

**SAEXPLORATION HOLDINGS, INC.**  
Filed by  
**BLUEMOUNTAIN CAPITAL MANAGEMENT, LLC**

**FORM SC 13D/A**  
(Amended Statement of Beneficial Ownership)

Filed 12/21/17

Address 1160 DAIRY ASHFORD RD.  
SUITE 160  
HOUSTON, TX, 77079  
Telephone 281-258-4400  
CIK 0001514732  
Symbol SAEX  
Fiscal Year 12/31

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 1)\***

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**SAEXPLORATION HOLDINGS, INC.**  
(Name of Issuer)

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**78636X204**  
(CUSIP Number)

**Eric M. Albert**  
**BlueMountain Capital Management, LLC**  
**280 Park Avenue, 12<sup>th</sup> Floor**  
**New York, New York 10017**  
**212-905-5647**

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

**December 19, 2017**  
(Date of Event which Requires Filing of this Statement)

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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.

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**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.

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\* 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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1	NAMES OF REPORTING PERSONS  BlueMountain Capital Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  2,409,106
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  2,409,106
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,409,106	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  25.6% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  IA	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock (as defined in Item 1) outstanding as of November 1, 2017, as reported on Form 10-Q (as defined in Item 5).

1	NAMES OF REPORTING PERSONS  BlueMountain GP Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  1,976,336
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  1,976,336
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,976,336	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  21.0% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  OO	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

1	NAMES OF REPORTING PERSONS  BlueMountain Long/Short Credit GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  80,647
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  80,647
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  80,647	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.9% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  OO	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

1	NAMES OF REPORTING PERSONS  BlueMountain Guadalupe Peak Fund L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  80,647
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  80,647
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  80,647	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.9% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  PN	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

1	NAMES OF REPORTING PERSONS  BlueMountain Kicking Horse Fund GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  61,411
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  61,411
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  61,411	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.7% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  OO	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

1	NAMES OF REPORTING PERSONS  BlueMountain Kicking Horse Fund L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  61,411
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  61,411
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  61,411	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.7% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  PN	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.



1	NAMES OF REPORTING PERSONS  BlueMountain Timberline Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  59,405
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  59,405
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  59,405	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.6% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  CO	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

1	NAMES OF REPORTING PERSONS  BlueMountain Summit Opportunities GP II, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  160,171
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  160,171
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  160,171	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.7% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  OO	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

1	NAMES OF REPORTING PERSONS  BlueMountain Summit Trading L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  160,171
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  160,171
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  160,171	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.7% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  PN	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

1	NAMES OF REPORTING PERSONS  BlueMountain Monteners GP S.à r.l.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  373,365
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  373,365
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  373,365	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.0% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  CO	

- (1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

1	NAMES OF REPORTING PERSONS  BlueMountain Monteners Master Fund SCA SICAV-SIF	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ( <i>See instructions</i> )  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS ( <i>See instructions</i> )  WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  373,365
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  373,365
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  373,365	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ( <i>see instructions</i> )  <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.0% (1)	
14	TYPE OF REPORTING PERSON ( <i>See instructions</i> )  PN	

(1) The percentage set forth in Row 13 of this Cover Page is based on the 9,424,534 shares of Common Stock outstanding as of November 1, 2017, as reported on Form 10-Q.

**Item 1. Security of the Issuer.**

This Amendment No. 1 amends the Schedule 13D filed with the Securities Exchange Commission (the “**SEC**”) on August 8, 2016 (the “**Schedule 13D**”), relating to the shares of Common Stock, par value \$0.0001 per share (the “**Common Stock**”), of SAExploration Holdings, Inc., a Delaware corporation (the “**Issuer**”). The Issuer’s principal executive office is located at 1160 Dairy Ashford Rd., Suite 160, Houston, Texas 77079. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D remain unchanged.

