

ATLAS AIR WORLDWIDE HOLDINGS INC
Form SC 13D/A
November 06, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

ATLAS AIR WORLDWIDE HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

049164205

(CUSIP Number)

Stephen Feinberg
299 Park Avenue
22nd Floor
New York, New York 10171
(212) 891-2100

with a copy to:
Robert G. Minion, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2424

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

November 2, 2006

(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 Sections 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 Section 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).

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Cusip No. 049164205

1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Stephen Feinberg

2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) Not
(b) Applicable

3) SEC Use Only

4) Source of Funds (See Instructions): WC, OO

5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): Not Applicable

6) Citizenship or Place of Organization: United States

Number of	7) Sole Voting Power:	*
Shares Beneficially	8) Shared Voting Power:	*
Owned by	9) Sole Dispositive Power:	*
Each Reporting	10) Shared Dispositive Power:	*
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person: 1,003,284*

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable

13) Percent of Class Represented by Amount in Row (11): 5.0%*

14) Type of Reporting Person (See Instructions): IA, IN

* Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), is the holder of 151,160 shares of the common stock, par value \$0.01 per share (the "Shares"), of Atlas Air Worldwide Holdings, Inc., a Delaware corporation (the "Company"), Cerberus International, Ltd., a corporation organized under the laws of the Bahamas ("International"), is the holder of 488,028 Shares, Cerberus Series Two Holdings, LLC, a Delaware limited liability company ("Cerberus Series Two"), is the holder of 112,170 Shares, Cerberus Series Three Holdings, LLC, a Delaware limited liability company ("Cerberus Series Three"), is the holder of 201,178 Shares, Cerberus America Series One Holdings, LLC, a Delaware limited liability company ("Cerberus America One"), is the holder of 18,669 Shares, and Cerberus America Series Two Holdings, LLC, a Delaware limited liability company ("Cerberus America Two"), is the holder of 31,629 Shares. Stephen Feinberg possesses sole power to vote and direct the disposition of all Shares held by Cerberus, International, Cerberus Series Two, Cerberus Series Three, Cerberus America One and Cerberus America Two. Thus, as of November 2, 2006, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 1,003,284 Shares, or 5.0% of the Shares deemed issued and outstanding as of that date.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by deleting Item 5 in its entirety and by substituting the following in lieu thereof:

Based upon information set forth in the Company's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on August 14, 2006, there were 20,049,108 Shares issued and outstanding as of June 30, 2006. As of November 2, 2006, Cerberus was the holder of 151,160 Shares, International was the holder of 488,028 Shares, Cerberus Series Two was the holder of 112,170 Shares, Cerberus Series Three was the holder of 201,178 Shares, Cerberus America One was the holder of 18,669 Shares and Cerberus America Two was the holder of 31,629 Shares. Stephen Feinberg possesses sole power to vote and direct the disposition of all Shares held by Cerberus, International, Cerberus Series Two, Cerberus Series Three, Cerberus America One and Cerberus America Two. Thus, as of November 2, 2006, for the purposes of Reg. Section 240.13d-3, Mr. Feinberg is deemed to beneficially own 1,003,284 Shares, or 5.0% of the Shares deemed issued and outstanding as of that date.

The following tables detail the transactions in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Mr. Feinberg or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which were effected in an ordinary brokerage transaction) since the filing of the Schedule 13D Amendment No. 6 by Mr. Feinberg as of October 17, 2006:

I. Cerberus

(Purchases)

NONE

(Sales)

Date ----	Quantity -----	Price -----
October 18, 2006	4,828	\$48.0000
October 19, 2006	1,511	\$48.2348
October 23, 2006	162	\$47.0125
October 25, 2006	453	\$47.0000
October 27, 2006	5,516	\$46.0429
October 31, 2006	4,020	\$46.0168
November 2, 2006	15,569	\$43.1235

II. International

(Purchases)

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NONE

(Sales)

Date ----	Quantity -----	Price -----
October 18, 2006	15,544	\$48.0000
October 19, 2006	4,866	\$48.2348
October 23, 2006	520	\$47.0125
October 25, 2006	1,460	\$47.0000
October 27, 2006	17,759	\$46.0429
October 31, 2006	12,942	\$46.0168
November 2, 2006	50,126	\$43.1235

III. Cerberus Series Two

(Purchases)

NONE

(Sales)

Date ----	Quantity -----	Price -----
October 18, 2006	3,567	\$48.0000
October 19, 2006	1,117	\$48.2348
October 23, 2006	119	\$47.0125
October 25, 2006	335	\$47.0000
October 27, 2006	4,076	\$46.0429
October 31, 2006	2,970	\$46.0168
November 2, 2006	11,504	\$43.1235

IV. Cerberus Series Three

(Purchases)

NONE

(Sales)

Date ----	Quantity -----	Price -----
October 18, 2006	6,406	\$48.0000
October 19, 2006	2,005	\$48.2348
October 23, 2006	214	\$47.0125
October 25, 2006	602	\$47.0000
October 27, 2006	7,319	\$46.0429

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October 31, 2006	5,334	\$46.0168
November 2, 2006	20,658	\$43.1235

V. Cerberus America One

(Purchases)

NONE

(Sales)

Date	Quantity	Price
----	-----	-----
October 18, 2006	594	\$48.0000
October 19, 2006	186	\$48.2348
October 23, 2006	20	\$47.0125
October 25, 2006	56	\$47.0000
October 27, 2006	679	\$46.0429
October 31, 2006	495	\$46.0168
November 2, 2006	1,916	\$43.1235

VI. Cerberus America Two

(Purchases)

NONE

(Sales)

Date	Quantity	Price
----	-----	-----
October 18, 2006	1,008	\$48.0000
October 19, 2006	315	\$48.2348
October 23, 2006	34	\$47.0125
October 25, 2006	94	\$47.0000
October 27, 2006	1,151	\$46.0429
October 31, 2006	839	\$46.0168
November 2, 2006	3,250	\$43.1235

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.

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November 3, 2006

/s/ Stephen Feinberg

Stephen Feinberg, on behalf of Cerberus Associates, L.L.C., the general partner of Cerberus Partners, L.P., and Cerberus International, Ltd., Cerberus Series Two Holdings, LLC, Cerberus Series Three Holdings, LLC, Cerberus America Series One Holdings, LLC and Cerberus America Series Two Holdings, LLC

Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001).