

AIG GLOBAL SPORTS & ENTERTAINMENT FUND L P
Form SC 13D/A
October 06, 2009

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

741929 10 3

(CUSIP Number)

Kathleen E. Shannon

Senior Vice President and Secretary

American International Group, Inc.

70 Pine Street

New York, NY 10270

Tel. No.: (212) 770-7000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 1, 2009

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 Section 240.13d-7(b) 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).

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

AIG GLOBAL SPORTS AND ENTERTAINMENT FUND, L.P. (I.R.S. NO. 52-2190010)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

AIG GSEF, L.P. (I.R.S. NO. 98-0210589)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS

7 SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
0

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

AIG GSEF INVESTMENTS, LTD. (I.R.S. NO. 98-0210590)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
OO

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

AIG CAPITAL PARTNERS, INC. (I.R.S. NO. 13-3856440)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7 SOLE VOTING POWER
NUMBER OF 0

8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
CO

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

AIG GLOBAL EMERGING MARKETS FUND, L.L.C. (I.R.S. NO. 13-3960880)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY 0 SHARED VOTING POWER

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
OO

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

GEM PARALLEL FUND, L.P. (I.R.S. NO. 52-2159897)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7 SOLE VOTING POWER

NUMBER OF 0

SHARES SHARED VOTING POWER
8
BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
PN

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

AIG CAPITAL CORPORATION (I.R.S. NO. 60-0001373)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
0

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
CO

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

AIG GLOBAL ASSET MANAGEMENT HOLDINGS CORP. (I.R.S. NO. 13-3870953)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7 SOLE VOTING POWER

NUMBER OF 0

SHARES SHARED VOTING POWER
8
BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
CO

CUSIP No. 741929 10 3

NAME OF REPORTING PERSON/S.S. OR I.R.S.

1 Identification No. of Above Person

AMERICAN INTERNATIONAL GROUP, INC. (I.R.S. NO. 13-2592361)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
CO, HC

AMENDMENT NO. 5 TO SCHEDULE 13D

This Amendment No. 5 amends and supplements the Schedule 13D with respect to the common stock of Primus Telecommunications Group, Incorporated (the Issuer) beneficially owned by the Filers (as defined below) filed on January 10, 2003, as amended by Amendment No. 1 filed April 23, 2003, Amendment No. 2 filed on December 8, 2003, Amendment No. 3 filed on November 19, 2007 and Amendment No. 4 filed on November 19, 2007. Except as specifically provided herein, this Amendment does not modify any of the disclosure previously reported in the initial Schedule 13D and the amendments referenced above. Capitalized terms not defined herein have the meanings ascribed to them in the initial Schedule 13D and the amendments referenced above.

Items 2, 3, 4, 5 and 7 of the Schedule 13D are hereby amended and supplemented as follows:

Item 2. Identity and Background

General

(a) through (c) and (f).

This Amendment No. 5 is being filed on behalf of the following entities (collectively, the Filers):

- (i) AIG Global Sports and Entertainment Fund, L.P., a Cayman Islands limited partnership (AIGGSEF), having its principal office at Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, is an investment fund engaged in the business of making proprietary investments;
- (ii) AIG GSEF, L.P., a Cayman Islands limited partnership (AIGGSEFGP), having its principal office at Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, is the sole general partner of AIGGSEF;
- (iii) AIG GSEF Investments, Ltd., a Cayman Islands limited company (AIGGSEFI), having its principal office at Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, is the sole general partner of AIGGSEFGP;
- (iv) AIG Global Emerging Markets Fund, L.L.C., a Delaware limited liability company (AIGGEM), having its principal office at 277 Park Avenue, New York, NY 10172, is an investment fund engaged in the business of making proprietary investments;
- (v) GEM Parallel Fund, L.P., a Delaware limited partnership (GEM Parallel), having its principal office at 277 Park Avenue, New York, NY 10172, is an investment fund engaged in the business of making proprietary investments;
- (vi) AIG Capital Partners, Inc., a Delaware corporation (AIGCP), having its principal office at 277 Park Avenue, New York, NY 10172, is the sole shareholder of AIGGSEFI, the managing member of AIGGEM and the general partner of GEM Parallel. It is engaged in the business of originating and managing AIG's international private equity investments in emerging markets;
- (vii) AIG Global Asset Management Holdings Corp., a Delaware corporation (AIGGAMHC), having its principal office at 70 Pine Street, New York, NY 10270, is the sole shareholder of AIGCP and is engaged in the business of organizing and managing the invested assets of institutional private equity investment funds;
- (viii) AIG Capital Corporation, a Delaware corporation (AIGCC), having its principal office at 70 Pine Street, New York, NY 10270, is the sole shareholder of AIGGAMHC and is a holding company; and
- (ix) American International Group, Inc., a Delaware corporation (AIG), having its principal office at 70 Pine Street, New York, NY 10270, is the sole shareholder of AIGCC and is a holding company which through its subsidiaries is engaged in a broad range of insurance and insurance-related activities and financial services in the United States and abroad.

