

EnergySolutions, Inc.
Form SC 13D/A
April 05, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

EnergySolutions, Inc.
(Name of Issuer)

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

292756202
(CUSIP Number)

Steven J. Pully

Carlson Capital, L.P.

2100 McKinney Avenue

Dallas, TX 75201

(214) 932-9600

with a copy to:

David E. Rosewater

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

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

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April 5, 2013

(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), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 11 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 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).

| | | |
|---|---|---|
| | | NAME OF REPORTING PERSON |
| 1 | | Double Black Diamond Offshore Ltd. |
| | | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP |
| 2 | | MEMBER OF (b) A GROUP |
| 3 | | SEC USE ONLY SOURCE OF FUNDS |
| 4 | | WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 6 | | Cayman Islands |
| | | SOLE VOTING POWER |
| 7 | | 0 SHARED VOTING POWER |
| | 8 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | 9 | 5,255,880 shares of Common Stock SOLE DISPOSITIVE POWER |
| | | 0 |

| | |
|----|---|
| | SHARED DISPOSITIVE POWER |
| 10 | 5,255,880 shares of Common Stock |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| | 5,255,880 shares of Common Stock |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 5.8% TYPE OF REPORTING PERSON |
| | CO |

| | |
|----|--|
| | NAME OF REPORTING PERSON |
| 1 | Black Diamond Offshore Ltd. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP |
| 2 | |
| 3 | SEC USE ONLY SOURCE OF FUNDS |
| 4 | WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION |
| 5 | |
| 6 | Cayman Islands |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | SOLE VOTING POWER |
| | 0 SHARED VOTING POWER |
| 8 | 420,414 shares of Common Stock |
| | SOLE DISPOSITIVE POWER |
| 9 | |
| | 0 SHARED DISPOSITIVE |
| 10 | |

POWER

420,414 shares
of Common
Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12 420,414 shares of
Common Stock
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..

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

14 0.5%
TYPE OF REPORTING
PERSON

CO

| | |
|----|--|
| | NAME OF REPORTING PERSON |
| 1 | Black Diamond Thematic Offshore Ltd. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP |
| 2 | |
| 3 | SEC USE ONLY SOURCE OF FUNDS |
| 4 | WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION |
| 5 | |
| 6 | Cayman Islands |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | SOLE VOTING POWER |
| | 0 SHARED VOTING POWER |
| 8 | 3,258,293 shares of Common Stock |
| | SOLE DISPOSITIVE POWER |
| 9 | |
| | 0 SHARED DISPOSITIVE |
| 10 | |

POWER

3,258,293
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

3,258,293 shares of
Common Stock

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..

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

14 3.6%
TYPE OF REPORTING
PERSON

CO

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | Carlson Capital, L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP |
| 3 | SEC USE ONLY SOURCE OF FUNDS |
| 4 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 6 | Delaware |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| 8 | SOLE VOTING POWER 0 SHARED VOTING POWER |
| 9 | 8,934,587 shares of Common Stock SOLE DISPOSITIVE POWER |
| 10 | 0 SHARED DISPOSITIVE POWER |

| | |
|----|--|
| | 8,934,587 shares of Common Stock |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 8,934,587 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 9.8% TYPE OF REPORTING PERSON PN; IA |

| | |
|----|---|
| | NAME OF REPORTING PERSON |
| 1 | Asgard Investment Corp. |
| | II |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP |
| 2 | |
| 3 | SEC USE ONLY SOURCE OF FUNDS |
| 4 | |
| | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | SOLE VOTING POWER |
| | 0 |
| | SHARED VOTING POWER |
| 8 | |
| | 8,934,587 shares of Common Stock |
| | SOLE DISPOSITIVE POWER |
| 9 | |
| | 0 |
| 10 | SHARED DISPOSITIVE |

POWER

8,934,587
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

8,934,587 shares of
Common Stock

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..

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

14 9.8%
TYPE OF REPORTING
PERSON

CO

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | Asgard Investment Corp. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP |
| 3 | SEC USE ONLY SOURCE OF FUNDS |
| 4 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | SOLE VOTING POWER |
| 8 | 0 |
| 9 | SHARED VOTING POWER |
| | 8,934,587 shares of Common Stock |
| 10 | SOLE DISPOSITIVE POWER |
| | 0 |
| | SHARED DISPOSITIVE POWER |

| | |
|----|--|
| | 8,934,587 shares of Common Stock |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 8,934,587 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 9.8% TYPE OF REPORTING PERSON CO |

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | Clint D. Carlson |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP |
| 3 | SEC USE ONLY SOURCE OF FUNDS |
| 4 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |
| 5 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | SOLE VOTING POWER |
| 8 | 0 |
| | SHARED VOTING POWER |
| 9 | 8,934,587 shares of Common Stock |
| | SOLE DISPOSITIVE POWER |
| 10 | 0 |
| | SHARED DISPOSITIVE POWER |

8,934,587
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

8,934,587 shares of
Common Stock
CHECK IF THE
AGGREGATE
AMOUNT IN
12 ROW (11) ..
EXCLUDES
CERTAIN
SHARES
13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

9.8%
14 TYPE OF REPORTING
PERSON

IN

CUSIP No. 292756202 SCHEDULE 13D/A Page 9 of 11 Pages

This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on January 10, 2013 (the "Original Schedule 13D") and Amendment No. 1 to the Original Schedule 13D filed with the SEC on February 21, 2013 ("Amendment No. 1" and together with the Original Schedule 13D and this Amendment No. 2, the "Schedule 13D") with respect to shares of common stock, par value \$0.01 per share (the "Common Stock"), of EnergySolutions, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 4 and 5 as set forth below.

Item
4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Based on discussions with ECP and the announcement by ECP to acquire shares of the Issuer's outstanding Common Stock for \$4.15 per share (representing an increase of \$.40 per share from ECP's original offer price) pursuant to an amendment to the Agreement and Plan of Merger, dated as of April 5, 2013, the Reporting Persons now intend to support the proposed Merger on its current terms.

Item
5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a)-(c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) and (b)

The Reporting Persons may be deemed to beneficially own in the aggregate 8,934,587 shares of Common Stock. Based upon a total of 91,082,203 shares of Common Stock outstanding as of March 11, 2013, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2013, the Reporting Persons' shares represent approximately 9.8% of the outstanding shares of Common Stock.

Carlson Capital, Asgard II, Asgard I and Mr. Carlson have the power to vote and direct the disposition of (i) the 5,255,880 shares of Common Stock reported herein as owned by Double Offshore, (ii) the 420,414 shares of Common Stock reported herein as owned by Offshore, and (iii) the 3,258,293 shares of Common Stock reported herein as owned by Thematic.

(c) There have been no transactions in the Common Stock effected by the Reporting Persons since the filing of Amendment No. 1.

SIGNATURES

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

Date: April 5, 2013

DOUBLE BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

BLACK DIAMOND THEMATIC OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

CARLSON CAPITAL, L.P.

/s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

ASGARD INVESTMENT CORP. II

/s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

ASGARD INVESTMENT CORP.

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

By: /s/ Clint D. Carlson

Name: Clint D. Carlson