**Item 2. Identity and Background.**

Paragraphs (a), (b), (c) and (f) of Item 2 of the Schedule 13D are hereby deleted and replaced with the following:

(a-c) This Statement is being filed by the following beneficial owners of Common Stock (each, a “**Reporting Person**”):

- (i) BlueMountain Guadalupe Peak Fund L.P., a Delaware limited partnership (“**BMGP**”), with respect to the Common Stock directly owned by it;
- (ii) BlueMountain Long/Short Credit GP, LLC, a Delaware limited liability company (“**BMGP GP**”), with respect to the Common Stock directly owned by BMGP;
- (iii) BlueMountain Kicking Horse Fund, L.P., a Cayman Islands exempted limited partnership (“**BMKH**”), with respect to the Common Stock directly owned by it;
- (iv) BlueMountain Kicking Horse Fund GP, LLC, a Delaware limited liability company (“**BMKH GP**”), with respect to the Common Stock directly owned by BMKH;
- (v) BlueMountain Timberline Ltd., a Cayman Islands exempted limited company (“**BMT**”), with respect to the Common Stock directly owned by it;
- (vi) BlueMountain Summit Trading L.P., a Delaware limited partnership (“**BMST**” and, together with BMGP and BMKH, the “**Partnerships**”), with respect to the Common Stock directly owned by it;
- (vii) BlueMountain Summit Opportunities GP II, LLC, a Delaware limited liability company (“**BMST GP**” and, together with BMGP GP and BMKH GP, the “**General Partners**”), with respect to the Common Stock directly owned by BMST;
- (viii) BlueMountain Monteners Master Fund SCA SICAV-SIF, an investment company with variable share capital organized as a specialized investment fund in the form of a corporate partnership limited by shares under the laws of Luxembourg (“**BMM**” and, together with the Partnerships and BMT, the “**BlueMountain Funds**”), with respect to the Common Stock directly owned by it;
- (ix) BlueMountain Monteners GP S.à r.l., a private limited company incorporated under the laws of Luxembourg (“**BMM GP**”), with respect to the Common Stock directly owned by BMM;
- (x) BlueMountain GP Holdings, LLC, a Delaware limited liability company (“**GP Holdings**”), which serves as the sole owner of each of the General Partners, with respect to the Common Stock directly owned by each of the Partnerships; and
- (xi) BlueMountain Capital Management, LLC, a Delaware limited liability company (“**BMCM**” or the “**Investment Manager**”), which is the beneficial owner of 1,674,107 shares of Common Stock, serves as investment manager to the BlueMountain Funds and has investment discretion with respect to the Common Stock directly owned by the BlueMountain Funds.

The principal business of: (i) each of the BlueMountain Funds is to serve as a private investment fund; (ii) each of the General Partners and BMM GP is to serve as the general partner of the Partnerships and BMM, respectively; (iii) GP Holdings is to serve as the sole owner of each of the General Partners; and (iv) the Investment Manager is to serve as the sole owner of BMM GP and to serve as investment manager to, and to make investment decisions on behalf of, the BlueMountain Funds.

The executive officers, directors and control persons of the Reporting Persons are as follows:

Andrew Feldstein	Chief Executive Officer and Chief Investment Officer of the Investment Manager; Chief Executive Officer and Chief Investment Officer of GP Holdings; Director of BMT; Manager of BMGP GP; Manager of BMKH GP; Manager of BMST GP
Michael Liberman	Co-President and Chief Operating Officer of the Investment Manager; Co-President and Chief Operating Officer of GP Holdings
Stephen Siderow	Co-President of the Investment Manager; Co-President of GP Holdings
Paul Friedman	Manager of BMM GP
Alan Gerstein	Director of BMT; Manager of BMGP GP; Manager of BMKH GP; Manager of BMST GP; Manager of BMM GP
Elizabeth Gile	Manager of BMGP GP; Manager of BMKH GP; Manager of BMST GP
Todd Groome	Manager of BMM GP
Gary Linford	Manager of BMGP GP; Manager of BMKH GP; Manager of BMST GP
Mark Shapiro	Director of BMT; Manager of BMGP GP; Manager of BMKH GP; Manager of BMST GP; Manager of BMM GP
Elli Stevens	Manager of BMM GP

