

ISCO INTERNATIONAL INC

Form 4

May 21, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIOTT ASSOCIATES, L.P.2. Issuer Name and Ticker or Trading
Symbol
ISCO INTERNATIONAL INC
[ISOO]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

712 FIFTH AVE

(Street)

NEW YORK, NY 10019

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/20094. If Amendment, Date Original
Filed(Month/Day/Year)____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title a Underly (Instr. 3)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
9 1/2% Secured Convertible Note	\$ 0.2	05/19/2009 ⁽¹⁾⁽²⁾⁽³⁾	H ⁽¹⁾⁽²⁾⁽³⁾			\$ 1,350,000	08/22/2008	08/01/2010	Comm Stock
7% Senior Secured Convertible Note	\$ 0.18	05/19/2009 ⁽¹⁾⁽²⁾⁽³⁾	H ⁽¹⁾⁽²⁾⁽³⁾			\$ 2,375,000	12/27/2007	08/01/2009	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT ASSOCIATES, L.P. 712 FIFTH AVE NEW YORK, NY 10019		X		

Signatures

Elliot Greenberg, VP of Braxton Associates, Inc., as GP of Elliott Capital Advisors, L.P., as GP of Elliott Associates, L.P.

05/21/2009

Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) As previously reported by ISCO International, Inc. (the "Company"), including in its Form 8-K filed on May 20, 2009, as of April 30, 2009, the Company had approximately \$25.2 million in outstanding indebtedness due and owing to Manchester Securities Corporation ("Manchester"), a wholly-owned subsidiary of Elliott Associates, L.P., and one other lender. On May 1, 2009, Manchester together with such other lender to the Company (collectively, the "Lenders") delivered a notice of default to the Company, in which the Lenders declared the entire outstanding amount of indebtedness immediately due and payable. Pursuant to the terms of the various loan documents, the indebtedness was secured by a lien on all of the Company's assets.

(2) On May 19, 2009, the Lenders conducted a public foreclosure sale pursuant to Article 9 of the New York Uniform Commercial Code (the "Asset Sale"). The Lenders formed a Delaware limited liability company, ISCO International, LLC (the "Purchaser"), to bid on the Company's assets in the Asset Sale. In connection with the formation of the Purchaser, Manchester assigned to the Purchaser \$1,350,000 principal amount of 9 1/2 Secured Convertible Notes and \$2,375,000 principal amount of 7% Senior Secured Convertible Notes (collectively, the "Assigned Notes").

(3) Manchester received a 43% membership interest in the Purchaser. At the Asset Sale, Purchaser purchased substantially all of the assets of the Company by issuing a successful credit bid of \$10 million consisting of secured obligations of the Company, including the Assigned Notes. As a result of the credit bid, the principal amount of the Assigned Notes was retired and such principal portion of the Assigned Notes is no longer convertible into the Company's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.