

GHL Acquisition Corp.  
Form SC 13G/A  
January 28, 2009

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 2)

**GHL ACQUISITION CORP.**

(Name of Issuer)

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

(Title of Class of Securities)

**36172H108**

(CUSIP Number)

**DECEMBER 31, 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)

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 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).

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|   |
|---|
| <b>1</b><br>NAMES OF REPORTING PERSONS<br><br>Integrated Core Strategies (US) LLC   |
| <b>2</b><br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input type="checkbox"/> |
| <b>3</b><br>SEC USE ONLY  |
| <b>4</b><br>CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware  |
| <b>5</b><br>SOLE VOTING POWER<br><br>-0-  |
| <b>6</b><br>SHARED VOTING POWER<br><br>1,848,000  |
| <b>7</b><br>SOLE DISPOSITIVE POWER<br><br>-0-   |
| <b>8</b><br>SHARED DISPOSITIVE POWER<br><br>1,848,000   |
| <b>9</b><br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,848,000                                 |
| <b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br><br><input type="checkbox"/>            |
| <b>11</b><br>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>3.8%  |

12TYPE OF REPORTING PERSON

OO

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|   |   |
|---|---|
| <b>1</b><br>NAMES OF REPORTING PERSONS<br><br>Cognizant Holdings, Ltd.  |   |
| <b>2</b><br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input type="checkbox"/> |   |
| <b>3</b><br>SEC USE ONLY  |   |
| <b>4</b><br>CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Cayman Islands  |   |
|   | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH |
| <b>5</b><br>SOLE VOTING POWER<br><br>-0-  |   |
| <b>6</b><br>SHARED VOTING POWER<br><br>67,000   |   |
| <b>7</b><br>SOLE DISPOSITIVE POWER<br><br>-0-   |   |
| <b>8</b><br>SHARED DISPOSITIVE POWER<br><br>67,000  |   |
| <b>9</b><br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>67,000                                    |   |
| <b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br><br><input type="checkbox"/>            |   |
| <b>11</b><br>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>0.1%  |   |

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**1**  
NAMES OF REPORTING PERSONS

Millenco 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

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**5**  
SOLE VOTING POWER

-0-

**6**  
SHARED VOTING POWER

-0-

**7**  
SOLE DISPOSITIVE POWER

-0-

**8**  
SHARED DISPOSITIVE POWER

-0-

**9**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

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

0.0%

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|   |   |
|---|---|
| <b>1</b><br>NAMES OF REPORTING PERSONS<br><br>Millennium International Management LP                                      |   |
| <b>2</b><br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input type="checkbox"/> |   |
| <b>3</b><br>SEC USE ONLY  |   |
| <b>4</b><br>CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware  |   |
|   | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH |
| <b>5</b><br>SOLE VOTING POWER<br><br>-0-  |   |
| <b>6</b><br>SHARED VOTING POWER<br><br>67,000   |   |
| <b>7</b><br>SOLE DISPOSITIVE POWER<br><br>-0-   |   |
| <b>8</b><br>SHARED DISPOSITIVE POWER<br><br>67,000  |   |
| <b>9</b><br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>67,000                                    |   |
| <b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br><br><input type="checkbox"/>            |   |
| <b>11</b><br>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>0.1%  |   |



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|---|---|
| <b>1</b><br>NAMES OF REPORTING PERSONS<br><br>Millennium International Management GP LLC                                  |   |
| <b>2</b><br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input type="checkbox"/> |   |
| <b>3</b><br>SEC USE ONLY  |   |
| <b>4</b><br>CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware  |   |
|   | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH |
| <b>5</b><br>SOLE VOTING POWER<br><br>-0-  |   |
| <b>6</b><br>SHARED VOTING POWER<br><br>67,000   |   |
| <b>7</b><br>SOLE DISPOSITIVE POWER<br><br>-0-   |   |
| <b>8</b><br>SHARED DISPOSITIVE POWER<br><br>67,000  |   |
| <b>9</b><br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>67,000                                    |   |
| <b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br><br><input type="checkbox"/>            |   |
| <b>11</b><br>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>0.1%  |   |

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|---|---|
| <b>1</b><br>NAMES OF REPORTING PERSONS<br><br>Millennium Management LLC   |   |
| <b>2</b><br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input type="checkbox"/> |   |
| <b>3</b><br>SEC USE ONLY  |   |
| <b>4</b><br>CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware  |   |
|   | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH |
| <b>5</b><br>SOLE VOTING POWER<br><br>-0-  |   |
| <b>6</b><br>SHARED VOTING POWER<br><br>1,915,000  |   |
| <b>7</b><br>SOLE DISPOSITIVE POWER<br><br>-0-   |   |
| <b>8</b><br>SHARED DISPOSITIVE POWER<br><br>1,915,000   |   |
| <b>9</b><br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,915,000                                 |   |
| <b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br><br><input type="checkbox"/>            |   |
| <b>11</b><br>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>3.9%  |   |

