

MANITOWOC CO INC  
Form SC 13G/A  
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**The Manitowoc Company, Inc.**  
(Name of Issuer)

**Common Stock, par value \$.01**  
(Title of Class of Securities)

**563571405**  
(CUSIP Number)

**December 31, 2018**  
(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

o Rule 13d-1(d)

\*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).

CUSIP  
No 563571405

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

Ryan Heslop

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)   
(b)

3. SEC USE  
ONLY

CITIZENSHIP  
4. OR PLACE  
OF  
ORGANIZATION

United States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

SOLE  
5. VOTING  
POWER

0

SHARED  
6. VOTING  
POWER

3,371,603

SOLE  
7. DISPOSITIVE  
POWER

0

SHARED  
8. DISPOSITIVE  
POWER

3,371,603

AGGREGATE  
AMOUNT  
9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,371,603

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
10. ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
11. REPRESENTED  
BY  
AMOUNT IN  
ROW (9)

9.5%<sup>1</sup>

12. TYPE OF  
REPORTING  
PERSON

(SEE  
INSTRUCTIONS)

IN

<sup>1</sup>Based on 35,585,950 shares of Common Stock of the Company outstanding as of September 30, 2018.

CUSIP  
No 563571405

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

Ariel  
Warszawski

CHECK THE  
APPROPRIATE BOX  
2. IF A MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

CITIZENSHIP  
4. OR PLACE OF  
ORGANIZATION

United States

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE VOTING  
POWER

0

SHARED  
6. VOTING  
POWER

3,371,603

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

3,371,603

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,371,603

CHECK BOX IF  
THE  
AGGREGATE  
AMOUNT IN

10. ROW (9)  
EXCLUDES  
CERTAIN  
SHARES (SEE  
INSTRUCTIONS)

0

PERCENT OF  
CLASS

11. REPRESENTED  
BY AMOUNT  
IN ROW (9)

9.5%<sup>2</sup>

TYPE OF  
REPORTING

12. PERSON (SEE  
INSTRUCTIONS)

IN

<sup>2</sup>Based on 35,585,950 shares of Common Stock of the Company outstanding as of September 30, 2018.



CUSIP No 563571405

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Firefly Value Partners, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,371,603

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,371,603

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,371,603

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5%<sup>3</sup>

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN, IA

<sup>3</sup>Based on 35,585,950 shares of Common Stock of the Company outstanding as of September 30, 2018.

CUSIP No 563571405

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FVP GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,371,603

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,371,603

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,371,603

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5%<sup>4</sup>

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

<sup>4</sup>Based on 35,585,950 shares of Common Stock of the Company outstanding as of September 30, 2018.

CUSIP No 563571405

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Firefly Management Company GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,371,603

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,371,603

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,371,603

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5%<sup>5</sup>

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

<sup>5</sup>Based on 35,585,950 shares of Common Stock of the Company outstanding as of September 30, 2018.

CUSIP No 563571405

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FVP Master Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,371,603

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,371,603

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,371,603

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5%<sup>6</sup>

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

<sup>6</sup>Based on 35,585,950 shares of Common Stock of the Company outstanding as of September 30, 2018.



CUSIP No 563571405

Item 1. (a). The name of the issuer is The Manitowoc Company, Inc. (the “Issuer”).

(b). The principal executive office of the Issuer is located at 11270 West Park Place, Suite 1000, Milwaukee, Wisconsin 53224.

This Schedule 13G (this “Statement”) is being filed by: (i) FVP Master Fund, L.P., a Cayman Islands exempted limited partnership (“FVP Master Fund”), (ii) Firefly Value Partners, LP, a Delaware limited partnership (“Firefly Partners”), which serves as the investment manager of FVP Master Fund, (iii) FVP GP, LLC, a Delaware limited liability company (“FVP GP”), which serves as the general partner of FVP Master Fund, (iv) Firefly Management Company GP, LLC, a Delaware limited liability company (“Firefly Management”), which serves as the general partner of Firefly Partners, and (v) Messrs. Ryan Heslop and Ariel Warszawski, the managing members of FVP GP and Firefly Management (all of the foregoing, collectively, “Reporting Persons”). FVP Master Fund is a private investment vehicle formed for the purpose of investing and trading in a wide variety of securities and financial instruments. FVP Master Fund directly owns all of the shares reported in this Statement. Messrs. Heslop and Warszawski, Firefly Partners, Firefly Management and FVP GP may be deemed to share with FVP Master Fund voting and dispositive power with respect to such shares.

Item 2. (a).

(b). The Principal Business Office of FVP Master Fund is:

c/o dms Corporate Services, Ltd.

P.O. Box 1344

dms House

20 Genesis Close

Grand Cayman, KY1-1108

Cayman Islands

The Principal Business Office of Messrs. Heslop and Warszawski, Firefly Partners, FVP GP and Firefly Management is:

601 West 26<sup>th</sup> Street, Suite 1520, New York, NY 10001

(c) For citizenship information see item 4 of the cover sheet of each Reporting Person.

(d). This Statement relates to the Common Stock, par value \$.01 of the Issuer.

(e). CUSIP Number:

563571405

Item 3. If this Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J);

Item 4. Ownership.

See Items 5-9 and 11 on the cover page for each Reporting Person, and Item 2. The percentage ownership of each Reporting Person is based on 35,585,949 shares of Common Stock outstanding as of September 30, 2018, as reported in the Issuer's quarterly report on Form 10-Q filed on November 6, 2018.

Item 5. 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 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item  
8. Identification and Classification of Members of the Group.

Not applicable.

Item  
9. Notice of Dissolution of Group.

Not applicable

Item  
10. Certification.

(a) Not applicable.

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

SIGNATURE

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

February 14, 2019  
(Date)

By: /s/ Ryan Heslop  
(Signature)

Ariel Warszawski

Firefly Value Partners, LP

FVP GP, LLC

Firefly Management Company,  
GP LLC

FVP Master Fund, L.P.

By: /s/Ariel Warszawski

Ariel Warszawski, for himself and as Managing  
Member of FVP GP (for itself and as general partner  
of FVP Master Fund) and Firefly Management  
(for itself and as general partner of Firefly Partners)

**EXHIBIT INDEX**

| Exhibit No. | Document  |
|-------------|---|
| 99.1        | Joint Filing Agreement, dated February 14, 2019, among Ryan Heslop, Ariel Warszawski, Firefly Value Partners, LP, FVP GP, LLC, Firefly Management Company GP, LLC and FVP Master Fund, L.P. to file this joint statement on Schedule 13G. |