

American Realty Capital Trust, Inc.
Form SC 13D/A
January 10, 2013

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

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)*

American Realty Capital Trust, Inc.
(Name of Issuer)

Common Stock, par value \$.01
(Title of Class of Securities)

02917L101
(CUSIP Number)

Jamie Nash, Esq.
Kleinberg, Kaplan, Wolff & Cohen, P.C.
551 Fifth Avenue, New York, New York 10176
(212) 986-6000

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

January 8, 2013
(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 which 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(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).

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

Luxor Capital Partners, LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
 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
4,810,656
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
4,810,656
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,810,656
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.0%
 14. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Luxor Spectrum, LLC

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

3. SEC USE ONLY

4. SOURCE OF FUNDS*
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

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*

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

14. TYPE OF REPORTING PERSON*
OO

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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

Luxor Wavefront, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS*
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o

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
1,555,174

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
1,555,174

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,555,174

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.0%

14. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Luxor Capital Partners Offshore Master Fund, LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER
0
 8. SHARED VOTING POWER
7,460,240
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
7,460,240
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
7,460,240
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.7%
 14. TYPE OF REPORTING PERSON*
PN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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

Luxor Capital Partners Offshore, Ltd.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
AF
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER
0
 8. SHARED VOTING POWER
7,460,240
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
7,460,240
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
7,460,240
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.7%
 14. TYPE OF REPORTING PERSON*
CO

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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

Luxor Spectrum Offshore Master Fund, LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER
0
 8. SHARED VOTING POWER
570,534
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
570,534
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
570,534
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.4%
 14. TYPE OF REPORTING PERSON*
PN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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

Luxor Spectrum Offshore, Ltd.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
AF
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER
0
 8. SHARED VOTING POWER
570,534
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
570,534
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
570,534
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.4%
 14. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Luxor Capital Group, LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
OO
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
 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
15,040,457
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
15,040,457
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
15,040,457
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.5%
 14. TYPE OF REPORTING PERSON*
PN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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

Luxor Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS*
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o

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
15,040,457

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
15,040,457

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
15,040,457

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.5%

14. TYPE OF REPORTING PERSON*
OO

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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

LCG Holdings, LLC
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
OO
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
 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
14,396,604
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
14,396,604
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
14,396,604
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.1%
 14. TYPE OF REPORTING PERSON*
OO

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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

Christian Leone
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) x
(b) o
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*
OO
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER
0
 8. SHARED VOTING POWER
15,040,457
 9. SOLE DISPOSITIVE POWER
0
 10. SHARED DISPOSITIVE POWER
15,040,457
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
15,040,457
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.5%
 14. TYPE OF REPORTING PERSON*
IN, HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This statement is filed with respect to the shares of common stock, \$.01 par value, ("Common Stock") of American Realty Capital Trust, Inc. (the "Issuer") beneficially owned by the Reporting Persons identified below as of January 9, 2013, and amends and supplements the Schedule 13D originally filed on October 15, 2012 (collectively, the "Schedule 13D"). Except as set forth herein, the Schedule 13D is unmodified.

The names of the persons filing this statement on Schedule 13D are (collectively, the "Reporting Persons"):

- Luxor Capital Partners, LP, a Delaware limited partnership (the "Onshore Fund");
- Luxor Spectrum, LLC, a Delaware limited liability company (the "Spectrum Onshore Fund");
 - Luxor Wavefront, LP, a Delaware limited partnership (the "Wavefront Fund");
- Luxor Capital Partners Offshore Master Fund, LP, a Cayman Islands limited partnership (the "Offshore Master Fund");
 - Luxor Capital Partners Offshore, Ltd., a Cayman Islands exempted company (the "Offshore Feeder Fund");
- Luxor Spectrum Offshore Master Fund, LP, a Cayman Islands limited Partnership (the "Spectrum Offshore Master Fund");
- Luxor Spectrum Offshore, Ltd., a Cayman Islands exempted company (the "Spectrum Offshore Feeder Fund");
 - Luxor Capital Group, LP, a Delaware limited partnership ("Luxor Capital Group");
 - Luxor Management, LLC, a Delaware limited liability company ("Luxor Management");
 - LCG Holdings, LLC, a Delaware limited liability company ("LCG Holdings"); and
 - Christian Leone, a United States citizen ("Mr. Leone").