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|---|---|
| <b>1</b><br>NAMES OF REPORTING PERSONS<br><br>Israel A. Englander   |   |
| <b>2</b><br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input type="checkbox"/> |   |
| <b>3</b><br>SEC USE ONLY  |   |
| <b>4</b><br>CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>United States   |   |
| <b>5</b><br>SOLE VOTING POWER<br><br>-0-  | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH |
| <b>6</b><br>SHARED VOTING POWER<br><br>1,915,000  |   |
| <b>7</b><br>SOLE DISPOSITIVE POWER<br><br>-0-   |   |
| <b>8</b><br>SHARED DISPOSITIVE POWER<br><br>1,915,000   |   |
| <b>9</b><br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,915,000                                 |   |
| <b>10</b><br>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br><br><input type="radio"/>            |   |
| <b>11</b>   |   |

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.9%

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Item 1.

(a)Name of Issuer:

GHL Acquisition Corp., a Delaware corporation (the "Company").

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

300 Park Avenue, 23rd Floor  
New York, New York 10022

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Cognizant Holdings, Ltd.  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Cayman Islands



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Millenco LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium International Management LP  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium International Management GP LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Israel A. Englander  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: United States

(d)Title of Class of Securities: common stock, par value \$0.001 per share ("Common Stock")

(e)CUSIP Number: 36172H108

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), 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);
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(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o 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) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount Beneficially Owned:**

As of the date of this filing, Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), is the beneficial owner of 1,848,000 shares of the Company's Common Stock, of which 200,900 shares of Common Stock are a constituent part of the Company's units ("Units"). Each Unit consists of one share of the Company's Common Stock and one warrant ("Warrant"). Each Warrant will entitle the holder to purchase from the Company one share of Common Stock at an exercise price of \$7.00. The Warrants will become exercisable upon the later of the Company's completion of a business combination or February 14, 2009, provided in each case that the Company has an effective registration statement covering the shares of Common Stock issuable upon the exercise of the Warrants and a current prospectus relating to them is available. The Warrants will expire on February 14, 2013, or earlier upon redemption. As of the date of this filing, the Company has not announced the completion of a business combination and therefore, the Warrants are not currently exercisable. In addition to the 200,900 Warrants that are held as a constituent portion of the Units, Integrated Core Strategies holds an additional 3,621,000 Warrants, which are also not currently exercisable.

As of the date of this filing, Cognizant Holdings, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Cognizant Holdings"), is the beneficial owner of 67,000 shares of the Company's Common Stock.

Also, as of the date of this filing, Millenco LLC, a Delaware limited liability company, has ceased to be the beneficial owner of the Company's Common Stock.

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to Cognizant Holdings, and may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings. Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP"), is the general partner of Millennium International Management, and may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings. Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the 100% shareholder of Cognizant Holdings, and consequently may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings. Millennium Management is also the general partner of the managing member of Integrated Core Strategies, and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management and of Millennium International Management GP. Consequently, Mr. Englander may be deemed to be the beneficial owner of any securities owned by Integrated Core Strategies and/or Cognizant Holdings, as the case may be. The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium International Management GP, Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies and/or Cognizant Holdings, as the case may be.



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(b) Percent of Class:

Millennium Management and Mr. Englander may be deemed to beneficially own 1,915,000 of the Company's Common Stock or 3.9% (see Item 4(a) above), which percentage was calculated based on 48,500,000 shares of Common Stock outstanding as of November 14, 2008, as per the Company's Form 10-Q, dated November 14, 2008.

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

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

-0-

(ii) Shared power to vote or to direct the vote

1,915,000 (See Item 4(a))

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

-0-

(iv) Shared power to dispose or to direct the disposition of

1,915,000 (See Item 4(a))

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 page.

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of January 26, 2009, by and among Integrated Core Strategies (US) LLC, Cognizant Holdings, Ltd., Millenco, LLC, Millennium International Management LP, Millennium International Management GP LLC, Millennium Management LLC and Israel A. Englander.

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**SIGNATURE**

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

Dated: January 26, 2009

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its managing member

By: Millennium Management LLC,  
its general partner

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP,  
as investment manager

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENCO LLC

By: /s/Mark Meskin  
Name: Mark Meskin  
Title: Chief Executive Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

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By: /s/David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/David Nolan  
Name: David Nolan  
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan  
Name: David Nolan  
Title: Co-President

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

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**EXHIBIT I                      JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.001 per share, of GHL Acquisition Corp., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 26, 2009

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its managing member

By: Millennium Management LLC,  
its general partner

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP,  
as investment manager

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENCO LLC

By: /s/Mark Meskin  
Name: Mark Meskin  
Title: Chief Executive Officer

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MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/David Nolan  
Name: David Nolan  
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan  
Name: David Nolan  
Title: Co-President

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander