

SMG Indium Resources Ltd.
Form SC 13G/A
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No 4.)*

SMG Indium Resources Ltd.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

78454k102
(CUSIP Number)

December 31, 2014
(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 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 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).

CUSIP
78454k102
No.

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

Talara
Capital
Management,
LLC

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a)
(b)

3. SEC USE
ONLY

4. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING
POWER

0

SHARED

6. VOTING
POWER

139,070

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

139,070

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

139,070

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

7.4%

12.

TYPE OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)

OO

CUSIP
78454k102
No.

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

Blackwell
Partners,
LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

SHARED

6. VOTING
POWER

98,453

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

98,453

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

98,453

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

5.2%

12.

TYPE OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)

OO

CUSIP
78454k102
No.

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

David
Zusman

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a)
(b)

3. SEC USE
ONLY

4. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

U.S.A.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING
POWER

0

SHARED
6. VOTING
POWER

139,070

SOLE
7. DISPOSITIVE
POWER

0

SHARED
8. DISPOSITIVE
POWER

139,070

AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

139,070

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

PERCENT
OF CLASS
REPRESENTED
11. BY
AMOUNT
IN ROW (9)

7.4%

12. TYPE OF
REPORTING

PERSON
(SEE
INSTRUCTIONS)

IN

CUSIP No. 78454k102

THIS IS AMENDMENT NO. 3 BEING FILED BY TALARA CAPITAL MANAGEMENT, LLC AND DAVID ZUSMAN. IT IS THE INITIAL SCHEDULE 13G BEING FILED BY BLACKWELL PARTNERS, LLC.

Item 1.(a). Name of Issuer:

SMG Indium Resources Ltd.

(b). Address of Issuer's Principal Executive Offices:

100 Park Ave, 16th Floor
New York, New York 10017

Item 2.(a) – (c) Name, Principal Business Address, and Citizenship of Persons Filing:

Talara Capital Management, LLC – Delaware
Blackwell Partners, LLC - Delaware
David Zusman – U.S.A.

Talara Capital Management, LLC
805 Third Avenue, 20th Floor
New York, NY 10022
United States of America

Blackwell Partners, LLC
c/o DUMAC, Inc.
280 S Mangum St., Suite 210
Durham, NC 27701

David Zusman
c/o Talara Capital Management, LLC
805 Third Avenue, 20th Floor
New York, NY 10022
United States of America

(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share

(e). CUSIP Number:

78454k102

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

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- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange 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 § 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 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);
 - (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).
-

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:

Talara Capital Management, LLC – 139,070
Blackwell Partners, LLC – 98,453
David Zusman – 139,070

(b) Percent of class:

Talara Capital Management, LLC – 7.4%
Blackwell Partners, LLC – 5.2%
David Zusman – 7.4%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Talara Capital Management, LLC – 0
Blackwell Partners, LLC – 0
David Zusman – 0

(ii) Shared power to vote or to direct the vote

Talara Capital Management, LLC – 139,070
Blackwell Partners, LLC – 98,453
David Zusman – 139,070

(iii) Sole power to dispose or to direct the disposition of

Talara Capital Management, LLC – 0
Blackwell Partners, LLC – 0
David Zusman -0

(iv) Shared power to dispose or to direct the disposition of

Talara Capital Management, LLC – 139,070

Blackwell Partners, LLC – 98,453

David Zusman – 139,070

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 []:

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

In addition to the reporting persons listed herein, an advisory client of Talara Capital Management, LLC also owns Shares but does not own more than 5% of the outstanding Shares. Additionally, Blackwell Partners, LLC has the right to receive dividends from, and to receive the proceeds from the sale of, more than 5% of the Shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

See Exhibit B attached hereto.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are 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 are 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.

February 17, 2015
(Date)

Talara Capital Management, LLC*

By: /s/ David Zusman
(Signature)

Managing Member
(Name/Title)

Blackwell Partners, LLC*

By: DUMAC, Inc. Authorized Agent of Blackwell Partners, LLC

By: /s/ Robert E. McGrail
(Signature)

Secretary
(Name/Title)

/s/ David Zusman*
(Signature)

* The Reporting Persons disclaim beneficial ownership in the Common Shares, except to the extent of his or its pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Amendment to Schedule 13G dated February 17, 2015 relating to the Common Stock, par value \$0.001 per share of SMG Indium Resources Ltd. shall be filed on behalf of the undersigned.

February 17, 2015
(Date)

Talara Capital Management, LLC*

By: /s/ David Zusman
(Signature)

Managing Member
(Name/Title)

Blackwell Partners, LLC*

By: DUMAC, Inc., Authorized Agent of Blackwell Partners, LLC

By: /s/ Robert E. McGrail
(Signature)

Secretary
(Name/Title)

/s/ David Zusman*

Exhibit B

David Zusman has beneficial ownership by virtue of his role as a control person of Talara Capital Management, LLC.

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