Luxor Capital Group acts as the investment manager of the Onshore Fund, the Spectrum Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Offshore Feeder Fund, the Spectrum Offshore Master Fund and the Spectrum Offshore Feeder Fund (collectively, the "Funds") and to accounts it separately manages (the "Separately Managed Accounts"). The Offshore Master Fund is a subsidiary of the Offshore Feeder Fund, and the Spectrum Offshore Master Fund is a subsidiary of the Spectrum Offshore Feeder Fund. Luxor Management is the general partner of Luxor Capital Group. Mr. Leone is the managing member of Luxor Management. LCG Holdings is the general partner of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Offshore Master Fund and the managing member of the Spectrum Onshore Fund. Mr. Leone is the managing member of LCG Holdings.

Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to have voting and dispositive power with respect to the shares of Common Stock held by the Funds and the Separately Managed Accounts. LCG Holdings may be deemed to have voting and dispositive power with respect to the shares of Common Stock held by the Onshore Fund, the Spectrum Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Spectrum Offshore Master Fund.

ITEM 3. Source and Amount of Funds or Other Consideration.

A total of approximately \$182,583,178 was paid to acquire the shares of Common Stock reported as beneficially owned by the Reporting Persons herein. The funds used to purchase these securities were obtained from the general working capital of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Offshore Master Fund and the Separately Managed Accounts and margin account borrowings made in the ordinary course of business, although the Reporting Persons cannot determine whether any funds allocated to purchase such securities were obtained from any margin account borrowings.

ITEM 5. Interest in Securities of the Issuer.

(a) The Reporting Persons beneficially own:

(i) The Onshore Fund individually beneficially owns 4,810,656 shares of Common Stock representing 3.0% of all of the outstanding shares of Common Stock.

(ii) The Spectrum Onshore Fund does not beneficially own any shares of Common Stock.

(iii) The Wavefront Fund individually beneficially owns 1,555,174 shares of Common Stock representing 1.0% of all of the outstanding shares of Common Stock.

(iv) The Offshore Master Fund individually beneficially owns 7,460,240 shares of Common Stock representing 4.7% of all of the outstanding shares of Common Stock. The Offshore Feeder Fund, as the owner of a controlling interest in the Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock held by the Offshore Master Fund.

(v) The Spectrum Offshore Master Fund individually beneficially owns 570,534 shares of Common Stock representing 0.4% of all of the outstanding shares of Common Stock. The Spectrum Offshore Feeder Fund, as the owner of a controlling interest in the Spectrum Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock held by the Spectrum Offshore Master Fund.

(vi) Luxor Capital Group, as the investment manager of the Funds, may be deemed to beneficially own the 14,396,604 shares of Common Stock beneficially owned by them, and an additional 643,853 shares of Common Stock held in the Separately Managed Accounts, representing 9.5% of all of the outstanding shares of Common Stock.

(vii) Luxor Management and Mr. Leone may each be deemed to be the beneficial owners of the 15,040,457 shares of Common Stock beneficially owned by Luxor Capital Group, representing 9.5% of all of the outstanding shares of Common Stock.

(viii) LCG Holdings may be deemed to be the beneficial owner of the 14,396,604 shares of Common Stock owned by the Onshore Fund, the Spectrum Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Spectrum Offshore Master Fund, representing 9.1% of all of the outstanding shares of Common Stock.

(ix) Mr. Leone may be deemed to be the beneficial owner of the 14,396,604 shares of Common Stock beneficially owned by LCG Holdings.

(x) Collectively, the Reporting Persons beneficially own 15,040,457 shares of Common Stock representing 9.5% of all of the outstanding shares of Common Stock.

The beneficial ownership percentages reported above are based 158,478,679 shares of Common Stock outstanding as of December 6, 2012 as set forth in the Form DEFM14A filed by the Issuer on December 6, 2012.

