

IMPERIAL SUGAR CO /NEW/
Form SC 13G/A
February 13, 2004

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

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.1)*

Imperial Sugar Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

453096208

(CUSIP Number)

August 25, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of the 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 the disclosures provided in a prior cover page.

The information required in 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).

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

MetLife, Inc.
(I.R.S. NO. 13-4075851)

2. Check the Appropriate Box if a Member of a Group
(a) Not applicable
(b) Not applicable

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3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
A Delaware corporation
5. SOLE VOTING POWER
-0-
- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
6. SHARED VOTING POWER
-0-
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%
12. TYPE OF REPORTING PERSON
HC

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Metropolitan Life Insurance Company
(I.R.S. NO. 13-5581829)
2. Check the Appropriate Box if a Member of a Group
(a) [] Not applicable
(b) [] Not applicable

3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
A New York corporation
5. SOLE VOTING POWER
-0-
- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
6. SHARED VOTING POWER
-0-
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12. TYPE OF REPORTING PERSON
IC

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Metropolitan Property and Casualty Company
(I.R.S. NO. 13-2725441)

2. Check the Appropriate Box if a Member of a Group
(a) [] Not applicable
(b) [] Not applicable

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
A Rhode Island corporation

5. SOLE VOTING POWER
-0-

NUMBER OF
SHARES BENEFICIALLY

6. SHARED VOTING POWER
-0-

OWNED BY EACH
REPORTING PERSON WITH

7. SOLE DISPOSITIVE POWER
-0-

8. SHARED DISPOSITIVE POWER
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12. TYPE OF REPORTING PERSON
IC

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

MetLife Investors Group, Inc.
(I.R.S. NO. 99-3947587)

2. Check the Appropriate Box if a Member of a Group
(a) [] Not applicable
(b) [] Not applicable

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION
A Delaware corporation
5. SOLE VOTING POWER
-0-
- NUMBER OF
SHARES
6. SHARED VOTING POWER
-0-
- BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%
12. TYPE OF REPORTING PERSON
HC

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

MetLife Investors USA Insurance Company*
(I.R.S. NO. 54-0696644)

2. Check the Appropriate Box if a Member of a Group
(a) [] Not applicable
(b) [] Not applicable

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
A Delaware corporation
5. SOLE VOTING POWER
-0-
- NUMBER OF
SHARES
6. SHARED VOTING POWER
-0-
- BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12. TYPE OF REPORTING PERSON
IC

* As part of the MetLife, Inc. corporate structure, this entity is ultimately owned by MetLife, Inc. See Item 2(a) for a detailed description. The number of shares being reported is the total number of shares ultimately owned by MetLife, Inc.

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Metropolitan Insurance and Annuity Company
(I.R.S. NO. 13-2876440)

2. Check the Appropriate Box if a Member of a Group
(a) Not applicable
(b) Not applicable

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
A Delaware corporation

5. SOLE VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER
-0-

7. SOLE DISPOSITIVE POWER
-0-

8. SHARED DISPOSITIVE POWER
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12. TYPE OF REPORTING PERSON
IC

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Item 1

- (a). Name of Issuer
Imperial Sugar Co.
- (b). Address of Issuer's Principal Executive Offices:
One Imperial Square, Suite 200
8016 Highway 90-A
Sugar Land, TX 77487

Item 2

- (a). Name of Person(s) Filing
MetLife, Inc. ("METLIFE")
By: Gwenn L. Carr, Vice-President and Secretary
- Metropolitan Life Insurance Company ("MLIC")
By: James A. Granese, Assistant Vice-President
- Metropolitan Property and Casualty Company ("Met P & C")
By: Robert W. Harvey, Vice-President
- MetLife Investors Group, Inc. ("MLIG")
By: Michael K. Farrell, President
- MetLife Investors USA Insurance Company ("MLI USA")
By: Joseph J. Massimo, Assistant Vice-President
- Metropolitan Insurance and Annuity Company ("MIAC")
By: Joseph J. Massimo, Controller

This statement is being filed jointly by the above-listed parties due to the following corporate structure: METLIFE owns all of the outstanding capital stock of MLIC, MLIG, MIAC and Met P&C (on October 1, 2003, MLIC sold all the outstanding capital stock of Met P&C to METLIFE). MLIG owns all of the outstanding capital stock of MLI USA.

- (b). Address of Principal Business Office

For: METLIFE, MLIC and MIAC
One Madison Avenue
New York, New York 10010-3690

For: Met P & C
700 Quaker Lane
Warwick, RI 02887-0350

For: MLIG and MLI USA
22 Corporate Plaza
Newport Beach, CA 92660

- (c). Citizenship
METLIFE, MLIG, MLI USA and MIAC are Delaware corporations

MLIC is a New York corporation

Met P & C is a Rhode Island corporation

- (d). Title of Class of Securities
Common Stock

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(e). CUSIP Number
453096208

Item 3. If this statement is filed pursuant to sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C.78o);
- (b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) [X] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);*
- (d) [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) [] An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
- (g) [X] A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);*
- (h) [] A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (I) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); or
- (j) [] Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

* See Item 7

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.**

(a) Amount Beneficially Owned:

| | |
|-----------|-----|
| METLIFE | -0- |
| MLIC | -0- |
| Met P & C | -0- |
| MLIG | -0- |
| MLI USA | -0- |
| MIAC | -0- |

