

LSB INDUSTRIES INC
Form SC 13D/A
April 04, 2007

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...14.5

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 7)***

LSB INDUSTRIES, INC.

(Name of Issuer)

Common Stock, Par Value \$.010 per share

(Title of Class of Securities)

502160104

(CUSIP Number)

Jayhawk Capital Management, L.L.C.

Attention: Kent C. McCarthy

5410 West 61st Place, Suite 100

Mission, Kansas 66205

(913) 642-2611

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

copy to:

Rodney L. Moore

Vinson & Elkins LLP

2001 Ross Avenue

Suite 3700

Dallas, Texas 75201-2975

(214) 220-7781

March 13, 2007

(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 §§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. See §240.13d-7 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).

CUSIP No. 502160104

NAMES OF REPORTING PERSONS:

1 Kent C. McCarthy

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 PF, AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 United States

SOLE VOTING POWER:

7

NUMBER OF 224,240(1)

SHARED VOTING POWER:

SHARES
BENEFICIALLY **8**
OWNED BY

3,220,587(2)

| | |
|------------------|---------------------------|
| EACH | SOLE DISPOSITIVE POWER: |
| REPORTING PERSON | 9 224,240(1) |
| WITH | SHARED DISPOSITIVE POWER: |
| | 10 3,220,587(2) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
3,444,827 Common Stock

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
16.91%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

(1) These shares are held of record by the Kent C. McCarthy Revocable Trust (Trust) of which Mr. McCarthy is the trustee and sole beneficiary.
 (2) Of the shares listed, 2,327,998 are beneficially owned directly by Jayhawk Institutional Partners, L.P., a Delaware limited partnership (Jayhawk Institutional), and 892,589 are beneficially owned directly by Jayhawk Investments, L.P., a Delaware limited partnership (Jayhawk Investments). The shares beneficially owned directly by Jayhawk Institutional consist of 1,725,028 shares of Common Stock, 112,500 shares of Common Stock issuable upon exercise of 112,500 Warrants, 349,220 shares of Common Stock issuable upon conversion of 80,670 shares of \$3.25 Convertible Exchangeable Class C Preferred Stock, Series 2 (Class C Preferred Stock) and 141,250 shares of Common Stock issuable upon conversion of \$1,000,000 principle amount of the 7% Convertible Senior Subordinated Debentures Due 2011 (7% Debentures). The shares beneficially owned directly by Jayhawk Investments consist of 570,762 shares of Common Stock and 321,827 shares of Common Stock issuable upon conversion of 74,342 shares of Class C Preferred Stock. The relationship of the parties filing this Schedule 13D is described in Item 2.

CUSIP No. 502160104

NAMES OF REPORTING PERSONS:

1 Jayhawk Capital Management, L.L.C.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

48-1172612

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Delaware, United States

SOLE VOTING POWER:

7

NUMBER OF

SHARES SHARED VOTING POWER:
BENEFICIALLY 8
OWNED BY 3,220,587(1)

EACH
REPORTING PERSON **9** SOLE DISPOSITIVE POWER:

WITH
 10 SHARED DISPOSITIVE POWER:
 3,220,587(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
 3,220,587

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
 b(2)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
 15.81%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
 00

(1) Of the shares listed, 2,327,998 are beneficially owned directly by Jayhawk Institutional and 892,589 are beneficially owned directly by Jayhawk Investments. The shares beneficially owned directly by Jayhawk Institutional consist of 1,725,028 shares of Common Stock, 112,500 shares of Common Stock issuable upon exercise of 112,500 Warrants, 349,220 shares of Common Stock issuable upon conversion of 80,670 shares of Class C Preferred Stock and 141,250 shares of Common Stock issuable upon conversion of \$1,000,000 principle amount of the 7% Debentures. The shares beneficially owned directly by Jayhawk Investments consist of 570,762 shares of Common Stock and 321,827 shares of Common Stock issuable upon conversion of 74,342 shares of Class C Preferred Stock. The relationship of the parties filing this Schedule 13D is described in Item 2.