(b) The Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the 4,810,656 shares of Common Stock individually beneficially owned by the Onshore Fund.

The Wavefront Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the 1,555,174 shares of Common Stock individually beneficially owned by the Wavefront Fund.

The Offshore Master Fund, the Offshore Feeder Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the 7,460,240 shares of Common Stock individually beneficially owned by the Offshore Master Fund.

The Spectrum Offshore Master Fund, the Spectrum Offshore Feeder Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the 570,534 shares of Common Stock individually beneficially owned by the Spectrum Offshore Master Fund.

Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the 643,853 shares of Common Stock held in the Separately Managed Accounts.

(c)The transactions effected by the Reporting Persons during the past sixty (60) days are set forth on Schedule 1 attached hereto.

(d)Not applicable.

(e)The Spectrum Onshore Fund does not beneficially own any shares of Common Stock. Therefore, it is no longer a member of the group with the other Reporting Persons or a member of a group that beneficially owns more than five percent of the Common Stock of the Issuer.

ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Not applicable.

ITEM 7.

Material to be Filed as Exhibits.

Exhibit A – Directors and Executive Officers of the Offshore Feeder Fund and Spectrum Offshore Feeder Fund (previously filed)

Exhibit B - Joint Filing Agreement (previously filed)

Exhibit C – Power of Attorney

Exhibit D – Press Release (previously filed)

Schedule 1 - Transactions of the Reporting Persons Effected During the Past 60 Days

SIGNATURES

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

Dated: January 10, 2013

LUXOR CAPITAL PARTNERS, LP

By: LCG Holdings, LLC, as General Partner

By: /s/ Norris Nissim

Norris Nissim,
General Counsel

LUXOR WAVEFRONT, LP

By: LCG Holdings, LLC, as General Partner

By: /s/ Norris Nissim

Norris Nissim,
General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE MASTER FUND, LP

By: LCG Holdings, LLC, as General Partner

By: /s/ Norris Nissim

Norris Nissim,
General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE, LTD.

By: Luxor Capital Group, LP, as investment manager

By: /s/ Norris Nissim

Norris Nissim,
General Counsel

LUXOR CAPITAL GROUP, LP

By: Luxor Management, LLC, as General Partner

By: /s/ Norris Nissim

Norris Nissim,
General Counsel

LCG HOLDINGS, LLC

By: /s/ Norris Nissim

Norris Nissim,
General Counsel

LUXOR MANAGEMENT, LLC

By: /s/ Norris Nissim
Norris Nissim,
General Counsel

/s/ Adam Miller
Adam Miller, as Agent
For Christian Leone

EXHIBIT C
POWER OF ATTORNEY

The undersigned hereby makes, constitutes and appoints each of Adam Miller and Elena Cimador as the undersigned's true and lawful authorized representative, attorney-in-fact and agent, each with the power individually to execute for and on behalf of the undersigned and to file with and deliver to the United States Securities and Exchange Commission and any other authority or party required or entitled to receive the same: (a) any Forms 3, 4 and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules promulgated thereunder; and (b) any Schedule 13D or Schedule 13G, and any amendments thereto, on behalf of the undersigned in accordance with Section 13 of the 1934 Act and the rules promulgated thereunder.

The undersigned also hereby grants to each such attorney-in-fact the full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 or any other provision of the 1934 Act or the rules promulgated thereunder.

This Power of Attorney shall remain in full force and effect until earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 20, 2006.

