

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

WILLBROS GROUP INC  
Form SC 13G  
May 23, 2008

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

SCHEDULE 13G

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

WILLBROS GROUP, INC.

-----  
(Name of Issuer)

Common Stock, \$0.05 Par Value

-----  
(Title of Class of Securities)

969199108

-----  
(CUSIP Number)

May 14, 2008

-----  
(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)  
[X] 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 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).

Page 1 of 10

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

CUSIP No. 969199108

13G

Page 2 of 10 Pages

-----

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
S.A.C. Capital Advisors, LLC

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

-----

	5 SOLE VOTING POWER
	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER
	1,716,729* (see Item 4)
	7 SOLE DISPOSITIVE POWER
	0
	8 SHARED DISPOSITIVE POWER
	1,716,729* (see Item 4)

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,716,729\* (see Item 4)

-----

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

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
4.4%\* (see Item 4)

-----

12 TYPE OF REPORTING PERSON\*  
  
00

-----

\*SEE INSTRUCTION BEFORE FILLING OUT

Page 2 of 10

-----  
CUSIP No. 969199108

13G

-----  
Page 3 of 10 Pages

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

-----

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.A.C. Capital Management, LLC

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

5 SOLE VOTING POWER

0

-----

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,716,729\* (see Item 4)

-----

7 SOLE DISPOSITIVE POWER

0

-----

8 SHARED DISPOSITIVE POWER

1,716,729\* (see Item 4)

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,716,729\* (see Item 4)

-----

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

[ ]

-----

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

4.4%\* (see Item 4)

-----

12 TYPE OF REPORTING PERSON\*

00

-----

\*SEE INSTRUCTION BEFORE FILLING OUT

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
CR Intrinsic Investors, LLC  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

	5 SOLE VOTING POWER
	0
	-----
	6 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	175,000 (see Item 4)
	-----
	7 SOLE DISPOSITIVE POWER
	0
	-----
	8 SHARED DISPOSITIVE POWER
	175,000 (see Item 4)

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
175,000 (see Item 4)  
-----

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
0.5% (see Item 4)  
-----

12 TYPE OF REPORTING PERSON\*  
  
00  
-----

\*SEE INSTRUCTION BEFORE FILLING OUT

-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
-----

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

Steven A. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

5 SOLE VOTING POWER 0

6 SHARED VOTING POWER 1,891,729\* (see Item 4)

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 1,891,729\* (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,891,729\* (see Item 4)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.8%\* (see Item 4)

12 TYPE OF REPORTING PERSON\* IN

\*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a) Name of Issuer: -----

Willbros Group, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices: -----

Plaza 2000 Building, 50th Street, 8th Floor, P.O. Box 0816-01098, Panama Republic of Panama

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

Items 2(a)

Name of Person Filing:  
-----

This statement is filed by: (i) S.A.C. Capital Advisors, LLC ("SAC Capital Advisors") with respect to shares of common stock, \$0.05 par value ("Shares"), of the Issuer beneficially owned by S.A.C. Capital Associates, LLC ("SAC Capital Associates"), S.A.C. Arbitrage Fund, LLC ("SAC Arbitrage Fund"), S.A.C. Select Fund, LLC ("SAC Select Fund") and S.A.C. MultiQuant Fund, LLC ("SAC MultiQuant Fund"); (ii) S.A.C. Capital Management, LLC ("SAC Capital Management") with respect to Shares beneficially owned by SAC Capital Associates, SAC Arbitrage Fund, SAC Select Fund and SAC MultiQuant Fund; (iii) CR Intrinsic Investors, LLC ("CR Intrinsic Investors") with respect to Shares beneficially owned by CR Intrinsic Investments, LLC ("CR Intrinsic Investments"); and (iv) Steven A. Cohen with respect to Shares beneficially owned by SAC Capital Advisors, SAC Capital Management, SAC Capital Associates, SAC Arbitrage Fund, SAC Select Fund, SAC MultiQuant Fund, CR Intrinsic Investors and CR Intrinsic Investments.

SAC Capital Advisors, SAC Capital Management, CR Intrinsic Investors and Steven A. Cohen have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which they have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

Item 2(b)

Address of Principal Business Office:  
-----

The address of the principal business office of (i) SAC Capital Advisors, CR Intrinsic Investors and Mr. Cohen is 72 Cummings Point Road, Stamford, Connecticut 06902 and (ii) SAC Capital Management is 540 Madison Avenue, New York, New York 10022.

