

CREDIT LYONNAIS NEW YORK BRANCH  
Form SC 13D/A  
December 05, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Darling International Inc.  
(Name of Issuer)

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

237266101  
(CUSIP Number)

Credit Lyonnais New York Branch  
Attn: Jacques Busquet  
1301 Avenue of the Americas  
New York, New York, 10019  
(212) 261-7850  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

December 3, 2003  
(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 ss.ss.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. Sees.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).

SCHEDULE 13D

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

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Credit Lyonnais New York Branch  
13-2674617

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)
- 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)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
New York
- |  |    |                          |               |
|--|----|--------------------------|---------------|
|  | 7  | SOLE VOTING POWER        |               |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH |    |                          | 3,034,923 (1) |
|  | 8  | SHARED VOTING POWER      |               |
|  |    |                          | 0             |
|  | 9  | SOLE DISPOSITIVE POWER   |               |
|  |    |                          | 3,034,923 (1) |
|  | 10 | SHARED DISPOSITIVE POWER |               |
|  |    |                          | 0             |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
3,034,923 (1)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
4.8% (1)
- 14 TYPE OF REPORTING PERSON\*  
  
BK

(1) On June 19, 2003, Credit Agricole S.A. ("CASA") acquired a controlling interest in Credit Lyonnais S.A. ("Credit Lyonnais") pursuant to the final settlement of a tender offer for the shares of Credit Lyonnais (the "Tender Offer"). As a result of the Tender Offer, CASA, for purposes of the federal securities laws, controls Credit Lyonnais New York Branch. CASA, through its wholly-owned subsidiary Credit Agricole Indosuez, beneficially owned, but through the sale described in Item 5(c) has disposed of, 2,075,782 shares of the Common Stock of the Issuer, which represented approximately 3.3% of the outstanding shares of Common Stock.

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AMENDMENT NO. 2 TO SCHEDULE 13D

The Schedule 13D relating to Issuer, as amended by Amendment No. 1, is hereby amended as set forth below.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER

Item 5 is hereby amended in its entirety as follows:

(a) and (b) As of December 3, 2003, Credit Lyonnais New York Branch beneficially owned 3,034,923 shares of Common stock (or 4.8% of the outstanding Common Stock) of the Issuer, as follows:

	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
Credit Lyonnais New York Branch	3,034,923	0	3,034,923	0

See also footnote 1 to rows 7, 9, 11, and 13 of the cover page.

(c) On December 3, 2003, Credit Lyonnais New York Branch sold 1,324,218 shares of Common Stock at a price of \$2.82 per share net of broker's commission. On December 3, 2003, Credit Agricole Indosuez sold 2,075,782 shares of common stock at a price of \$2.82 per share net of broker's commission. The shares were sold on the AMEX through a broker.

See also footnote 1 to rows 7, 9, 11, and 13 of the cover page.

(d) Not applicable.

(e) Credit Lyonnais New York Branch ceased to be the beneficial owner of more than five percent of the Common Stock on December 3, 2003.

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: December 5, 2003

Credit Lyonnais New York Branch

By: /s/ Jacques Busquet

Name: Jacques Busquet  
Title: Executive Vice President

