and not validly withdrawn pursuant to the Tender Offer is subject to certain conditions, including the Company raising (i) a minimum of \$100.0 million in aggregate gross proceeds, exclusive of discounts, through the Common Stock Offering (as defined below) and (ii) a minimum of \$75.0 million in aggregate gross proceeds, exclusive of discounts, through the Convertible Notes Offering (as defined below) at or prior to the Expiration Time such that we have the necessary funds to pay the Purchase Price of validly tendered and not validly withdrawn Convertible Notes, plus Accrued Interest to, but not including, the Payment Date (together, the Refinancing Condition). See Conditions to the Tender Offer. We reserve the right to waive any and all conditions to the Tender Offer at or prior to the Expiration Time.

On March 16, 2010, the Company closed a concurrent public offering of 22,371,365 shares of its common stock, par value \$0.01 per share (the Common Stock ), at a public offering price of \$4.47 per share (the Common Stock Offering ). On March 16, 2010, the Company also closed a concurrent public offering of \$115.0 million aggregate principal amount of 4.00% Convertible Senior Notes due 2017 (the New Convertible Notes ), which included the underwriters' full exercise of their over-allotment option to purchase \$15.0 million aggregate principal amount of New Convertible Notes from the Company at the public offering price, less underwriting discounts and commissions (the Convertible Notes Offering ). We expect to use the net proceeds of the Common Stock Offering and the Convertible Notes Offering, together with cash on hand, if necessary, to purchase Convertible Notes validly tendered and not validly withdrawn pursuant to the Tender Offer and accepted for purchase by us. The closing of the Common Stock Offering and the Convertible Notes Offering satisfied the Refinancing Condition to the Tender Offer.

The second paragraph under Important is deleted in its entirety.

The second row of the table under Important is deleted in its entirety and replaced with the following:

Pricing Date	5:00 p.m., New York City time, on  April 1, 2010, unless extended by us,  in which event the Pricing Date will  be at least two business days prior to  the Expiration Time.	The date we will determine the  Purchase Price for the Convertible  Notes. We will announce the  Purchase Price by press release by  9:00 a.m., New York City time, on  the next business day.
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The first paragraph under Available Information and Incorporation of Documents by Reference is deleted in its entirety and replaced with the following:

The SEC allows us to incorporate by reference into this Offer to Purchase the information that we file with the SEC, which means that we can disclose important information to Holders by referring to those documents. The information incorporated by reference is considered to be an important part of this Offer to Purchase as a legal matter. Information that we file later with the SEC will automatically update information in this Offer to Purchase. In all cases, Holders should rely on the later information over different information included in this Offer to Purchase. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Exchange Act:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the SEC on January 29, 2010;

and our Current Reports on Form 8-K filed with the SEC on January 12, 2010 (as amended on January 13, 2010), February 23, 2010 (as amended on March 8, 2010), March 10, 2010, March 12, 2010 and March 16, 2010.

The first paragraph under Summary Purchase Price is deleted in its entirety and replaced with the following:

The Purchase Price for each \$1,000 principal amount of Convertible Notes validly tendered and not validly withdrawn will be calculated promptly after 5:00 p.m., New York City time, on April 1, 2010 (the Pricing Date ), unless extended by us, in which event the Pricing Date will be at least two business days prior to the Expiration Time. The Purchase Price will be calculated as the sum of 98.288 times the Weighted Average Price, plus \$745.10, subject to a minimum Purchase Price of \$1,064.54 and a maximum Purchase Price of \$1,359.40 per \$1,000 principal amount of Convertible Notes.

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In the second paragraph under **Summary Purchase Price** and the third paragraph under **Terms of the Tender Offer**, the words **on the NYSE** are deleted from the definition of **Weighted Average Price**.

The paragraph under **Summary Calculation of Purchase Price** is deleted in its entirety and replaced with the following:

We will calculate the Purchase Price on the Pricing Date and will announce the Purchase Price prior to 9:00 a.m., New York City time, on the next business day, which is expected to be April 2, 2010. Holders can obtain relevant information with respect to the purchase price on a daily basis during the Tender Offer as well as the purchase price, after its determination on the Pricing Date, by calling the Information Agent and Depository or the Dealer Managers at their respective telephone numbers provided on the back cover of this Offer to Purchase. See **Terms of the Tender Offer**.

The paragraph under **Summary Source of Funds** is deleted in its entirety and replaced with the following:

On March 16, 2010, the Company closed the Common Stock Offering of 22,371,365 shares of Common Stock at a public offering price of \$4.47 per share. On March 16, 2010, the Company also closed the Convertible Notes Offering of \$115.0 million aggregate principal amount of New Convertible Notes, which included the underwriters' full exercise of their over-allotment option to purchase \$15.0 million aggregate principal amount of New Convertible Notes. We expect to use the net proceeds of the Common Stock

Offering and the Convertible Notes Offering, together with cash on hand, if necessary, to fund the Purchase Price for all validly tendered and not validly withdrawn Convertible Notes. The closing of the Common Stock Offering and the Convertible Notes Offering satisfied the Refinancing Condition to the Tender Offer.