The business address of each BlueMountain Fund (other than BMGP, BMST and BMM) is c/o Maples Corporate Services Limited, P.O. Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands. The business address of BMGP, BMST, each General Partner, GP Holdings, the Investment Manager, Mr. Feldstein, Mr. Liberman, Mr. Siderow, Mr. Friedman, Mr. Gerstein, Ms. Gile and Mr. Shapiro is 280 Park Avenue, 12th Floor, New York, New York 10017. The business address of Mr. Groome and Mr. Linford is c/o HighWater, Pavilion Commercial Centre, 1st Floor, 802 West Bay Road, P.O. Box 30599, KY1-1203, Grand Cayman, Cayman Islands. The business address of each of BMM, BMM GP and Ms. Stevens is 6D, Route de Treves, L-2633 Senningerberg, Luxembourg B176.316.

(f) Mr. Feldstein, Mr. Liberman, Mr. Siderow, Mr. Friedman, Mr. Gerstein, Ms. Gile, Mr. Groome and Mr. Shapiro are U.S. citizens. Mr. Linford is a South African citizen. Ms. Stevens is a British citizen.

#### **Item 5. Interest in Securities of the Issuer.**

Paragraphs (a), (b), (c) and (e) of Item 5 of the Schedule 13D are hereby deleted and replaced with the following:

(a-b) All percentages set forth in this Schedule 13D are based on the 9,424,534 shares of Common Stock of the Issuer, outstanding as of November 1, 2017, as reported on the Issuer's Form 10-Q filed with the SEC on November 8, 2017 (“**Form 10-Q**”). The information set forth in Rows 7-13 of each Cover Page of this Schedule 13D is hereby incorporated herein by reference.

Each of the General Partners, BMM GP and GP Holdings expressly declares that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing. BMCM expressly declares that this filing shall not be construed as an admission that it is, for the purposes of Sections 13(d) or 13(g) of the Act, the beneficial owner of the securities owned by the BlueMountain Funds.

None of the Reporting Persons beneficially own any other shares of Common Stock.

(c) During the last 60 days, no transactions in the Common Stock were effected by any of the Reporting Persons.

(e) Each of Blue Mountain Credit Alternatives Master Fund L.P. and Blue Mountain CA Master Fund GP, Ltd. ceased to be the beneficial owner of more than five percent of Common Stock on July 1, 2017.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended by adding the following:

(iii) Restructuring Support Agreement

On December 19, 2017, the Issuer entered into a restructuring support agreement (the “**2017 RSA**”) with the BlueMountain Funds and other holders (collectively, the “**2017 Supporting Holders**”) that beneficially own in excess of 85% in principal amount of the 10.000% Senior Secured Second Lien Notes due 2019 (the “**Second Lien Notes**”), pursuant to which the 2017 Supporting Holders and the Issuer have agreed to enter into and implement a proposed deleveraging restructuring transaction (the “**Restructuring Transaction**”).

The 2017 RSA contemplates the following transactions:

- The Issuer will commence an exchange offer to exchange the Second Lien Notes and the remaining 10.000% Senior Secured Notes due 2019 (the “**Stub Notes**”, and together with the Second Lien Notes, the “**Notes**”), each to the extent held by eligible holders of record, for a combination of common stock, convertible preferred stock and warrants. In connection with the exchange offer, the Issuer will also commence a consent solicitation to make certain proposed amendments to the terms of the indentures governing the Notes. Pursuant to the 2017 RSA, the 2017 Supporting Holders have agreed to tender all of their Second Lien Notes and to deliver corresponding consents.
- As a result of the issuance of shares of common stock, shares of convertible preferred stock, and warrants pursuant to the exchange offer, assuming that all outstanding Second Lien Notes and at least \$1.25 million in aggregate principal amount of Stub Notes are tendered and accepted for exchange in the exchange offer and assuming conversion of the convertible preferred stock and exercise of the warrants, the Issuer expects to issue to the tendering holders of Notes approximately 93.4% of the outstanding shares of common stock (including to 2017 Supporting Holders) and expects current equity to hold approximately 6.6% of the outstanding shares of common stock, as of the closing of the exchange offer, without giving effect to any subsequent issuances.