AIG Controlling Persons

On September 22, 2008, AIG and the Federal Reserve Bank of New York (the "NY Fed") entered into a revolving credit facility (as amended, the "Fed Credit Agreement") and a Guarantee and Pledge Agreement. Pursuant to the Fed Credit Agreement, on March 4, 2009 AIG issued 100,000 shares of AIG Series C Perpetual, Convertible, Participating Preferred Stock, par value \$5.00 per share (the "Series C Preferred Stock"), to the AIG Credit Facility Trust (the "Trust") established for the sole benefit of the United States Department of the Treasury. The Trust currently holds all of the outstanding shares of Series C Preferred Stock, which are, to the extent permitted by law, entitled to vote on all matters with the holders of shares of AIG's Common Stock, par value \$2.50 per share ("AIG Common Stock"), and as of May 22, 2009, represent approximately, 79.81 percent of the voting power of AIG's shareholders entitled to vote on such matters, on an as-converted basis.

As of the date of the filing of this statement, Mr. Greenberg, Mr. Matthews, Starr International Company, Inc. ("Starr"), CV Starr & Co., Inc. ("CV Starr"), and Universal Foundation, Inc. ("Universal Foundation") may be deemed to beneficially own in the aggregate 282,929,110 shares of AIG Common Stock, representing approximately 10.5146% of outstanding AIG Common Stock (based on 2,690,808,696 shares of AIG Common Stock reported by AIG as outstanding as of April 30, 2009, in AIG's Form 10-Q filed on May 7, 2009).

Mr. Greenberg has the sole power to vote and direct the disposition of 2,300,000 shares of AIG Common Stock, which may be acquired pursuant to incentive stock options previously granted by AIG to Mr. Greenberg as an officer and director of AIG that were exercisable within 60 days of June 30, 2009. Mr. Greenberg has the shared power to vote and direct the disposition of 27,217 shares of AIG Common Stock, which are held in family trusts of which Mr. Greenberg is a trustee. Mr. Greenberg has the shared power to direct the disposition of 58,744 shares of AIG Common Stock held by Universal Foundation for which CV Starr has the shared power to direct the disposition of, pursuant to an Investment Management Agreement (described below).

Mr. Greenberg owns 27.27% of the common stock of CV Starr directly. Based on Mr. Greenberg's voting power in CV Starr and the other facts and circumstances described in Items 2, 4, 5 and 6 of the Schedule 13D filed on June 5, 2009, Mr. Greenberg may be deemed to beneficially own the shares of AIG Common Stock held or beneficially owned by CV Starr. Mr. Greenberg disclaims beneficial ownership of the shares of AIG Common Stock held by CV Starr, Universal Foundation, and the family trusts described above.

Mr. Matthews has the sole power to vote and direct the disposition of 281,875 shares of Common Stock, which may be acquired pursuant to incentive stock options previously granted by AIG to Mr. Matthews as an officer and director of AIG that are exercisable within 60 days of June 5, 2009.

Starr has the sole power to vote and direct the disposition of 280,261,274 shares of AIG Common Stock, of which 15,700,000 shares are held by Starr International Investments, Ltd., a wholly owned subsidiary of Starr, and 264,561,274 shares are held directly by Starr.

Pursuant to an Investment Management Agreement effective January 1, 2008 (the "Investment Management Agreement"), CV Starr has the shared power to direct the disposition of 58,744 shares of AIG Common Stock held by Universal Foundation.

Universal Foundation has the sole power to vote 58,744 shares of AIG Common Stock held directly by Universal Foundation. Pursuant to the Investment Management Agreement, CV Starr has the power to direct the disposition of the 58,744 shares of AIG Common Stock held by Universal Foundation.

The principal executive offices of Starr, CV Starr and the Greenberg Foundation are located at 399 Park Avenue, 17th Floor, New York, New York 10022. The principal executive offices of Universal Foundation are located at Mercury House, 101 Front Street, Hamilton HM 12, Bermuda.

