

NATIONAL FUEL GAS CO
Form SC 13D/A
May 14, 2010

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

SCHEDULE 13D

(Amendment No. 12)*

Under the Securities Exchange Act of 1934

NATIONAL FUEL GAS COMPANY

(Name of Issuer)

Common Stock, par value \$1 per share

(Title of Class of Securities)

636180101

(CUSIP Number)

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

May 12, 2010

(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: []

*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

CUSIP No. 636180101

Page 2 of 24 Pages

1 NAME OF REPORTING PERSON
New Mountain Vantage GP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
P U R S U A N T T O I T E M S 2 (d) O R
2(e)

6 CITIZENSHIP OR PLACE ORGANIZATION
Delaware

7	SOLE VOTING POWER	0
8	SHARED VOTING POWER	4,802,938
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	4,802,938

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
P E R S O N
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,802,938

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9%

14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
New Mountain Vantage, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
P U R S U A N T T O I T E M S 2 (d) O R
2(e)

6 CITIZENSHIP OR PLACE ORGANIZATION
Delaware

7	SOLE VOTING POWER	0
NUMBER OF	SHARED VOTING POWER	808,218
SHARES 8	SOLE DISPOSITIVE POWER	0
BENEFICIALLY	SHARED DISPOSITIVE POWER	808,218
OWNED BY 9		
EACH		
REPORTING 10		
P E R S O N		
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
808,218

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.0%

14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
New Mountain Vantage (California), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
P U R S U A N T T O I T E M S 2 (d) O R
2(e)

6 CITIZENSHIP OR PLACE ORGANIZATION
Delaware

7	SOLE VOTING POWER	0
NUMBER OF	SHARED VOTING POWER	514,948
SHARES 8	SOLE DISPOSITIVE POWER	0
BENEFICIALLY	SHARED DISPOSITIVE POWER	514,948
OWNED BY 9		
EACH		
REPORTING 10		
P E R S O N		
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
514,948

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.6%

14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
New Mountain Vantage (California) II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
P U R S U A N T T O I T E M S 2 (d) O R
2(e)

6 CITIZENSHIP OR PLACE ORGANIZATION
Delaware

7	SOLE VOTING POWER	0
8	SHARED VOTING POWER	1,672,313
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	1,672,313

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,672,313

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.0%

14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
New Mountain Vantage LO, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
P U R S U A N T T O I T E M S 2 (d) O R
2(e)

6 CITIZENSHIP OR PLACE ORGANIZATION
Delaware

7	SOLE VOTING POWER	0
8	SHARED VOTING POWER	11,674
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	11,674

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,674

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 0.1%

14 TYPE OF REPORTING PERSON
PN

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