The 2017 RSA contemplates various closing conditions, including, among other things, the negotiation of definitive documentation and a minimum tender condition of 95% in principal amount of the Second Lien Notes in the exchange offer and consent solicitation (the “**Minimum Threshold**”).

The 2017 Supporting Holders may terminate the 2017 RSA if, among other customary termination events, the Issuer files for bankruptcy or if the consummation of the exchange offer and consent solicitation has not occurred by February 14, 2018.

The summary of the 2017 RSA set forth above does not purport to be complete and is qualified in its entirety by reference to such agreement, a copy of which is being filed as Exhibit 8 hereto and is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended by adding the following:

7. Joint Filing Agreement dated December 21, 2017, attached as Exhibit 7 hereto.
8. Restructuring Support Agreement, dated as of December 19, 2017, by and among the Issuer, certain subsidiaries of the Issuer, the 2017 Supporting Holders and the members of management identified therein (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Issuer on December 20, 2017).



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**SIGNATURES**

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

Date: December 21, 2017

BLUEMOUNTAIN CAPITAL MANAGEMENT, LLC

By: /s/ ERIC M. ALBERT

Name: Eric M. Albert, Chief Compliance Officer

BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: Eric M. Albert, Chief Compliance Officer

BLUEMOUNTAIN LONG/SHORT CREDIT GP, LLC

BY: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: Eric M. Albert, Chief Compliance Officer

BLUEMOUNTAIN GUADALUPE PEAK FUND L.P.

BY: BLUEMOUNTAIN LONG/SHORT CREDIT GP, LLC

BY: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: Eric M. Albert, Chief Compliance Officer

BLUEMOUNTAIN KICKING HORSE FUND GP, LLC

BY: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: Eric M. Albert, Chief Compliance Officer

BLUEMOUNTAIN KICKING HORSE FUND L.P.

BY: BLUEMOUNTAIN KICKING HORSE FUND GP, LLC

BY: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT

Name: Eric M. Albert, Chief Compliance Officer

BLUEMOUNTAIN TIMBERLINE LTD.

By: /s/ ANDREW FELDSTEIN

Name: Andrew Feldstein, Director

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BLUEMOUNTAIN SUMMIT OPPORTUNITIES GP II, LLC  
BY: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT  
Name: Eric M. Albert, Chief Compliance Officer

BLUEMOUNTAIN SUMMIT TRADING L.P.  
BY: BLUEMOUNTAIN SUMMIT OPPORTUNITIES GP II,  
LLC  
BY: BLUEMOUNTAIN GP HOLDINGS, LLC

By: /s/ ERIC M. ALBERT  
Name: Eric M. Albert, Chief Compliance Officer

BLUEMOUNTAIN MONTENVERS GP S.à r.l.

By: /s/ PAUL FRIEDMAN  
Name: Paul Friedman, Authorized Person

BLUEMOUNTAIN MONTENVERS MASTER FUND SCA  
SICAV-SIF  
BY: BLUEMOUNTAIN MONTENVERS GP S.à r.l.

By: /s/ PAUL FRIEDMAN  
Name: Paul Friedman, Authorized Person

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement; *provided, however*, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

**JOINT FILING AGREEMENT**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that it knows or has reason to believe that such information is inaccurate.

DATED: December 21, 2017

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BLUEMOUNTAIN TIMBERLINE LTD.

By: /s/ ANDREW FELDSTEIN  
Name: Andrew Feldstein, Director

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