

FOREST OIL CORP
Form SC 13G/A
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

INFORMATION TO BE INCLUDED IN STATEMENTS FILED

PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS

THERE TO FILED PURSUANT TO 13d-2(b)

Forest Oil Corporation

(Name of Issuer)

Common Stock, \$0.10 par value

(Title of Class of Securities)

346091705

(CUSIP Number)

December 31, 2012

(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 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 No. **346091705**

SCHEDULE 13G/A

Page 2 of 13 Pages

1 NAME OF REPORTING PERSONS

Owl Creek I, L.P.

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, United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

249,402

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

249,402

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

249,402

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

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

0.21%

12 TYPE OF REPORTING PERSON (See Instructions)

PN



CUSIP No. 346091705

SCHEDULE 13G/A

Page 3 of 13 Pages

NAME OF REPORTING PERSONS

1

Owl Creek II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United States

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

2,933,400

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

2,933,400

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,933,400

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

0

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.48%

12

TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. **346091705**

SCHEDULE 13G/A

Page 4 of 13 Pages

1 NAME OF REPORTING PERSONS

Owl Creek Overseas Master Fund, Ltd.

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

Cayman Islands

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

7,380,599

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

7,380,599

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,380,599

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

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

6.24%

12 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No. **346091705**

SCHEDULE 13G/A

Page 5 of 13 Pages

NAME OF REPORTING PERSONS

1

Owl Creek SRI Master Fund, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON

SHARED VOTING POWER

6

635,494

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

635,494

9
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

635,494

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

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

0.54%

12
 TYPE OF REPORTING PERSON (See Instructions)

FI

CUSIP No. 346091705

SCHEDULE 13G/A

Page 6 of 13 Pages

1 NAME OF REPORTING PERSONS

Owl Creek Advisors, 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, United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

11,198,895

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

11,198,895

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

5

6

7

8

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,198,895

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

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

9.47%

12 TYPE OF REPORTING PERSON (See Instructions)

CO



CUSIP No. **346091705**

SCHEDULE 13G/A

Page 7 of 13 Pages

1 NAME OF REPORTING PERSONS

Owl Creek Asset Management, L.P.

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, United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

11,198,895

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

11,198,895

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

5

6

7

8

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,198,895

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

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

9.47%

12 TYPE OF REPORTING PERSON (See Instructions)

PN & IA

CUSIP No. 346091705

SCHEDULE 13G/A

Page 8 of 13 Pages

NAME OF REPORTING PERSONS

1

Jeffrey Altman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

11,198,895

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

11,198,895

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,198,895

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

0

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.47%

12

TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP No. **346091705**

SCHEDULE 13G/A

Page 9 of 13 Pages

Item 1. (a) Name of Issuer

Forest Oil Corporation (the "Issuer")

(b) Address of Issuer's Principal Executive Offices

707 17th Street, Suite 3600, Denver, CO 80202

Item 2.

(a) Name of Person Filing

(i) Owl Creek I, L.P., a Delaware limited partnership ("Owl Creek I"), with respect to the shares of Common Stock directly owned by it;

(ii) Owl Creek II, L.P., a Delaware limited partnership ("Owl Creek II"), with respect to the shares of Common Stock directly owned by it;

(iii) Owl Creek Overseas Master Fund, Ltd., an exempted company organized under the laws of the Cayman Islands ("Owl Creek Overseas"), with respect to the shares of Common Stock directly owned by it;

(iv) Owl Creek SRI Master Fund, Ltd., an exempted company organized under the laws of the Cayman Islands ("Owl Creek SRI"), with respect to the shares of Common Stock directly owned by it;

(v) Owl Creek Advisors, LLC, a Delaware limited liability company, the general partner with respect to the shares of Common Stock directly owned by Owl Creek I and Owl Creek II and the manager with respect to the shares of Common Stock directly owned by Owl Creek Overseas and Owl Creek SRI;

(vi) Owl Creek Asset Management, L.P., a Delaware limited partnership, the investment manager with respect to the shares of Common Stock directly owned by Owl Creek I, Owl Creek II, Owl Creek Overseas, and Owl Creek SRI; and

(vii) Jeffrey A. Altman, with respect to shares of Common Stock owned by Owl Creek I, Owl Creek II, Owl Creek Overseas and Owl Creek SRI.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) Address of Principal Business Office, or, if none, Residence

The address of the principal business office of each of the Reporting Persons is 640 Fifth Avenue, 20th Floor, New York, NY 10019.

(c) Citizenship

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Each of Owl Creek I, Owl Creek II, and Owl Creek Asset Management, L.P. is a limited partnership organized under the laws of the State of Delaware. Each of Owl Creek Overseas and Owl Creek SRI is an exempted company organized under the laws of the Cayman Islands. Owl Creek Advisors, LLC is a limited liability company organized under the laws of the State of Delaware. Mr. Altman is a United States citizen.

(d) Title of Class of Securities

Common Stock, \$0.10 par value (the "Common Stock")

(e) CUSIP No.:

346091705

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

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §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 §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations 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) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

Not Applicable

Item 4. Ownership

The percentages used herein and in the rest of Item 4 are calculated based upon the 118,356,478 shares Common Stock that are outstanding as of October 24, 2012 as reported by the Issuer in its Form 10-Q for the quarterly period ended September 30, 2012 filed on October 30, 2012.

A. Owl Creek I, L.P.

- (a) Amount beneficially owned: 249,402
- (b) Percent of class: 0.21%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 249,402
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 249,402

B. Owl Creek II, L.P.

- (a) Amount beneficially owned: 2,933,400
- (b) Percent of class: 2.48%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 2,933,400
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 2,933,400

C. Owl Creek Overseas Master Fund, Ltd.

- (a) Amount beneficially owned: 7,380,599
- (b) Percent of class: 6.24%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0

- (ii) Shared power to vote or to direct the vote: 7,380,599
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 7,380,599

D. Owl Creek SRI Master Fund, Ltd.

- (a) Amount beneficially owned: 635,494
- (b) Percent of class: 0.54%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 635,494
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 635,494

E. Owl Creek Advisors, LLC

- (a) Amount beneficially owned: 11,198,895
- (b) Percent of class: 9.47%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 11,198,895
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 11,198,895

F. Owl Creek Asset Management, L.P.

- (a) Amount beneficially owned: 11,198,895
- (b) Percent of class: 9.47%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 11,198,895
 - (iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 11,198,895

G. Jeffrey A. Altman

(a) Amount beneficially owned: 11,198,895

(b) Percent of class: 9.47%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 11,198,895

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 11,198,895

CUSIP No. 346091705

SCHEDULE 13G/A

Page 12 of 13 Pages

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

Not Applicable

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

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were 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.

CUSIP No. 346091705

SCHEDULE 13G/A

Page 13 of 13 Pages

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: February 14, 2013

/s/ Jeffrey A.
Altman

Jeffrey A.
Altman,
individually,
and as
managing
member of
Owl Creek
Advisors,
LLC, for itself
and as general
partner of
Owl Creek I,
L.P. and Owl
Creek II L.P.,
and as
managing
member of
the general
partner of
Owl Creek
Asset
Management,
L.P., for itself
and as
investment
manager to

Owl Creek I,
L.P., Owl
Creek II L.P.,
Owl Creek
Overseas
Master Fund,
Ltd., and Owl
Creek SRI
Master Fund,
Ltd.