/s/ Christian Leone
Christian Leone

ACKNOWLEDGEMENT IN NEW YORK STATE

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On January 20, 2006, before me, the undersigned personally appeared, Christian Leone, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Michael J. Sadler
Notary Public

[Notary Stamp and Seal]

SCHEDULE 1

Transactions of the Reporting Persons Effected
During the Past 60 Days

None of the Reporting Persons effected any transactions in securities of the Issuer during the past sixty (60) days:

| Fund/Account | Date | Amount of Shs. Bought or (Sold) | Price (\$) per Share |
|---|------------|---------------------------------|----------------------|
| Luxor Spectrum, LLC | 11/14/2012 | (29,701) | 10.77690 |
| Luxor Capital Partners Offshore Master Fund, LP | 11/30/2012 | 4,100 | 11.54980 |
| Luxor Capital Partners, LP | 11/30/2012 | 3,700 | 11.54980 |
| Luxor Wavefront, LP | 11/30/2012 | 2,100 | 11.54980 |
| Separately Managed Accounts | 11/30/2012 | 900 | 11.54980 |
| Luxor Capital Partners Offshore Master Fund, LP | 11/30/2012 | 700 | 11.55000 |
| Luxor Capital Partners, LP | 11/30/2012 | 600 | 11.55000 |
| Luxor Wavefront, LP | 11/30/2012 | 500 | 11.55000 |
| Separately Managed Accounts | 11/30/2012 | 100 | 11.55000 |
| Luxor Capital Partners Offshore Master Fund, LP | 11/30/2012 | 36,500 | 11.56510 |
| Luxor Capital Partners, LP | 11/30/2012 | 33,000 | 11.56510 |
| Luxor Wavefront, LP | 11/30/2012 | 19,200 | 11.56510 |
| Separately Managed Accounts | 11/30/2012 | 8,400 | 11.56510 |
| Luxor Capital Partners Offshore Master Fund, LP | 11/30/2012 | 2,600 | 11.60130 |
| Luxor Capital Partners, LP | 11/30/2012 | 2,300 | 11.60130 |
| Luxor Wavefront, LP | 11/30/2012 | 1,300 | 11.60130 |

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|---|------------|---------|----------|
| Separately Managed Accounts | 11/30/2012 | 600 | 11.60130 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/3/2012 | 10,690 | 11.68500 |
| Luxor Capital Partners, LP | 12/3/2012 | 6,369 | 11.68500 |
| Luxor Spectrum Offshore Master Fund, LP | 12/3/2012 | 1,290 | 11.68500 |
| Luxor Wavefront, LP | 12/3/2012 | 2,402 | 11.68500 |
| Separately Managed Accounts | 12/3/2012 | 1,449 | 11.68500 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/3/2012 | 24,078 | 11.70000 |
| Luxor Capital Partners, LP | 12/3/2012 | 14,347 | 11.70000 |
| Luxor Spectrum Offshore Master Fund, LP | 12/3/2012 | 2,903 | 11.70000 |
| Luxor Wavefront, LP | 12/3/2012 | 5,412 | 11.70000 |
| Separately Managed Accounts | 12/3/2012 | 3,260 | 11.70000 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/3/2012 | 152,907 | 11.71290 |

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| Luxor Capital Partners, LP | 12/3/2012 | 91,102 | 11.71290 |
| Luxor Spectrum Offshore Master Fund, LP | 12/3/2012 | 18,436 | 11.71290 |
| Luxor Wavefront, LP | 12/3/2012 | 34,361 | 11.71290 |
| Separately Managed Accounts | 12/3/2012 | 20,711 | 11.71290 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/3/2012 | 2,997 | 11.73570 |
| Luxor Capital Partners, LP | 12/3/2012 | 1,785 | 11.73570 |
| Luxor Spectrum Offshore Master Fund, LP | 12/3/2012 | 361 | 11.73570 |
| Luxor Wavefront, LP | 12/3/2012 | 673 | 11.73570 |
| Separately Managed Accounts | 12/3/2012 | 404 | 11.73570 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/6/2012 | 55,320 | 11.75910 |
| Luxor Capital Partners, LP | 12/6/2012 | 39,092 | 11.75910 |
| Luxor Spectrum Offshore Master Fund, LP | 12/6/2012 | 3,308 | 11.75910 |
| Luxor Wavefront, LP | 12/6/2012 | 8,499 | 11.75910 |
| Separately Managed Accounts | 12/6/2012 | 4,081 | 11.75910 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/6/2012 | 200,619 | 11.79980 |
| Luxor Capital Partners, LP | 12/6/2012 | 141,771 | 11.79980 |
| Luxor Spectrum Offshore Master Fund, LP | 12/6/2012 | 11,997 | 11.79980 |
| Luxor Wavefront, LP | 12/6/2012 | 30,826 | 11.79980 |
| Separately Managed Accounts | 12/6/2012 | 14,787 | 11.79980 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/6/2012 | 3,313 | 11.80000 |

