

**LAYNE CHRISTENSEN CO**  
Filed by  
**HIGHBRIDGE CAPITAL MANAGEMENT LLC**

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

Filed 02/14/17

|             |  |
|-------------|--|
| Address     | 1800 HUGHES LANDING BLVD., STE. 700<br>THE WOODLANDS, TX 77380 |
| Telephone   | 281-475-2600   |
| CIK         | 0000888504   |
| Symbol      | LAYN   |
| SIC Code    | 1700 - Construction - Special Trade Contractors                |
| Industry    | Construction & Engineering                                     |
| Sector      | Industrials  |
| Fiscal Year | 01/31  |

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Layne Christensen Company  
(Name of Issuer)

Common Stock, par value \$0.01 par value  
(Title of Class of Securities)

521050104  
(CUSIP Number)

December 31, 2016  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 5 Pages)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

|   |  |  |
|---|--|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS<br>Highbridge Capital Management, LLC   |  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>  |  |
| <b>3</b>  | SEC USE ONLY   |  |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>State of Delaware  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <b>5</b>   | SOLE VOTING POWER<br>0   |
|   | <b>6</b>   | SHARED VOTING POWER<br>2,649,571 shares of Common Stock issuable upon conversion of convertible notes (see Item 4)*      |
|   | <b>7</b>   | SOLE DISPOSITIVE POWER<br>0  |
|   | <b>8</b>   | SHARED DISPOSITIVE POWER<br>2,649,571 shares of Common Stock issuable upon conversion of convertible notes (see Item 4)* |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,649,571 shares of Common Stock issuable upon conversion of convertible notes (see Item 4)* |  |
| <b>10</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>  |  |
| <b>11</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>9.99% (see Item 4)*   |  |
| <b>12</b>   | TYPE OF REPORTING PERSON<br>IA, OO   |  |

\* As more fully described in Item 4, the reported securities are subject to a 9.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon the conversion in full of the reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

|   |  |  |
|---|--|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS<br>Highbridge International LLC   |  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>                                  |  |
| <b>3</b>  | SEC USE ONLY   |  |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands, British West Indies  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <b>5</b>   | SOLE VOTING POWER<br>0   |
|   | <b>6</b>   | SHARED VOTING POWER<br>2,042,734 shares of Common Stock issuable upon conversion of convertible notes      |
|   | <b>7</b>   | SOLE DISPOSITIVE POWER<br>0  |
|   | <b>8</b>   | SHARED DISPOSITIVE POWER<br>2,042,734 shares of Common Stock issuable upon conversion of convertible notes |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>2,042,734 shares of Common Stock issuable upon conversion of convertible notes |  |
| <b>10</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>  |  |
| <b>11</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>9.35%   |  |
| <b>12</b>   | TYPE OF REPORTING PERSON<br>OO   |  |

This Amendment No. 2 (this "Amendment No. 2") amends the statement on Schedule 13G filed with the Securities and Exchange Commission (the "SEC") on March 13, 2015 (the "Original Schedule 13G") as amended by Amendment No. 1 filed with the SEC on February 16, 2016 ("Amendment No. 1" and together with the Original Schedule 13G and this Amendment No. 2, the "Schedule 13G"), with respect to the shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Layne Christensen Company, a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 1(b) and 4 in their entirety as set forth below.

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 1800 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

**Item 4. OWNERSHIP .**

(a) Amount beneficially owned:

As of December 31, 2016, (i) Highbridge International LLC may be deemed to beneficially own 2,042,734 shares of Common Stock issuable upon conversion of convertible notes and (ii) Highbridge Capital Management, LLC, as the trading manager of Highbridge International LLC and Highbridge Tactical Credit & Convertibles Master Fund, L.P. (collectively, the "Highbridge Funds") may be deemed to be the beneficial owner of 2,649,571 shares of Common Stock issuable upon conversion of the convertible notes held by Highbridge International LLC and Highbridge Tactical Credit & Convertibles Master Fund, L.P.

(b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 19,804,526 shares of Common Stock reported to be outstanding as of November 25, 2016 in the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2016 filed with the SEC on December 8, 2016 and assumes the conversion of the convertible notes (the "Reported Securities") held by Highbridge International LLC and Highbridge Tactical Credit & Convertibles Master Fund, L.P., subject to the 9.99% Blocker (as defined below). Therefore, as of December 31, 2016, (i) Highbridge International LLC may be deemed to beneficially own approximately 9.35% of the outstanding shares of Common Stock of the Company and (ii) Highbridge Capital Management, LLC may be deemed to beneficially own approximately 9.99% of the outstanding shares of Common Stock of the Company.

Pursuant to the terms of the Reported Securities, the Reporting Persons cannot convert any of the Reported Securities if the Reporting Persons would beneficially own, after any such conversion, more than 9.99% of the outstanding shares of Common Stock (the "9.99% Blocker") and the percentage set forth in Row (11) of the cover page for each Reporting Person gives effect to the 9.99% Blocker. Consequently, at this time, Highbridge Capital Management, LLC is not able to convert all of such Reported Securities due to the 9.99% Blocker.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of Common Stock issuable upon conversion of the convertible notes held by the Highbridge Funds.

**SIGNATURES**

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

DATED: February 14, 2017

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ John Oliva  
Name: John Oliva  
Title: Managing Director

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management, LLC  
its Trading Manager

By: /s/ John Oliva  
Name: John Oliva  
Title: Managing Director