(2) Excludes 224,240 shares of Common Stock reported herein as held by Mr. Kent C. McCarthy, beneficial ownership of which securities is disclaimed pursuant to Rule 13d-4 under the Securities Exchange Act of 1934.

CUSIP No. 502160104

NAMES OF REPORTING PERSONS:

1 Jayhawk Institutional Partners, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

48-1172611

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Delaware, United States

SOLE VOTING POWER:

7

NUMBER OF

SHARES SHARED VOTING POWER:
BENEFICIALLY 8
OWNED BY 2,327,998(1)

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER:

WITH 10 SHARED DISPOSITIVE POWER:
2,327,998(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,327,998

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
b(2)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
11.61%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
PN

(1) The shares listed consist of 1,725,028 shares of Common Stock, 112,500 shares of Common Stock issuable upon exercise of 112,500 Warrants, 349,220 shares of Common Stock issuable upon conversion of 80,670 shares of Class C Preferred Stock and 141,250 shares of Common Stock issuable upon conversion of \$1,000,000 principle amount of the 7% Debentures.

(2) Excludes (i) 224,240 shares of Common Stock reported herein as held by Mr. McCarthy and (ii) 570,762 shares of Common Stock and 321,827 shares of Common Stock issuable upon conversion of 74,342 shares of Class C Preferred Stock reported herein as held by Jayhawk Investments. Beneficial ownership of the securities described in the forgoing clauses (i) and (ii) is disclaimed pursuant to Rule 13d-4 under the Securities Exchange Act of 1934.

CUSIP No. 502160104

NAMES OF REPORTING PERSONS:

1 Jayhawk Investments, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

48-1172620

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Delaware, United States

SOLE VOTING POWER:

7

NUMBER OF

SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 8 892,589(1)

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER:

WITH 10 SHARED DISPOSITIVE POWER:
892,589(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
892,589

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
b(2)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
4.52%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
PN

(1) The shares listed consist of 570,762 shares of Common Stock and 321,827 shares of Common Stock issuable upon conversion of 74,342 shares of Class C Preferred Stock.

(2) Excludes (i) 224,240 shares of Common Stock reported herein as held by Mr. McCarthy and (ii) 1,725,028 shares of Common Stock, 112,500 shares of Common Stock issuable upon exercise of 112,500 Warrants, 321,827 shares of Common Stock issuable upon conversion of 80,670 shares of Class C Preferred Stock and 141,250 shares of Common Stock issuable upon conversion of \$1,000,000 principle amount of the 7% Debentures reported herein as held by Jayhawk Institutional. Beneficial ownership of the securities described in the forgoing clauses (i) and (ii) is disclaimed pursuant to Rule 13d-4 under the Securities Exchange Act of 1934.

SCHEDULE 13D/A

This Amendment No. 7 to Schedule 13D (the Amendment) is being filed jointly by Kent C. McCarthy, Jayhawk Capital Management, L.L.C., a Delaware limited liability company (Jayhawk), Jayhawk Institutional Partners, L.P., a Delaware limited partnership (Jayhawk Institutional), and Jayhawk Investments, L.P., a Delaware limited partnership (Jayhawk Investments) and, together with Mr. McCarthy, Jayhawk and Jayhawk Institutional, Filing Parties) to amend the cover page of each of the Filing Parties and Items 3, 5, and 7 of the initial statement on Schedule 13D relating to shares of Common Stock of LSB Industries, Inc., a Delaware corporation (the Issuer), as filed with the Securities and Exchange Commission (the Commission) on January 18, 2001, as amended by Amendment No. 1 filed with the Commission on March 22, 2002, Amendment No. 2 filed with the Commission on March 28, 2003, Amendment No. 3 filed with the Commission on November 12, 2003, Amendment No. 4 filed with the Commission on January 9, 2004, Amendment No. 5 filed with the Commission on January 30, 2006, and Amendment No. 6 filed with the Commission on December 22, 2006 (the Original Schedule 13D). Items 1 and 2 of the Original Schedule 13D remain unchanged.

