

LAYNE CHRISTENSEN CO  
Form SC 13G/A  
February 16, 2016

**SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549**

**SCHEDULE  
13G/A**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
1)\*

Layne  
Christensen  
Company  
(Name of Issuer)

Common Stock,  
par value \$0.01  
par value  
(Title of Class of  
Securities)

521050104  
(CUSIP Number)

December 31,  
2015  
(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box  
to designate the  
rule pursuant to

which this  
Schedule 13G is  
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 5  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

<b>1</b>	NAMES OF REPORTING PERSONS
	Highbridge Capital Management, LLC
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	State of Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>5</b>	0
	SHARED VOTING POWER
	8,756 shares of Common Stock
<b>6</b>	3,265,410 shares of Common Stock issuable upon conversion of convertible notes (see Item 4)*
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE

POWER

8,756 shares of  
Common Stock

3,265,410  
shares of  
Common Stock  
issuable upon  
conversion of  
convertible  
notes (see Item  
4)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

8,756 shares of  
Common Stock

3,265,410 shares of  
Common Stock  
issuable upon  
conversion of  
convertible notes (see  
Item 4)\*

10

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11

REPRESENTED BY  
AMOUNT IN ROW  
(9)

12

9.99% (see Item 4)\*  
TYPE OF  
REPORTING  
PERSON

IA, OO

\* As more fully described in Item 4, the reported securities are subject to a 9.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon the conversion in full of the reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

<b>1</b>	NAMES OF REPORTING PERSONS
	Highbridge International LLC
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Cayman Islands, British West Indies
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>5</b>	0
	SHARED VOTING POWER
<b>6</b>	2,358,974 shares of Common Stock issuable upon conversion of convertible notes (see Item 4)*
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
	2,358,974 shares of

Common Stock  
issuable upon  
conversion of  
convertible  
notes (see Item  
4)\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

2,358,974 shares of  
Common Stock  
issuable upon  
conversion of  
convertible notes (see  
Item 4)\*

CHECK BOX

IF THE

10

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

9.99% (see Item 4)\*

TYPE OF

12

REPORTING

PERSON

OO

\* As more fully described in Item 4, the reported securities are subject to a 9.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon the conversion in full of the reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9)

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This Amendment No. 1 (this "Amendment No. 1") amends the statement on Schedule 13G filed with the Securities and Exchange Commission (the "SEC") on March 13, 2015 (the "Original Schedule 13G" and together with this Amendment No. 1, the "Schedule 13G"), with respect to the shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Layne Christensen Company, a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment amends and restates Item 4 in its entirety as set forth below.

**Item 4. OWNERSHIP.**

(a) Amount beneficially owned:

As of December 31, 2015, (i) Highbridge International LLC may be deemed to beneficially own 2,358,974 shares of Common Stock issuable upon conversion of convertible notes and (ii) Highbridge Capital Management, LLC, as the trading manager of Highbridge International LLC, Highbridge Tactical Credit & Convertibles Master Fund, L.P. and STAR L.P. (a statistical arbitrage strategy) (collectively, the "Highbridge Funds") may be deemed to be the beneficial owner of 3,265,166 shares of Common Stock issuable upon conversion of the convertible notes held by Highbridge International LLC and Highbridge Tactical Credit & Convertibles Master Fund, L.P. and 8,756 shares of Common Stock held by STAR L.P. (a statistical arbitrage strategy).

(b) Percent of class:

Except as set forth below, the percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 19,798,245 shares of Common Stock reported to be outstanding as of November 27, 2015 in the Company's

Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2015 filed with the SEC on December 10, 2015 and assumes the conversion of the convertible notes (the "Reported Securities") held by Highbridge International LLC and Highbridge Tactical Credit & Convertibles Master Fund, L.P., subject to the 9.99% Blocker (as defined below). Therefore, as of December 31, 2015, (i) Highbridge International LLC may be deemed to beneficially own approximately 9.99% of the outstanding shares of Common Stock of the Company and (ii) Highbridge Capital Management, LLC may be deemed to beneficially own approximately 9.99% of the outstanding shares of Common Stock of the Company.

Pursuant to the terms of the Reported Securities, the Reporting Persons cannot convert any of the Reported Securities if the Reporting Persons would beneficially own, after any such conversion, more than 9.99% of the outstanding shares of Common Stock (the "9.99% Blocker") and the percentage set forth in Row (11) of the cover page for each Reporting Person gives effect to the 9.99% Blocker. Consequently, at this time, the Reporting Persons are not able to convert all of such Reported Securities due to the 9.99% Blocker.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of

Common Stock issuable upon  
conversion of the convertible  
notes held by the Highbridge  
Funds.

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SIGNATURES

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

DATED: February 16, 2016

HIGHBRIDGE CAPITAL  
MANAGEMENT, LLC

By: /s/ John Oliva  
Name: John Oliva  
Title: Managing Director

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management, LLC  
its Trading Manager

By: /s/ John Oliva  
Name: John Oliva  
Title: Managing Director