The second paragraph under Terms of the Tender Offer is deleted in its entirety and replaced with the following:

The Purchase Price for each \$1,000 principal amount of Convertible Notes validly tendered and not validly withdrawn will be calculated after 5:00 p.m., New York City time, on the Pricing Date, as the sum of 98.288 times the Weighted Average Price, plus \$745.10, per \$1,000 principal amount of Convertible Notes, subject to a minimum Purchase Price of \$1,064.54 and a maximum Purchase Price of \$1,359.40 per \$1,000 principal amount of Convertible Notes. Holders that validly tender and do not validly withdraw their Convertible Notes at or prior to the Expiration Time will be eligible to receive payment of the Purchase Price for each \$1,000 principal amount of Convertible Notes accepted for purchase by us. In addition to the Purchase Price, Holders that validly tender and do not validly withdraw their Convertible Notes at or prior to the Expiration Time will also be paid Accrued Interest to, but not including, the Payment Date on Convertible Notes accepted for purchase by us.

The third paragraph under Terms of the Tender Offer Sample Calculations of the Purchase Price is deleted in its entirety and replaced with the following:

Holders of Convertible Notes may obtain information on the daily volume weighted prices and closing prices with respect to our Common Stock throughout the Tender Offer by calling the Information Agent and Depositary or the Dealer Managers for the Tender Offer, at their respective telephone numbers set forth on the back cover of this Offer to Purchase. In addition, on each business day during the period to be taken into account for purposes of determining the Weighted Average Price, the Information Agent and Depositary or the Dealer Managers will provide callers with a representative purchase price with respect to the Tender Offer, calculated as if the Weighted Average Price measurement period ended on the preceding business day.

The first paragraph under Purpose of the Tender Offer is deleted in its entirety and replaced with the following:

The purpose of the Tender Offer is to acquire any and all of the outstanding Convertible Notes. We expect to use the net proceeds of the Common Stock Offering and the Convertible Notes Offering, together with cash on hand, if necessary, to purchase Convertible Notes validly tendered and not validly withdrawn pursuant to the Tender Offer and accepted for purchase by us. We will not be required to accept for purchase, or pay for, Convertible Notes validly tendered and not validly withdrawn pursuant to the Tender Offer if the conditions to the Tender Offer are not satisfied or waived. See Certain Significant Considerations.

The second paragraph under Source and Amount of Funds is deleted in its entirety and replaced with the following:

On March 16, 2010, the Company closed the Common Stock Offering of 22,371,365 shares of Common Stock at a public offering price of \$4.47 per share. On March 16, 2010, the Company also closed the Convertible Notes Offering of \$115.0 million aggregate principal amount of New Convertible Notes, which included the underwriters' full exercise of their over-allotment option to purchase \$15.0 million aggregate principal amount of New Convertible Notes. We expect to use the net proceeds of the Common Stock Offering and the Convertible Notes Offering, together with cash on hand, if necessary, to fund the Purchase Price for all validly tendered and not validly withdrawn Convertible Notes. The closing of the Common Stock Offering and the Convertible Notes Offering satisfied the Refinancing Condition to the Tender Offer.

The following paragraph is added as a new third paragraph under Concurrent Offerings and Tender Offer :

On March 16, 2010, the Company closed the Common Stock Offering of 22,371,365 shares of Common Stock at a public offering price of \$4.47 per share. On March 16, 2010, the Company also closed the Convertible Notes Offering of \$115.0 million aggregate principal amount of New Convertible Notes, which included the underwriters' full exercise of their over-allotment option to purchase \$15.0 million aggregate principal amount of New Convertible Notes.

The second paragraph under Procedures for Tendering Convertible Notes Tender of Convertible Notes Held Through a Custodian is deleted in its entirety.

The third paragraph under Procedures for Tendering Convertible Notes Tender of Convertible Notes Held Through DTC is deleted in its entirety.

In the second paragraph under Procedures for Tendering Convertible Notes Determination of Validity, the words or by executing and delivering a Notice of Voluntary Offering Instructions form are deleted in their entirety.

The eighth paragraph under Withdrawal of Tenders is deleted in its entirety.

***The Letter of Transmittal is hereby amended and supplemented as follows:***

The additional CUSIP No. 45928HAE6 is added to the cover.

