

WILLBROS GROUP INC
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

WILLBROS GROUP, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

969203108

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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).

CUSIP No. 969203108

Page 2 of 46 Pages

(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Master Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None (See Item 4)
Shared voting power

beneficially

owned by (7) None
each Sole dispositive power

reporting

person (8) None (See Item 4)
Shared dispositive power

with

(9) None
Aggregate amount beneficially owned by each reporting person

(10) None (See Item 4)
Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

CUSIP No. 969203108

Page 3 of 46 Pages

(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global, LLC

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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.. Not Applicable

(11) Percent of class represented by amount in Row (9)

0.00%

(12) Type of reporting person*

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global Investments, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

(9) None (See Item 4)
Aggregate amount beneficially owned by each reporting person

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CUSIP No. 969203108

Page 5 of 46 Pages

(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund, LLC

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund, Ltd.

(2) Check the appropriate box if a member of a group*

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Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

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Shared dispositive power

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund II, LLC

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

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(12) Type of reporting person*

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Atlas Institutional Fund II, Ltd.

(2) Check the appropriate box if a member of a group*

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(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

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(11) Percent of class represented by amount in Row (9)

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(12) Type of reporting person*

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global Japan Unit Trust

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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(11) Percent of class represented by amount in Row (9)

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Leveraged Master Fund, Ltd.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Cayman

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

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(1) Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Leveraged Fund, L.P.

(2) Check the appropriate box if a member of a group*

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) None
Shared voting power

beneficially

owned by (7) None (See Item 4)
each Sole dispositive power

reporting

person (8) None
Shared dispositive power

with

None (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

None (See Item 4)

(10) Check box if the aggregate amount in Row (9) excludes certain shares*

“ Not Applicable
(11)