Item 2(c)

Citizenship:  
-----

SAC Capital Advisors, SAC Capital Management and CR Intrinsic Investors are Delaware limited liability companies. Mr. Cohen is a United States citizen.

Page 6 of 10

Item 2(d)

Title of Class of Securities:  
-----

Common Stock, \$0.05 par value

Item 2(e)

CUSIP Number:  
-----

969199108

Item 3

Not Applicable

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

Item 4

Ownership:

-----

The percentages used herein are calculated based upon the Shares issued and outstanding as of May 1, 2008 as reported on the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission by the Issuer for the quarterly period ended March 31, 2008.

As of the close of business on May 22, 2008:

1. S.A.C. Capital Advisors, LLC

- (a) Amount beneficially owned: 1,716,729\*
- (b) Percent of class: 4.4%\*
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,716,729\*
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:  
1,716,729\*

2. S.A.C. Capital Management, LLC

- (a) Amount beneficially owned: 1,716,729\*
- (b) Percent of class: 4.4%\*
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,716,729\*
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:  
1,716,729\*

3. CR Intrinsic Investors, LLC

- (a) Amount beneficially owned: 175,000
- (b) Percent of class: 0.5%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 175,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:  
175,000

4. Steven A. Cohen

- (a) Amount beneficially owned: 1,891,729\*

Page 7 of 10

- (b) Percent of class: 4.8%\*
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,891,729\*
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:  
1,891,729\*

\*The number of Shares reported herein includes 236,929 Shares issuable upon the conversion of approximately \$4,613,000 million in the aggregate principal amount of the Issuer's 2.75% Convertible Senior Notes due March 15, 2024 held by SAC Arbitrage Fund.

SAC Capital Advisors, SAC Capital Management, CR Intrinsic Investors and Mr. Cohen do not directly own any Shares. Pursuant to investment management agreements, each of SAC Capital Advisors and SAC Capital Management share all

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

investment and voting power with respect to the securities held by SAC Capital Associates, SAC Arbitrage Fund, SAC Select Fund and SAC MultiQuant Fund. Pursuant to an investment management agreement, CR Intrinsic Investors maintains investment and voting power with respect to the securities held by CR Intrinsic Investments. Mr. Cohen controls each of SAC Capital Advisors, SAC Capital Management and CR Intrinsic Investors. CR Intrinsic Investments is a wholly owned subsidiary of SAC Capital Associates. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of (i) SAC Capital Advisors, SAC Capital Management and Mr. Cohen may be deemed to own beneficially 1,716,729\* Shares (representing approximately 4.4%\* of the Shares outstanding) and (ii) CR Intrinsic Investors and Mr. Cohen may be deemed to own beneficially 175,000 Shares (constituting approximately 0.5% of the Shares outstanding). Each of SAC Capital Advisors, SAC Capital Management, CR Intrinsic Investors and Mr. Cohen disclaim beneficial ownership of any of the securities covered by this statement, and SAC Capital Associates disclaims beneficial ownership of any securities held by CR Intrinsic Investments.

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]

Item 6                      Ownership of More than Five Percent on Behalf of Another  
 -----  
 Person:  
 -----

Not Applicable

Page 8 of 10

Item 7                      Identification and Classification of the  
 -----  
 Subsidiary Which Acquired the Security Being  
 -----  
 Reported on By the Parent Holding Company:  
 -----

Not Applicable

Item 8                      Identification and Classification of Members  
 -----  
 of the Group:  
 -----

Not Applicable

Item 9                      Notice of Dissolution of Group:  
 -----

Not Applicable



Edgar Filing: WILLBROS GROUP INC - Form SC 13G

Item 10 Certification:  
-----

By signing below the signatory certifies that, to the best of his 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.

Page 9 of 10

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.

Dated: May 23, 2008

S.A.C. CAPITAL ADVISORS, LLC

By: /s/ Peter Nussbaum  
-----  
Name: Peter Nussbaum  
Title: Authorized Person

S.A.C. CAPITAL MANAGEMENT, LLC

By: /s/ Peter Nussbaum  
-----  
Name: Peter Nussbaum  
Title: Authorized Person

CR INTRINSIC INVESTORS, LLC

By: /s/ Peter Nussbaum  
-----  
Name: Peter Nussbaum  
Title: Authorized Person

STEVEN A. COHEN

By: /s/ Peter Nussbaum  
-----  
Name: Peter Nussbaum  
Title: Authorized Person

Page 10 of 10