

Edgar Filing: INTRAWEST CORP - Form SC 13D/A

INTRAWEST CORP
Form SC 13D/A
April 18, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)
(Amendment No. 7)*

Intrawest Corporation

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

460915200

(CUSIP Number)

Thomas R. Hudson Jr.
Pirate Capital LLC
200 Connecticut Avenue, 4th Floor
Norwalk, CT 06854
(203) 854-1100

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

April 13, 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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 6 Pages)

* The remainder of this cover page shall be filled out for a reporting person's

Edgar Filing: INTRAWEST CORP - Form SC 13D/A

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. 460915200 SCHEDULE 13D PAGE 2 OF 6 PAGES

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PIRATE CAPITAL LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF 8 SHARED VOTING POWER
 SHARES

6,525,875

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

6,525,875

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

6,525,875

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

Edgar Filing: INTRAWEST CORP - Form SC 13D/A

CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.3%

14 TYPE OF REPORTING PERSON*
IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 460915200 SCHEDULE 13D PAGE 3 OF 6 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
THOMAS R. HUDSON JR.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

7 SOLE VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
6,525,875

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
6,525,875

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

Edgar Filing: INTRAWEST CORP - Form SC 13D/A

6,525,875

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

[]

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

13.3%

14 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 460915200

SCHEDULE 13D

PAGE 4 OF 6 PAGES

The Schedule 13D filed on June 28, 2005 by Pirate Capital LLC, a Delaware limited liability company ("Pirate Capital"), and Thomas R. Hudson Jr. (together, the "Reporting Persons"), relating to the shares of common stock, no par value ("Shares"), of Intrawest Corporation (the "Issuer"), as previously amended by Amendment No. 1 to the Schedule 13D filed on July 25, 2005, Amendment No. 2 filed on October 18, 2005, Amendment No. 3 filed on November 4, 2005, Amendment No. 4 filed on December 16, 2005, Amendment No. 5 filed on February 9, 2006 and Amendment No. 6 filed on March 2, 2006, is hereby amended by this Amendment No. 7 to the Schedule 13D. The principal executive office of the Issuer is located at 200 Burrard Street, Suite 800, Vancouver, BC V6C 3L6, Canada.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended and restated as follows:

Funds for the purchase of the Shares reported herein were derived from available capital of the Holders. A total of approximately \$160,213,429 was paid to acquire such Shares.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Paragraphs (a), (b) and (c) of Item 5 are hereby amended and restated as follows:

(a) As of the close of business on April 17, 2006, the Reporting Persons beneficially owned 6,525,875 Shares, constituting approximately 13.3% of the Shares outstanding.

The aggregate percentage of Shares beneficially owned by the Reporting Persons is based upon 48,929,426 Shares outstanding, which is the total number of Shares outstanding as reported in the Issuer's Report of Foreign Issuer on Form 6-K filed on February 14, 2006.

Edgar Filing: INTRAWEST CORP - Form SC 13D/A

CUSIP NO. 460915200

SCHEDULE 13D

PAGE 5 OF 6 PAGES

(b) By virtue of its position as general partner of Jolly Roger Fund LP, Pirate Capital has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the 994,100 Shares held by Jolly Roger Fund LP. By virtue of agreements with Jolly Roger Offshore Fund LTD, Jolly Roger Activist Portfolio Company LTD and Mint Master Fund LTD, Pirate Capital has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the 5,531,775 Shares held by Jolly Roger Offshore Fund LTD, Jolly Roger Activist Portfolio Company LTD and Mint Master Fund LTD. By virtue of his position as sole Managing Member of Pirate Capital, Thomas R. Hudson Jr. is deemed to have shared voting power and shared dispositive power with respect to all Shares as to which Pirate Capital has voting power or dispositive power. Accordingly, Pirate Capital LLC and Thomas R. Hudson Jr. are deemed to have shared voting and shared dispositive power with respect to an aggregate of 6,525,875 Shares.

(c) The following transactions in the Shares were effected by the Reporting Persons since the most recent filing on Schedule 13D. All of the Shares were purchased in open market transactions.

Jolly Roger Fund LP

| Trade Date | Shares Purchased (Sold) | Price per Share (\$) |
|------------|-------------------------|----------------------|
| 3/7/2006 | 25,000 | 31.73 |
| 3/8/2006 | 50,000 | 31.19 |
| 3/9/2006 | 75,000 | 31.14 |
| 3/14/2006 | 50,000 | 32.26 |
| 3/16/2006 | 300 | 32.75 |
| 3/17/2006 | 25,000 | 32.49 |
| 3/20/2006 | 5,000 | 32.34 |
| 3/21/2006 | 7,500 | 32.49 |
| 3/22/2006 | 22,900 | 32.55 |

Jolly Roger Offshore Fund LTD

| Trade Date | Shares Purchased (Sold) | Price per Share (\$) |
|------------|-------------------------|----------------------|
| 3/30/2006 | 6,475 | 34.00 |
| 4/12/2006 | 13,600 | 34.18 |
| 4/13/2006 | 232,500 | 34.15 |
| 4/17/2006 | 30,800 | 34.27 |
| 4/17/2006 | 103,900 | 34.29 |

Jolly Roger Activist Portfolio Company LTD

| Trade Date | Shares Purchased (Sold) | Price per Share (\$) |
|------------|-------------------------|----------------------|
| 3/15/2006 | 6,300 | 32.50 |
| 3/27/2006 | 8,200 | 32.95 |
| 3/31/2006 | 1,300 | 33.90 |
| 4/03/2006 | 75,200 | 33.78 |

CUSIP NO. 460915200

SCHEDULE 13D

PAGE 6 OF 6 PAGES

Edgar Filing: INTRAWEST CORP - Form SC 13D/A

SIGNATURES

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

Dated: April 17, 2006

PIRATE CAPITAL LLC

By: /s/ Thomas R. Hudson Jr.

Name: Thomas R. Hudson Jr.
Title: Managing Manager

/s/ Thomas R. Hudson Jr.

Thomas R. Hudson Jr.