The names of the directors and executive officers ("Covered Persons") of AIGGSEFI, AIGCP, AIGGAMHC, AIGCC, AIG, CV Starr, Starr and Universal Foundation, their business addresses and title, including the business addresses and titles of Messrs. Greenberg and Matthews, are set forth in Annex A attached hereto, which is incorporated herein by reference in its entirety. The business address indicated for Messrs. Greenberg and Matthews and each other Covered Person is also the address of the principal employer of such person. Each of the Covered Persons is a citizen of the United States, except for Mr. Walsh, who is a British Subject, Dr. Jacob A. Frenkel, who is a citizen of the State of Israel and the Republic of Poland, Mr. Osborne, Ms. Barclay, Mr. Johnson and Ms. Barnes, who are citizens of the United Kingdom, Mr. David Yeung, who is the citizen of Canada, and Mr. Zalamea, Ms. Fernando and Mr. Colayco,

who are citizens of the Republic of the Philippines.

All information provided in this Amendment (including, without limitation, in this Item 2 and Annex A to this Amendment) with respect to Messrs. Greenberg and Matthews, CV Starr, Starr, Universal Foundation, and their respective directors and executive officers is provided based solely on the information set forth in the most recent amendment to Schedule 13D relating to AIG Common Stock

filed on June 8, 2009 on behalf of Messrs. Greenberg and Matthews, Starr, CV Starr and Universal Foundation. This information has not been updated to reflect changes in the ownership by such parties of AIG Common Stock that are disclosed in filings made by one or more of such parties under Section 16 of the Securities Exchange Act of 1934, as amended (Act). In each case, such information may not be accurate or complete and the Filers take no responsibility therefor and make no representation to its accuracy or completeness as of the date hereof or any subsequent date.

(d) and (e):

2006 Regulatory Settlements

In February 2006, AIG reached a final settlement with the Securities and Exchange Commission (SEC), the United States Department of Justice (DOJ), the Office of the New York Attorney General (NYAG) and the New York State Department of Insurance (DOI). The settlements resolved outstanding litigation filed by the SEC, NYAG and DOI against AIG and concluded negotiations with these authorities and the DOJ in connection with the accounting, financial reporting and insurance brokerage practices of AIG and its subsidiaries, as well as claims relating to the underpayment of certain workers compensation premium taxes and other assessments. As a result of these settlements, AIG made payments or placed amounts in escrow in 2006 totaling approximately \$1.64 billion, \$225 million of which represented fines and penalties. The following is additional information regarding the settlements.

AIG, without admitting or denying the allegations in the SEC complaint, consented to the issuance of a final judgment on February 9, 2006: (a) permanently restraining and enjoining AIG from violating Section 17(a) of the Securities Act of 1933, as amended (Securities Act), and Sections 10(b), 13(a), 13(b)(2) and 13(b)(5) and Rules 10b-5, 12b-20, 13a-1, 13a-13 and 13b2-1 of the Act; (b) ordering AIG to pay disgorgement; and (c) ordering AIG to pay a civil penalty.

In February 2006, AIG and the DOJ entered into a letter agreement. In the letter agreement, the DOJ notified AIG that in its view, AIG, acting through some of its employees, violated federal criminal law in connection with misstatements in periodic financial reports that AIG filed with the SEC between 2000 and 2004 relating to certain transactions. The settlement with the DOJ consists of, among other things, AIG s cooperating with the DOJ in the DOJ s ongoing criminal investigation, accepting responsibility for certain of its actions and those of its employees relating to these transactions and paying money into a fund. Also effective February 9, 2006, AIG entered into agreements with the NYAG and the DOI, settling claims under New York s Martin Act and insurance laws, among other provisions, which were originally brought by the NYAG and the DOI in a civil complaint filed on May 26, 2005.

As part of these settlements, AIG agreed to retain for a period of three years an independent consultant to conduct a review that will include the adequacy of AIG s internal controls over financial reporting and the remediation plan that AIG has implemented as a result of its own internal review.

PNC Settlement

In November 2004, AIG and AIG Financial Products Corp. (AIGFP), a subsidiary of AIG, reached a final settlement with the SEC, the Fraud Section of the DOJ and the United States Attorney for the Southern District of Indiana with respect to issues arising from certain structured transactions entered into with Brightpoint, Inc. and The PNC Financial Services Group, Inc. (PNC), the marketing of transactions similar to the PNC transactions and related matters.