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| Luxor Capital Partners, LP | 12/6/2012 | 2,340 | 11.80000 |
| Luxor Spectrum Offshore Master Fund, LP | 12/6/2012 | 197 | 11.80000 |
| Luxor Wavefront, LP | 12/6/2012 | 508 | 11.80000 |
| Separately Managed Accounts | 12/6/2012 | 242 | 11.80000 |
| Luxor Spectrum Offshore Master Fund, LP | 12/24/2012 | (93,420) | 11.63940 |
| Separately Managed Accounts | 12/24/2012 | (106,580) | 11.63940 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/26/2012 | (30,982) | 11.57100 |
| Luxor Capital Partners, LP | 12/26/2012 | (15,405) | 11.57100 |
| Luxor Spectrum Offshore Master Fund, LP | 12/26/2012 | (13,621) | 11.57100 |
| Separately Managed Accounts | 12/26/2012 | (15,275) | 11.57100 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/27/2012 | (16,286) | 11.50500 |
| Luxor Capital Partners, LP | 12/27/2012 | (10,475) | 11.50500 |
| Luxor Spectrum Offshore Master Fund, LP | 12/27/2012 | (1,274) | 11.50500 |
| Separately Managed Accounts | 12/27/2012 | (565) | 11.50500 |
| Luxor Capital Partners Offshore Master Fund, LP | 12/27/2012 | (170,821) | 11.54000 |

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| Luxor Capital Partners, LP | 12/27/2012 | (109,881) | 11.54000 |
| Luxor Spectrum Offshore Master Fund, LP | 12/27/2012 | (13,366) | 11.54000 |
| Separately Managed Accounts | 12/27/2012 | (5,932) | 11.54000 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/7/2013 | 93,482 | 12.16700 |
| Luxor Capital Partners, LP | 1/7/2013 | 59,762 | 12.16700 |
| Luxor Spectrum Offshore Master Fund, LP | 1/7/2013 | 7,355 | 12.16700 |
| Luxor Wavefront, LP | 1/7/2013 | 31,058 | 12.16700 |
| Separately Managed Accounts | 1/7/2013 | 8,343 | 12.16700 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/7/2013 | 106,571 | 12.25000 |
| Luxor Capital Partners, LP | 1/7/2013 | 68,130 | 12.25000 |
| Luxor Spectrum Offshore Master Fund, LP | 1/7/2013 | 8,385 | 12.25000 |
| Luxor Wavefront, LP | 1/7/2013 | 35,407 | 12.25000 |
| Separately Managed Accounts | 1/7/2013 | 9,507 | 12.25000 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/8/2013 | 4,609 | 12.19990 |
| Luxor Capital Partners, LP | 1/8/2013 | 2,966 | 12.19990 |
| Luxor Spectrum Offshore Master Fund, LP | 1/8/2013 | 348 | 12.19990 |
| Luxor Wavefront, LP | 1/8/2013 | 974 | 12.19990 |
| Separately Managed Accounts | 1/8/2013 | 401 | 12.19990 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/8/2013 | 359,389 | 12.25210 |
| | 1/8/2013 | 231,298 | 12.25210 |

