

ENERGY PARTNERS LTD
Form SC 13D/A
April 21, 2010

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)

ENERGY PARTNERS, LTD.
(Name of Issuer)

Common Stock, par value \$0.001
(Title and Class of Securities)

29270U303
(CUSIP Number)

Daniel Gosselin
The K2 Principal Fund, L.P.
444 Adelaide Street West, Suite 200
Toronto, Canada A6 M5V 1S7
Telephone Number: (416) 865-2732
Facsimile Number: (416) 703-4443

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

April 13, 2010
(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), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 (the "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).

(Continued on following pages)
(Page 1 of 9 Pages)

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

THE K2 PRINCIPAL FUND, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3 SEC USE ONLY

4. SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ..
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
ONTARIO, CANADA

7 SOLE VOTING POWER
-0-

NUMBER OF SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER
2,707,670

EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
2,707,670

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,707,670

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.8%

14 TYPE OF REPORTING PERSON
PN

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

K2 GENPAR L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..
(b) ..

3 SEC USE ONLY

4. SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ..
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
ONTARIO, CANADA

	7	SOLE VOTING POWER
		-0-
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY		2,707,670
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH REPORTING		-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER
		2,707,670

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,707,670

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%

14 TYPE OF REPORTING PERSON
PN

- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- K2 GENPAR 2009 INC.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
- 3 SEC USE ONLY
4. SOURCE OF FUNDS
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
ONTARIO, CANADA
- | | | |
|------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | -0- |
| NUMBER OF SHARES | 8 | SHARED VOTING POWER |
| BENEFICIALLY | | 2,707,670 |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH REPORTING | | -0- |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 2,707,670 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,707,670
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%
- 14 TYPE OF REPORTING PERSON
CO
-

- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- SHAWN KIMEL
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
- 3 SEC USE ONLY
4. SOURCE OF FUNDS
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
CANADA
- | | | |
|------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES | | -0- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 2,707,670 |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON WITH | | -0- |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 2,707,670 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,707,670
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%
- 14 TYPE OF REPORTING PERSON
IN
-

- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- SHAWN KIMEL INVESTMENTS, INC.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
- 3 SEC USE ONLY
4. SOURCE OF FUNDS
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
ONTARIO, CANADA
- | | | |
|------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | -0- |
| NUMBER OF SHARES | 8 | SHARED VOTING POWER |
| BENEFICIALLY | | 2,707,670 |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH REPORTING | | -0- |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 2,707,670 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,707,670
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.8%
- 14 TYPE OF REPORTING PERSON
CO
-

This Amendment No. 3 to Schedule 13D modifies and supplements the Schedule 13D initially filed on October 2, 2009, as amended by Amendment No. 1 to the Schedule 13D filed on February 22, 2010 and Amendment No. 2 to the Schedule 13D filed on March 15, 2010 (as amended, the "Statement"), with respect to the common stock, par value \$0.001 per share (the "Common Stock"), of Energy Partners, Ltd. (the "Company"). Except to the extent supplemented by the information contained in this Amendment No. 3, the Statement, as amended as provided herein, remains in full force and effect. Capitalized terms used but not defined herein have the respective meanings ascribed to them in the Statement.

As of January 1, 2010, in connection with an internal reorganization, K2 GenPar, Inc. was replaced as general partner of the Fund by K2 GenPar L.P., an Ontario limited partnership (the "New GP"). The general partner of the New GP is K2 GenPar 2009 Inc., an Ontario corporation ("GenPar 2009"), which is a wholly-owned subsidiary of SKI. This Amendment No. 3 is being filed to fulfill the reporting requirements of New GP and GenPar 2009.

Item 2. Identity and Background

GP and Management are hereby replaced by New GP and GenPar 2009 as Reporting Persons with regard to this Statement.