Unless otherwise indicated, capitalized terms used but not defined herein which are defined in the Original Schedule 13D shall have the meaning assigned to such terms in the Original Schedule 13D.

The beneficial ownership reported in this Amendment No. 7 assumes that at March 13, 2007, there were 19,446,061 shares of the Issuer's Common Stock outstanding. This figure is based upon the sum of (1) 16,773,465 shares of Common Stock outstanding as reported in Exhibit 99.(A)(1) to the Issuer's Schedule TO filed with the Commission on February 9, 2007, (2) 409,621 shares of Common Stock issued by the Issuer on February 5, 2007, upon the conversion of certain 7% Convertible Senior Subordinated Debentures of the Issuer due 2011 (the 7% Debentures) as reported in the Issuer's Form 8-K filed with the Commission on February 9, 2007, and (3) 2,262,971 shares of Common Stock issued by the Issuer on March 13, 2007 pursuant to the Issuer's Tender Offer for its Class C Preferred Stock (the Tender Offer) as reported in Amendment No. 1 to the Issuer's Schedule TO filed with the Commission on March 13, 2007.

Item 3. Source and Amount of Funds.

As of February 18, 2002, Jayhawk Investments had invested \$768,760 in shares of Common Stock and shares of \$3.25 Convertible Exchangeable Class C Preferred Stock, Series 2 (Class C Preferred); Jayhawk Institutional had invested \$1,388,502 in shares of Common Stock and Class C Preferred Stock; and Mr. McCarthy had invested \$435,935 in shares of Common Stock and Class C Preferred Stock. The above amounts include any brokerage commissions incurred in the investments. The source of these funds was the working capital of each entity and the personal funds of Mr. McCarthy, and reported as such in Amendment No. 1 filed March 22, 2002.

On March 27, 2003, Jayhawk Institutional purchased 450,000 shares of Common Stock and Warrants to purchase 112,500 shares of Common Stock for an aggregate purchase price of \$1,570,500. The source of funds for this transaction was the working capital of Jayhawk Institutional.

On April 1, 2005, Jayhawk Investments acquired 20,000 shares of Class C Preferred Stock from Primarius Focus, LP (Primarius Focus), a fund in which Jayhawk Investments invests, pursuant to a distribution by Primarius Focus on account of Jayhawk's limited partnership interest in Primarius Focus. The aggregate market value of these shares was \$1,000,000.

From June 20, 2005, to January 4, 2006, (i) Jayhawk Institutional purchased an aggregate of 8,700 shares of Class C Preferred Stock for an aggregate purchase price of \$426,652 and (ii) Jayhawk Investments purchased an aggregate of 30,900 shares of Class C Preferred Stock for an aggregate purchase price of \$1,529,990. The source of funds for these transactions was the working capital of Jayhawk Institutional (in the case of clause (i)) and Jayhawk Investments (in the case of clause (ii)). Beneficial ownership of the Filing Parties giving effect to these purchases is reflected in Amendment No. 5 filed with the Commission on January 30, 2006.

From March 14, 2006, through October 17, 2006, Jayhawk Institutional purchased (i) 13,700 shares of Common Stock for an aggregate purchase price of \$87,662, (ii) \$1,000,000 principle amount of the 7% Debentures (convertible into 141,250 shares of Common Stock) for an aggregate purchase price of \$1,000,000 and (iii) 3,140 shares of Class C Preferred Stock (convertible into 13,593 shares of Common Stock) for an aggregate purchase price of \$196,427. The source of funds for these transactions was the working capital of Jayhawk Institutional.

On October 18, 2006, Jayhawk Investments acquired 9,210 shares of Class C Preferred Stock (convertible into 39,870 shares of Common Stock) as a result of distributions from two entities in which Jayhawk Institutional holds limited partnership interests. Of the 9,210 shares of Class C Preferred Stock, 6,400 shares were distributed by Primarius Focus and 2,810 shares were distributed by Primarius Partners, LP (Primarius Partners).