The fourth and fifth paragraphs under the box on the cover are deleted in their entirety and replaced with the following:

We currently expect to fix the purchase price (the Purchase Price ) for each \$1,000 principal amount of Convertible Notes validly tendered and not validly withdrawn at or prior to the Expiration Time after 5:00 p.m., New York City time, on April 1, 2010, on the basis of the pricing formula set forth herein, and we currently expect to announce such Purchase Price by 9:00 a.m., New York City time, on April 2, 2010. The Purchase Price will be calculated as the sum of 98.288 times the Weighted Average Price, plus \$745.10, subject to a minimum Purchase Price of \$1,064.54 and a maximum Purchase Price of \$1,359.40 per \$1,000 principal amount of Convertible Notes. In addition to the Purchase Price, Holders that validly tender and do not validly withdraw their Convertible Notes at or prior to the Expiration Time will also be paid accrued and unpaid interest to, but not including, the payment date on such Convertible Notes that are accepted for purchase by us. No tenders of Convertible Notes will be valid if submitted after the Expiration Time.

The twelfth and thirteenth paragraphs under the box on the cover are deleted in their entirety.

The fifth paragraph under NOTE: PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY is deleted in its entirety and replaced with the following:

A Holder that tenders Convertible Notes understands that the Purchase Price for each \$1,000 principal amount of Convertible Notes validly tendered and not validly withdrawn will be calculated after 5:00 p.m., New York City time, on April 1, 2010 (the Pricing Date ), unless extended by us, in which event the Pricing Date will be at least two business days prior to the Expiration Time. The Purchase Price will be calculated as the sum of 98.288 times the Weighted Average Price, plus \$745.10, subject to a minimum Purchase Price of \$1,064.54 and a maximum Purchase Price of \$1,359.40 per \$1,000 principal amount of Convertible Notes.

In the sixth paragraph under NOTE: PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY, the words on the NYSE are deleted from the definition of Weighted Average Price.

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The third and sixth paragraphs under INSTRUCTIONS Book-Entry Confirmations; Withdrawal of Tenders are deleted in their entirety.



In the fourth paragraph under INSTRUCTIONS Book-Entry Confirmations; Withdrawal of Tenders, the words or by executing and delivering a Notice of Voluntary Offering Instructions form are deleted in their entirety.

**Item 12. Exhibits.**

Item 12 is hereby amended and supplemented to delete Exhibits (a)(1)(C) and (a)(1)(D) in their entirety and to add the following:

- (a)(1)(E) Supplement, dated March 18, 2010, to the Offer Documents
- (a)(5)(B) Press Release issued by the Company, dated March 18, 2010

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 18, 2010

**International Coal Group, Inc.**

By: /s/ Bradley W. Harris  
Bradley W. Harris  
Senior Vice President, Chief Financial Officer  
and Treasurer

**EXHIBIT INDEX**

- (a)(1)(A)\* Offer to Purchase, dated March 8, 2010
- (a)(1)(B)\* Letter of Transmittal
- (a)(1)(E) Supplement, dated March 18, 2010, to the Offer Documents
- (a)(5)(A)\* Press Release issued by the Company, dated March 8, 2010
- (a)(5)(B) Press Release issued by the Company, dated March 18, 2010
- (b) Not applicable
- (d)(1)\* Indenture, dated as of July 31, 2007, by and among the Company, the guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to the Company's Current Report on Form 8-K, filed on July 31, 2007)
- (d)(2)\* First Supplemental Indenture, dated as of December 3, 2009, by and among the Company, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to the Company's Current Report on Form 8-K, filed on July 31, 2007)
- (d)(3)\* Form of 9.00% Senior Convertible Notes (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed on January 29, 2010)
- (d)(4)\* Form of Guarantee relating to the 9.00% Senior Convertible Notes (incorporated by reference to the Company's Current Report on Form 8-K, filed on July 31, 2007)
- (d)(5)\* Registration Rights Agreement, dated as of July 31, 2007, by and among the Company, each of the guarantors party thereto and UBS Securities LLC, as purchaser (incorporated by reference to the Company's Current Report on Form 8-K, filed on July 31, 2007)
- (d)(6)\* Registration Rights Agreement by and among the Company, WLR Recovery Fund II, L.P., Contrarian Capital Management LLC, Värde Partners, Inc., Greenlight Capital, Inc., Stark Trading and Shepherd International Coal Holdings Inc. (incorporated by reference to Amendment No. 1 to the Company's Registration Statement on Form S-1 (Reg. No. 333-124393), filed on June 15, 2005)
- (d)(7)\* Form of Registration Rights Agreement by and among the Company and certain former Anker stockholders and CoalQuest members (incorporated by reference to Amendment No. 2 to the Company's Registration Statement on Form S-1 (Reg. No. 333-124393), filed on June 30, 2005)
- (d)(8)\* Registration Rights Agreement, dated May 16, 2008, by and between the Company and Fairfax Financial Holdings Limited (incorporated by reference to Amendment No. 1 to the Schedule 13D of Fairfax Financial Holdings Limited, filed on May 29, 2008)
- (g) Not applicable
- (h) Not applicable

\* Filed previously.