Item 5. Interest in Securities of the Issuer

Since the date of Amendment No. 2, the Reporting Persons sold an aggregate of 401,967 shares of Common Stock in open market transactions at an average price of \$13.49339 per share. These transactions in the aggregate comprise more than one percent of the shares of Common Stock of the Company (on the basis of 40,041,334 shares of Common Stock issued and outstanding as of March 8, 2010 as reported in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2010) and were effected on the following dates for the following average price per share:

Date	Total Shares Sold	Average Price per Share
April 13, 2010	82,050	\$13.7345
April 12, 2010	80,280	\$13.7037
April 9, 2010	63,419	\$13.4472
April 8, 2010	24,065	\$13.4858
April 7, 2010	3,527	\$13.5148
April 7, 2010	100,000	\$13.45
April 6, 2010	900	\$13.69
April 6, 2010	25,000	\$13.7062
April 6, 2010	18,250	\$13.7017
	4,476	\$12.5

April 1,
2010

As a result of the purchases described above, the aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons including New GP and GenPar 2009, as of the date hereof are as follows:

The K2 Principal Fund, L.P.

(a) Amount beneficially owned:	2,707,670	Percent of class: 6.8%
(b) Number of shares as to which the person has:		
(i) Sole power to vote or direct the vote:		0
(ii) Shared power to vote or direct the vote:		2,707,670
(iii) Sole power to dispose or direct the disposition of:		0
(iv) Shared power to dispose or direct the disposition of:		2,707,670

K2 GenPar L.P.

(a) Amount beneficially owned:	2,707,670	Percent of class: 6.8%
(b) Number of shares as to which the person has:		
(i) Sole power to vote or direct the vote:		0
(ii) Shared power to vote or direct the vote:		2,707,670
(iii) Sole power to dispose or direct the disposition of:		0
(iv) Shared power to dispose or direct the disposition of:		2,707,670

CUSIP No. 29270U303

Schedule 13D/A

Page 8 of 9 Pages

K2 GenPar 2009 Inc.

(a) Amount beneficially owned:	2,707,670	Percent of class: 6.8%
(b) Number of shares as to which the person has:		
(i) Sole power to vote or direct the vote:		0
(ii) Shared power to vote or direct the vote:		2,707,670
(iii) Sole power to dispose or direct the disposition of:		0
(iv) Shared power to dispose or direct the disposition of:		2,707,670

Shawn Kimel

(a) Amount beneficially owned:	2,707,670	Percent of class: 6.8%
(b) Number of shares as to which the person has:		
(i) Sole power to vote or direct the vote:		0
(ii) Shared power to vote or direct the vote:		2,707,670
(iii) Sole power to dispose or direct the disposition of:		0
(iv) Shared power to dispose or direct the disposition of:		2,707,670

Shawn Kimel Investments, Inc.

(a) Amount beneficially owned:	2,707,670	Percent of class: 6.8%
(b) Number of shares as to which the person has:		
(i) Sole power to vote or direct the vote:		0
(ii) Shared power to vote or direct the vote:		2,707,670
(iii) Sole power to dispose or direct the disposition of:		0
(iv) Shared power to dispose or direct the disposition of:		2,707,670

As of the date hereof, after giving effect to the sales of Common Stock described above, the Fund beneficially owns 2,707,670 shares, representing approximately 6.8% of the Company's outstanding shares. The Fund's sole general partner is the New GP and the general partner of the New GP is GenPar 2009, the wholly-owned subsidiary of SKI. 100% of SKI is owned by Kimel. Therefore, each of the New GP, GenPar 2009, SKI, and Kimel may be deemed to beneficially own, in the aggregate, 2,707,670 shares, representing approximately 6.8% of the Company's outstanding shares. As a result of the internal reorganization described above, GP and Management no longer beneficially own any outstanding shares of the Company.

Except as set forth in this Amendment No. 3, the Reporting Persons have not effected any transactions in the Common Stock since the filing of Amendment No. 2 to this Schedule 13D.

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.

Dated: April 20, 2010

THE K2 PRINCIPAL FUND, L.P.

By: K2 GENPAR L.P., its General
Partner

By: K2 GENPAR 2009 INC., its General
Partner

By: /s/ Shawn Kimel
Shawn Kimel
President

K2 GENPAR, L.P.

By: K2 GENPAR 2009 INC., its General
Partner

By: /s/ Shawn Kimel
Shawn Kimel
President

K2 GENPAR 2009 INC.

By: /s/ Shawn Kimel
Shawn Kimel
President

SHAWN KIMEL INVESTMENTS, INC.

By: /s/ Shawn Kimel
Shawn Kimel
President

/s/ Shawn Kimel
Shawn Kimel, in his individual capacity