From October 19, 2006, through December 14, 2006, Jayhawk Institutional purchased 100,000 shares of Common Stock for an aggregate purchase price of \$1,012,848. The source of funds for these transactions was the working capital of Jayhawk Institutional.

From December 15, 2006, through December 18, 2006, Jayhawk Investments purchased 3,800 shares of Class C Preferred Stock (convertible into 16,450 shares of Common Stock) for an aggregate purchase price of \$284,340. The source of the funds for these transactions was the working capital of Jayhawk Investments.

From December 22, 2006, through January 4, 2007, Jayhawk Investments purchased 362 shares of Class C Preferred Stock (convertible into 1,567 shares of Common Stock) for an aggregate purchase price of \$16,400. The source of the funds for these transactions was the working capital of Jayhawk Investments.

On December 29, 2006, Jayhawk Investment received 1,600 shares of Class C Preferred Stock (convertible into 6,926 shares of Common Stock) through a pro rata distribution from BSC Capital, L.P. (BCS Capital). Jayhawk Investments is a limited partner of BCS Capital.

From December 22, 2006, through February 23, 2007, Mr. McCarthy, through the Kent C. McCarthy Revocable Trust (the Trust), donated (i) 40,000 shares of Common Stock to the McCarthy Family Foundation and (ii) 11,200 shares of Class C Preferred Stock to the KU Endowment Charitable Gift Fund.

On March 13, 2007, Mr. McCarthy, Jayhawk Institutional and Jayhawk Investments participated in the Issuer's Tender Offer as follows: Mr. McCarthy tendered to the Issuer pursuant to the Tender Offer 12,600 shares of Class C Preferred Stock in exchange for 93,240 shares of Common Stock, Jayhawk Institutional tendered to the Issuer pursuant to the Tender Offer of 90,720 shares of Class C Preferred Stock in exchange for 671,328 shares of Common Stock and Jayhawk Institutional tendered to the Issuer pursuant to the Tender Offer 77,130 shares of Class C Preferred Stock in exchange for 570,762 shares of Common Stock.

All of the transactions from January 12, 2007 through March 13, 2007, are reported in more detail in Item 5. Item 5. Interest in Securities of the Issuer.

(a) and (b)

Jayhawk Institutional beneficially owns 2,327,998 shares of Common Stock (which includes 1,725,028 shares of Common Stock held of record by Jayhawk Institutional, 349,220 shares of Common Stock issuable upon conversion of 80,670 shares of Class C Preferred Stock held of record by Jayhawk Institutional, 112,500 shares of Common Stock issuable upon exercise of 112,500 Warrants held of record by Jayhawk Institutional and 141,250 shares of Common Stock issuable upon conversion of \$1,000,000 principle amount of the 7% Debentures held of record by Jayhawk Institutional), which represents 11.61% of the Common Stock (calculated giving effect to (i) the 349,220 shares of Common Stock issuable upon conversion of the Class C Preferred Stock held by Jayhawk Institutional, (ii) the 112,500 shares of Common Stock issuable upon exercise of the Warranty held by Jayhawk Institutional and (iii) the 141,250 shares of Common Stock issuable upon conversion of the 7% Debentures held by Jayhawk Institutional.)

Jayhawk Investments beneficially owns 892,589 shares of Common Stock (which includes 570,762 shares of Common Stock held of record by Jayhawk Investments and 321,827 shares of Common Stock issuable upon conversion of 74,342 shares of Class C Preferred Stock held of record by Jayhawk Institutional and shares of Common Stock issuable upon conversion of 74,342 shares of Class C Preferred Stock held of record by Jayhawk Investments), which represents 4.52% of the Common Stock (calculated giving effect to the 321,827 shares of Common Stock issuable upon conversion of the Class C Preferred Stock held by Jayhawk Investments).