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| Luxor Capital Partners, LP Luxor Spectrum Offshore Master Fund, LP | 1/8/2013 | 27,151 | 12.25210 |
| Luxor Wavefront, LP Separately Managed Accounts | 1/8/2013 | 75,950 | 12.25210 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/8/2013 | 31,212 | 12.25210 |
| Luxor Capital Partners, LP | 1/8/2013 | 198,283 | 12.28460 |
| Luxor Spectrum Offshore Master Fund, LP | 1/8/2013 | 127,613 | 12.28460 |
| Luxor Wavefront, LP Separately Managed Accounts | 1/8/2013 | 14,981 | 12.28460 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/8/2013 | 41,904 | 12.28460 |
| Luxor Capital Partners, LP | 1/8/2013 | 17,219 | 12.28460 |
| Luxor Spectrum Offshore Master Fund, LP | 1/8/2013 | 303,871 | 12.29370 |
| Luxor Wavefront, LP Separately Managed Accounts | 1/8/2013 | 195,568 | 12.29370 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/8/2013 | 22,957 | 12.29370 |
| Luxor Capital Partners, LP | 1/8/2013 | 64,217 | 12.29370 |
| Luxor Spectrum Offshore Master Fund, LP | 1/8/2013 | 26,387 | 12.29370 |
| Luxor Wavefront, LP Separately Managed Accounts | 1/8/2013 | 26,387 | 12.29370 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/9/2013 | 124,000 | 12.37190 |
| Luxor Capital Partners, LP | 1/9/2013 | 80,000 | 12.37190 |

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| Luxor Spectrum Offshore Master Fund, LP | 1/9/2013 | 9,500 | 12.37190 |
| Luxor Wavefront, LP | 1/9/2013 | 25,800 | 12.37190 |
| Separately Managed Accounts | 1/9/2013 | 10,700 | 12.37190 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/9/2013 | 49,600 | 12.37500 |
| Luxor Capital Partners, LP | 1/9/2013 | 32,000 | 12.37500 |
| Luxor Spectrum Offshore Master Fund, LP | 1/9/2013 | 3,800 | 12.37500 |
| Luxor Wavefront, LP | 1/9/2013 | 10,300 | 12.37500 |
| Separately Managed Accounts | 1/9/2013 | 4,300 | 12.37500 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/9/2013 | 124,100 | 12.37990 |
| Luxor Capital Partners, LP | 1/9/2013 | 79,900 | 12.37990 |
| Luxor Spectrum Offshore Master Fund, LP | 1/9/2013 | 9,590 | 12.37990 |
| Luxor Wavefront, LP | 1/9/2013 | 25,800 | 12.37990 |
| Separately Managed Accounts | 1/9/2013 | 10,610 | 12.37990 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/9/2013 | 173,600 | 12.38370 |
| Luxor Capital Partners, LP | 1/9/2013 | 112,000 | 12.38370 |
| Luxor Spectrum Offshore Master Fund, LP | 1/9/2013 | 13,300 | 12.38370 |
| Luxor Wavefront, LP | 1/9/2013 | 36,100 | 12.38370 |
| Separately Managed Accounts | 1/9/2013 | 15,000 | 12.38370 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/9/2013 | 3,200 | 12.40500 |
| Luxor Capital Partners, LP | 1/9/2013 | 2,100 | 12.40500 |
| | 1/9/2013 | 210 | 12.40500 |

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| Luxor Spectrum Offshore Master Fund, LP | | | |
| Luxor Wavefront, LP | 1/9/2013 | 700 | 12.40500 |
| Separately Managed Accounts | 1/9/2013 | 300 | 12.40500 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/9/2013 | 644,600 | 12.40850 |
| Luxor Capital Partners, LP | 1/9/2013 | 416,000 | 12.40850 |
| Luxor Spectrum Offshore Master Fund, LP | 1/9/2013 | 49,400 | 12.40850 |
| Luxor Wavefront, LP | 1/9/2013 | 134,200 | 12.40850 |
| Separately Managed Accounts | 1/9/2013 | 55,800 | 12.40850 |
| Luxor Capital Partners Offshore Master Fund, LP | 1/9/2013 | 49,600 | 12.41000 |
| Luxor Capital Partners, LP | 1/9/2013 | 32,000 | 12.41000 |
| Luxor Spectrum Offshore Master Fund, LP | 1/9/2013 | 3,800 | 12.41000 |
| Luxor Wavefront, LP | 1/9/2013 | 10,300 | 12.41000 |
| Separately Managed Accounts | 1/9/2013 | 4,300 | 12.41000 |

The above transactions were effected in the open market.