As part of the settlement, the SEC filed against AIG a civil complaint, based on the conduct of AIG primarily through AIGFP, alleging violations of certain antifraud provisions of the federal securities laws and for aiding and abetting violations of reporting and record keeping provisions of those laws. AIG, without admitting or denying the allegations in the SEC complaint, consented to the issuance of a final judgment permanently enjoining it and its employees and related persons from violating certain provisions of the Act, Act rules and the Securities Act, ordering disgorgement of fees it received from the PNC transactions and providing for AIG to establish a transaction review committee to review the appropriateness of certain future transactions and to retain an independent consultant to examine certain transactions entered into between 2000 and 2004 and review the policies and procedures of the transaction review committee.

The DOJ filed against AIGFP PAGIC Equity Holding Corp. (AIGFP PAGIC), a wholly owned subsidiary of AIGFP, a criminal complaint alleging that AIGFP PAGIC violated federal securities laws by aiding and abetting securities law violations by PNC, in connection with a transaction entered into in 2001 with PNC that was intended to enable PNC to

remove certain assets from its balance sheets. The settlement with the DOJ consists of separate agreements with AIG and AIGFP and a complaint filed against, and deferred prosecution agreement with, AIGFP PAGIC. Under the terms of the settlement, AIGFP paid a monetary penalty of \$80 million. On January 17, 2006, the court approved an order dismissing the complaint with prejudice. The obligations of AIG, AIGFP and AIGFP PAGIC under the DOJ agreements relate principally to cooperating with the DOJ and other federal agencies in connection with their related investigations.

Item 3. Source and Amount of Funds or Other Consideration

As a result of the consummation of the Plan described in Item 4, the shares of Issuer common stock were automatically cancelled and the Filers no longer beneficially own any shares of this class of the Issuer's common stock.

Item 4. Purpose of Transaction

On March 16, 2009, the Issuer and three of its subsidiaries filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court) for reorganization relief under chapter 11 of title 11 of the United States Code. On June 12, 2009, the Bankruptcy Court entered an order confirming the Joint Plan of Reorganization of the Issuer and its subsidiaries (the Plan) pursuant to Chapter 11 of the Bankruptcy Code. On July 1, 2009, (the Effective Date) the Issuer and its subsidiaries consummated their reorganization under the Bankruptcy Code and the Plan became effective.

Pursuant to the terms of the Plan, all holders of the Issuer s previously outstanding common stock are entitled to receive, in the aggregate, contingent value rights (CVRs) to acquire up to 2,665,000 shares of the newly registered class of common stock of the reorganized Issuer if the equity value of the reorganized Issuer exceeds a certain threshold. AIGGSEF, GEM Parallel and AIG GEM are entitled to receive their pro rata share of the CVRs. As of the Effective Date, all previously outstanding equity was automatically cancelled and the Issuer filed a Form 15 with the SEC to deregister its class of common stock that is the subject security of this Schedule 13D. Accordingly, this is the Filers final amendment to the Schedule 13D. To the extent that one, some or all of the Filers become a beneficial owner of greater than five percent of the new common stock, a new Schedule 13D will be filed with the SEC, as required.

Item 5. Interest in Securities of the Issuer

(a) and (b)

The information required by these paragraphs is set forth in Items 7 through 11 and 13 of each of the cover pages of this Amendment No. 5 and is incorporated herein by reference. Such information is based upon 0 shares of Common Stock issued and outstanding as of June 12, 2009, the date the Plan was approved by the Bankruptcy Court, whereupon all of the previously outstanding common stock of the Issuer was cancelled.

(c)

Identity of Person

| Effecting Transaction | Date of Transaction | Amount of Securities disposed | Price per share | Where/How Transaction was Effected |
|--|----------------------------|--------------------------------------|------------------------|---|
| AIG Global Sports and Entertainment Fund, L.P. | July 1, 2009 | 7,860,004 | \$ 0 | (1) |
| GEM Parallel Fund, L.P. | July 1, 2009 | 752,088 | \$ 0 | (1) |
| AIG Global Emerging Markets Fund, L.L.C. | July 1, 2009 | 7,107,916 | \$ 0 | (1) |

(1) As discussed in Item 4 above, on March 16, 2009 the Issuer and three of its subsidiaries each filed a Chapter 11 case. The Plan was approved by the Bankruptcy Court on

June 12, 2009
and became
effective on
July 1, 2009,
whereupon all
previously
outstanding
common stock
of the Issuer
was cancelled.

(d)

Not applicable.