(b) Percent of Class:

| | |
|-----------|----|
| METLIFE | 0% |
| MLIC | 0% |
| MET P & C | 0% |
| MLIG | 0% |
| MLI USA | 0% |
| MIAC | 0% |

(c) Number of shares as to which such person has

| | |
|---|-----|
| (i) sole power to vote or to direct the vote: | |
| METLIFE | -0- |

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| | | |
|-------|--|-----|
| | MLIC | -0- |
| | MET P & C | -0- |
| | MLIG | -0- |
| | MLI USA | -0- |
| | MIAC | -0- |
| (ii) | shared power to vote or to direct the vote: | |
| | METLIFE | -0- |
| | MLIC | -0- |
| | Met P & C | -0- |
| | MLIG | -0- |
| | MLI USA | -0- |
| | MIAC | -0- |
| (iii) | sole power to dispose or to direct the disposition of: | |
| | METLIFE | -0- |
| | MLIC | -0- |
| | MET P & C | -0- |
| | MLIG | -0- |
| | MLI USA | -0- |
| | MIAC | -0- |
| (iv) | shared power to dispose or to direct the disposition of: | |
| | METLIFE | -0- |
| | MLIC | -0- |
| | Met P & | -0- |
| | MLIG | -0- |
| | MLI USA | -0- |
| | MIAC | -0- |

By virtue of the relationships described in Item 2(a), METLIFE may be deemed to beneficially own all of the shares of Common Stock beneficially owned by MLIC, MLIG, Met P&C and MIAC. By virtue of the relationships described in Item 2(a), METLIFE and MLIG may be deemed to beneficially own all of the shares of Common Stock deemed beneficially owned by MLI USA. The filing of this statement by METLIFE, MLIC, Met P & C, MLIG, MLI USA or MIAC shall not be construed as an admission that any of METLIFE, MLIC, Met P & C, MLIG, MLI USA or MIAC is, for the purposes of Section 13(d) or Section 13(g) of the Securities Exchange Act of 1934, as amended (the "Act"), the beneficial owner of any securities covered by this statement.

** MLI USA is part of the MetLife, Inc. corporate structure and is ultimately owned by MetLife, Inc. See Item 2(a) for a detailed description. The number of shares and percentage owned being reported for this entity is the total number of shares ultimately owned by MetLife, Inc.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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Item 6. Ownership of More than Five Percent on Behalf of Another Person: (NOT APPLICABLE.)

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person: (See Exhibit A)

Item 8. Identification and Classification of Members of the Group: (NOT APPLICABLE.)

Item 9. Notice of Dissolution of Group: (NOT APPLICABLE.)

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and were held in the ordinary course of business and were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and were not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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.

Date: February 12, 2004

MetLife, Inc.

By: /S/ Gwenn L. Carr
Title: Vice-President and Secretary

Metropolitan Life Insurance Company

By: /S/ James A. Granese
Title: Assistant Vice-President

Metropolitan Property and Casualty Company

By: /S/ Robert W. Harvey
Title: Vice-President

MetLife Investors Group, Inc.

By: /S/ Michael K. Farrell
Title: President

MetLife Investors USA Insurance Company

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By: /S/ Joseph J. Massimo
Title: Assistant Vice-President

Metropolitan Insurance and Annuity Company

By: /S/ Joseph J. Massimo
Title: Controller

Exhibit Index

Exhibit A: Identification and Classification of the Subsidiary
which Acquired the Security Being Reported on by the
Parent's Holding Company

Exhibit B: Joint Filing Agreement under Rule 13d-1(k) (1)

Exhibit A: Identification and Classification of the Subsidiary
which Acquired the Security Being Reported on by the
Parent's Holding Company

MetLife, Inc. is a parent holding company that is filing this statement pursuant to Rule 13d-1(b)(1)(ii)(G). On April 7, 2000, Metropolitan Life Insurance Company ("MLIC"), the relevant subsidiary, became a wholly-owned subsidiary of MetLife, Inc. MLIC is an insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

Exhibit B: Joint Filing Agreement under Rule 13d-1(k) (1)

In accordance with Rule 13d-1(k)(1) of Regulation 13D-G of the Securities Exchange Act of 1934, the persons or entities below agree to the joint filing on behalf of each of them of the Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock of Imperial Sugar Co., and agree that such statement is, and any amendments thereto filed by any of them will be, filed on behalf of each of them, and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

In evidence thereof the undersigned hereby execute this Agreement this 12th day of February, 2004.

MetLife, Inc.

By: /S/ Gwenn L. Carr
Title: Vice President and
Secretary

Metropolitan Life Insurance
Company

By: /S/ James A. Granese

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Title: Assistant Vice-President

Metropolitan Property and
Casualty Company

By: /S/ Robert W. Harvey
Title: Vice-President

MetLife Investors Group, Inc.

By: /S/ Michael K. Farrell
Title: President

MetLife Investors USA
Insurance Company

By: /S/ Joseph J. Massimo
Title: Assistant Vice-President

Metropolitan Insurance and
Annuity Company

By: /S/ Joseph J. Massimo
Title: Controller

SCHEDULE 13G
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CUSIP No. 453096208
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