As a result of the relationship of Jayhawk to Jayhawk Institutional and Jayhawk Investments, Jayhawk may be deemed to have shared power to vote, or direct the vote of, and to dispose, or direct the disposition of, the 3,220,587 shares of Common Stock beneficially owned by Jayhawk Institutional and Jayhawk Investments, which, in the aggregate represents 15.81% of the Common Stock (calculated as described above).

As a result of (i) M. McCarthy being the trustee and sole beneficiary of the Trust, Mr. McCarthy is deemed to beneficially own the 224,240 shares of Common Stock held of record by the Trust and (ii) the relationship of Mr. McCarthy to Jayhawk and Jayhawk to each of Jayhawk Institutional and Jayhawk Investments, Mr. McCarthy may be deemed to have shared power to vote, or direct the vote of, and to dispose, or direct the disposition of, the Common Stock beneficially owned by Jayhawk Institutional and Jayhawk Investments. The aggregate shares represented by the foregoing clauses (i) and (ii) is 3,444,827, which represents 16.91% of the Common Stock (calculated as described above).

(c) The following transactions were effected since January 12, 2007:

| Identity of Entity | Date of Transaction | Type of Security | Nature of Transaction | Number of Securities | Price per share of Security |
|-----------------------|---------------------|-------------------------|-----------------------|-----------------------|-----------------------------|
| Trust | 1/23/2007 | Common Stock | Gift | 10,000 | \$0.00 |
| Trust | 2/13/2007 | Common Stock | Gift | 10,000 | \$0.00 |
| Trust | 2/15/2007 | Common Stock | Gift | 10,000 | \$0.00 |
| Trust | 2/23/2007 | Class C Preferred Stock | Gift | 11,200 ⁽¹⁾ | \$0.00 |
| Trust | 3/13/2007 | (2) | Tender Offer | (2) | (2) |
| Jayhawk Institutional | 3/13/2007 | (2) | Tender Offer | (2) | (2) |
| Jayhawk Investments | 3/13/2007 | (2) | Tender Offer | (2) | (2) |

- (1) The number reported reflects shares of Class C Preferred Stock. Each share of Class C Preferred Stock is convertible into 4.329 shares of Common Stock.

- (2) On March 13, 2007, Mr. McCarthy, through the Trust, Jayhawk Institutional and Jayhawk Investments participated in the Issuer's Tender Offer as follows: Mr. McCarthy, through the Trust, tendered to the Issuer pursuant to the Tender Offer 12,600 shares of Class C Preferred Stock in exchange for 93,240 shares of Common Stock, Jayhawk Institutional tendered to the Issuer pursuant to the Tender Offer of 90,720 shares of Class C Preferred Stock in exchange for 671,328 shares

of Common
Stock and
Jayhawk
Institutional
tendered to the
Issuer pursuant
to the Tender
Offer 77,130
shares of Class
C Preferred
Stock in
exchange for
570,762 shares
of Common
Stock.

(d) Not Applicable.

(e) Not Applicable.

Item 7. Material to be Filed as Exhibits.

1. Joint Filing Agreement dated as of January 9, 2001 (previously filed as Exhibit 99.1 to Original Schedule 13D filed with the Commission on January 18, 2001).

Signature

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

Dated: April 4, 2007

JAYHAWK INSTITUTIONAL PARTNERS,
L.P.

By: Jayhawk Capital Management, L.L.C.,
Its general partner

By: /s/ Kent C. McCarthy
Kent C. McCarthy, Manager

JAYHAWK INVESTMENTS, L.P.

By: Jayhawk Capital Management, L.L.C.,
Its general partner

By: /s/ Kent C. McCarthy
Kent C. McCarthy, Manager

JAYHAWK CAPITAL MANAGEMENT,
L.L.C.

By: /s/ Kent C. McCarthy
Kent C. McCarthy, Manager

KENT C. MCCARTHY

/s/ Kent C. McCarthy
Kent C. McCarthy

S-1