(e)

The Filers ceased to be the beneficial owners of more than five percent of the Issuer's Common Stock that is the subject security of this Schedule 13D on July 1, 2009 immediately after the consummation of the Plan.

Item 7. Materials to Be Filed as Exhibits

1. Joint Filing Agreement by and among the Filers, dated October 6, 2009.
-

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: October 6, 2009

AIG GLOBAL SPORTS AND
ENTERTAINMENT FUND, L.P.

By: AIG GSEF, L.P.,
its general partner

By: AIG GSEF Investments, Ltd.,
its general partner

By: /s/ David Yeung
Name: David Yeung
Title: Director

Date: October 6, 2009

AIG GSEF, L.P.

By: AIG GSEF Investments, Ltd.,
its general partner

By: /s/ David Yeung

Name: David Yeung
Title: Director

Date: October 6, 2009

AIG GSEF INVESTMENTS, LTD.

By: /s/ David Yeung

Name: David Yeung
Title: Director

Date: October 6, 2009

AIG CAPITAL PARTNERS, INC.

By: /s/ David Yeung

Name: David Yeung
Title: President and CEO

Date: October 6, 2009

AIG GLOBAL EMERGING MARKETS
FUND, L.L.C.

By: AIG CAPITAL PARTNERS, INC.

By: /s/ David Yeung

Name:

David Yeung

Title: President and CEO

Date: October 6, 2009

GEM PARALLEL FUND, L.P.

By: AIG CAPITAL PARTNERS, INC.

By: /s/ David Yeung

Name: David Yeung

Title: President and CEO

Date: October 6, 2009

AIG GLOBAL ASSET MANAGEMENT
HOLDINGS CORP.

By: /s/ Win Neuger

Name: Win Neuger

Title: Director

Date: October 6, 2009

AIG CAPITAL CORPORATION

By: /s/ Win Neuger

Name: Win Neuger

Title: Director

Date: October 6, 2009

AMERICAN INTERNATIONAL GROUP,
INC.

By: /s/ Monika M. Machon

Name: Monika M. Machon

Title: Senior Vice President and Chief
Investment Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Joint Filing Agreement by and among the Filers, dated October 6, 2009. |

DIRECTORS AND EXECUTIVE OFFICERS OF AMERICAN INTERNATIONAL GROUP, INC.

| Name | Position | Address |
|-----------------------|--------------------------------|--|
| Dennis D. Dammerman | Director | 70 Pine Street New York, NY 10270 |
| Harvey Golub | Director | 70 Pine Street New York, NY 10270 |
| Laurette T. Koellner | Director | 70 Pine Street New York, NY 10270 |
| Robert Benmosche | Director and Executive Officer | 70 Pine Street New York, NY 10270 |
| Christopher S. Lynch | Director | 70 Pine Street New York, NY 10270 |
| Arthur C. Martinez | Director | 70 Pine Street New York, NY 10270 |
| George L. Miles, Jr. | Director | 4802 Fifth Avenue Pittsburgh, PA 15213 |
| Robert S. Miller | Director | 5725 Delphi Drive Troy, MI 48098 |
| Suzanne Nora Johnson | Director | 3000 West Olympic Blvd. Suite 2222 Santa Monica, CA 90404 |
| Morris W. Offit | Director | 485 Lexington Avenue, 24 th Floor New York, NY 10017 |
| Douglas M. Steenland | Director | 70 Pine Street New York, NY 10270 |
| Dr. Jacob A. Frenkel | Executive Officer | 70 Pine Street New York, NY 10270 |
| Anastasia D. Kelly | Executive Officer | 70 Pine Street New York, NY 10270 |
| Rodney O. Martin, Jr. | Executive Officer | 2929 Allen Parkway Houston, TX 77019 |
| Kristian P. Moor | Executive Officer | 175 Water Street New York, NY 10038 |

| | | |
|--------------------|--------------------|---|
| Win J. Neuger | Executive Officer | 70 Pine Street New York, NY 10270 |
| Nicholas C. Walsh | Executive Officer | 175 Water Street New York, NY 10270 |
| Jay S. Wintrob | Executive Officer | AIG Retirement Services, Inc., 1999 Avenue of the Stars Los Angeles, CA 90067 |
| William N. Dooley | Executive Director | 70 Pine Street New York, NY 10270 |
| David L. Herzog | Executive Officer | 70 Pine Street New York, NY 10270 |
| Andrew J. Kaslow | Executive Officer | 72 Wall Street New York, NY 10005 |
| Robert E. Lewis | Executive Officer | 70 Pine Street New York, NY 10270 |
| Monika M. Machon | Executive Officer | 70 Pine Street New York, NY 10270 |
| Brian T. Schreiber | Executive Officer | 70 Pine Street New York, NY 10270 |
| Matthew E. Winter | Executive Officer | 70 Pine Street New York, NY 10270 |

