KAPSTONE PAPER & PACKAGING CORP

Form SC 13G February 12, 2008

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G (RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

Kapstone Paper and Packaging Corporation	
(Name of Issuer)	
Common Stock, \$0.001 par value per share	
(Title of Class of Securities)	
48562P 10 3	
(CUSIP Number)	
December 31, 2007	
(Date of Event Which Requires Filing of this Statem	nent)
Check the appropriate box to designate the rule pursuant to which is filed:	ch this Schedule
_ Rule 13d-1(b) X Rule 13d-1(c) _ Rule 13d-1(d)	
	PAGE 2 OF 8 PAGES
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES C	DNLY)
2 CHECK THE ADDRODULTE BOY IF A MEMBER OF A CROID	

(a) [_]

				(b) [X]		
3	SEC USE ONLY					
4	CITIZENSHIP OR P	LACE OF	ORGANIZATION			
	Locust Wood Capi company	tal Adv	isers, LLC is a Delaware limited lia	ability		
		5	SOLE VOTING POWER			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,556,000*			
		6	SHARED VOTING POWER			
			0			
		7	SOLE DISPOSITIVE POWER			
	WITH		1,556,000*			
		8	SHARED DISPOSITIVE POWER			
			0			
9	AGGREGATE AMOUNT	BENEFI	CIALLY OWNED BY EACH REPORTING PERSO	 ON		
	1,556,000*					
10	CHECK BOX IF THE	AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES CERTA	AIN SHARES		
11	PERCENT OF CLASS	REPRES	ENTED BY AMOUNT IN ROW 9 EXCLUDES C	 ERTAIN SHARES		
	6.1% of aggregate voting power					
12	TYPE OF REPORTING PERSON					
	IA					
CUSIP	======= NO. 48562P103	s of co		3 OF 8 PAGES		
=====	=======		====	========		
1	NAMES OF REPORTI		ONS OS. OF ABOVE PERSONS (ENTITIES ONLY			
	Stephen Errico**					
2	CHECK THE APPROP		OX IF A MEMBER OF A GROUP	(a) [_] (b) [X]		
3	SEC USE ONLY					

	USA				
		5	SOLE VOTING POWER		
	NUMBER OF SHARES		1,556,000*		
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER		
			0		
		7	SOLE DISPOSITIVE POWER		
			1,556,000*		
		8	SHARED DISPOSITIVE POWER		
			0		
9	AGGREGATE AMOUN	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,556,000*				
10	CHECK BOX IF TH	CK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
 11	PERCENT OF CLAS	S REPRES	ENTED BY AMOUNT IN ROW 9 EXCLUDES CERTAIN SHAF		
	6.1% of aggrega	ıte votin	g power		
 12	TYPE OF REPORTI	TYPE OF REPORTING PERSON			
			IN		
14	IN		IN		
	IN ========				
 Inc * Mr. Adv			mmon stock issuable upon exercise of warrants. mber and sole beneficial owner of Locust Wood		
Inc * Mr. Adv	ludes 504,000 shar Errico is the mar isers, LLC.		mmon stock issuable upon exercise of warrants.		
Inc * Mr. Adv	ludes 504,000 shar Errico is the mar isers, LLC.	aging me	mmon stock issuable upon exercise of warrants. mber and sole beneficial owner of Locust Wood ==================================		
Inc * Mr. Adv	ludes 504,000 shar Errico is the mar isers, LLC. ===================================	aging me	mmon stock issuable upon exercise of warrants. mber and sole beneficial owner of Locust Wood ==================================		
Inc * Mr. Adv	ludes 504,000 shar Errico is the mar isers, LLC. NO. 48562P103 (A). NAME OF IS	SSUER:	mmon stock issuable upon exercise of warrants. mber and sole beneficial owner of Locust Wood		

ITEM 1(C).	NAME OF PERSON FILING:				
	Locust Wood Advisers, LLC and Stephen Errico. Memory managing member and sole beneficial owner of Locustes.				
ITEM 1(D).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:				
	1540 Broadway, Suite 1504 New York, New York 10036				
ITEM 1(E).	CITIZENSHIP:				
	Locust Wood Capital Advisers, LLC is a Delaware limited liability company; Stephen Errico is a United States citizen.				
ITEM 1(F).	TITLE OF CLASS OF SECURITIES:				
	Common Stock				
ITEM 1(G).	CUSIP NUMBER:				
	48562P 10 3				
======================================		PAGE 5 OF 8 PAGES			
======================================		PAGE 5 OF 6 PAGES			
ITEM 2.	IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-OR (c), CHECK WHETHER THE PERSON FILING IS A:	1(b), OR 13d-2(b)			
	Not applicable.				
======================================		PAGE 6 OF 8 PAGES			
ITEM 3.	OWNERSHIP.				
	(a) Amount beneficially owned:				
	1,556,000*				
	(b) Percent of class:				

6.1% of aggregate voting power as of December 31, 2007

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,556,000*
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 1,556,000
 - (iv) Shared power to dispose or to direct the disposition of: $\mathbf{0}$

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ITEM 4. 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 [_].

ITEM 5. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Locust Wood Capital Advisers, LLC represents two investment funds and five managed accounts that, to the extent they own the shares described in Item 4 above, would receive proceeds from the sale of the securities.

ITEM 6. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 8. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 9. CERTIFICATION.

By signing below I certify that, to the best of my 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

^{*} Includes 504,000 shares of common stock issuable upon exercise of warrants.

not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

-----CUSIP NO. 48562P103 13G PAGE 8 OF 8 PAGES _____ _____ 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. February 8, 2008 (Date) LOCUST WOOD ADVISERS, LLC By: /s/ Stephen Errico _____ Name: Stephen Errico Title: Managing Member /s/ Stephen Errico

Stephen Errico