AIG GLOBAL ASSET MANAGEMENT HOLDINGS CORP.
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Position | Address |
|---------------------------|--|--|
| Win J. Neuger | Director, Chairman of the Board of Directors, Chief Executive Officer | 70 Pine Street, New York, New York 10270 |
| Hans Karl-Erik Danielsson | Director | 70 Pine Street, New York, New York 10270 |
| Jeffrey J. Hurd | Chief Administrative Officer, General Counsel and Senior Managing Director AIG CAPITAL PARTNERS, INC. | 70 Pine Street, New York, New York 10270 |

DIRECTORS AND EXECUTIVE OFFICERS

| Name | Position | Address |
|--------------------|--|--|
| Win J. Neuger | Director, Chairman of the Board of Directors | (See Above) |
| Robert T. Thompson | Director | 277 Park Avenue, New York, NY 10172 |
| David K. Yeung | Director, President, CEO and Treasurer | 277 Park Avenue New York, New York 10172 |
| Robin Berger | Chief Compliance Officer | 70 Pine Street, New York, New York 10270 |

AIG GSEF INVESTMENTS, LTD.
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Position | Address |
|----------------|----------|-------------|
| David K. Yeung | Director | (see Above) |

AIG CAPITAL CORPORATION
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Position | Address |
|--------------------|--|---|
| William N. Dooley | Director and President | (See Above) |
| Anastasia D. Kelly | Director | (See Above) |
| Win J. Neuger | Director, Vice Chairman, Chief Executive Officer | (See Above) |
| Alan M. Pryor | Executive Vice President | Pelikanstrasse 37, P.O.Box 1376, Zurich, 8021 (Switzerland) |
| Brian K. Reilly | Chief Financial Officer | 32 Old Slip, 6 th Floor, New York, New York 10005 |

STARR INTERNATIONAL COMPANY, INC.
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Position | Address |
|-----------------------|------------------------------------|---|
| Maurice R. Greenberg | Chairman of the Board and Director | 399 Park Avenue, 17th Floor New York, NY 10022 |
| Joseph C.H. Johnson | President and Director | 101 First Street Hamilton, Bermuda HM 12 |
| Edward E. Matthews | Managing Director and Director | 399 Park Avenue, 17th Floor New York, NY 10022 |
| Houghton Freeman | Director | 499 Taber Hill Road Stowe, VT 05672 |
| Lawrence S. Greenberg | Director | 399 Park Avenue, 17th Floor New York, NY 10022 |
| Bertil P-H Lundquist | Director | 399 Park Avenue, 17th Floor New York, NY 10022 |
| Howard I. Smith | Director | 399 Park Avenue, 17th Floor New York, NY 10022 |
| John J. Roberts | Director | Concordia Farms P.O. Box 703 Easton, MD 21601 |
| Cesar Zalamea | Director | Suite 1405-7 Two Exchange Square, 8 Connaught Place Central, Hong Kong |

C.V. STARR & CO., INC.
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Position | Address |
|----------------------|---|----------------|
| Maurice R. Greenberg | Chairman of the Board, Director and Chief Executive Officer | (See Above) |
| Howard I. Smith | Vice Chairman-Finance and Secretary and Director | (See Above) |
| Edward E. Matthews | President and Director | (See Above) |
| Houghton Freeman | Director | (See Above) |
| John J. Roberts | Director | (See Above) |
| Bertil P-H Lundquist | Director | (See Above) |

Lawrence S. Greenberg Director (See Above)

UNIVERSAL FOUNDATION, INC.
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Position | Address |
|---------------------|------------------------|---|
| Stuart Osborne | President and Director | Mercury House 101 Front Street Hamilton HM 12, Bermuda |
| Eligia G. Fernando | Director | Mercury House 101 Front Street Hamilton HM 12, Bermuda |
| Cesar C. Zalamea | Director | (See Above) |
| Aloysius B. Colayco | Director | Argosy Partners 8th Floor, Pacific Star Building Makati City, Philippines |
| Jennifer Barclay | Secretary | Mercury House 101 Front Street Hamilton HM 12, Bermuda |
| Margaret Barnes | Treasurer | Baarerstrasse 101 CH-6300, Zug, Switzerland |