

Rosetta Resources Inc.
Form SC 13G
November 06, 2014

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

SCHEDULE
13G
(Rule
13d-102)

**Information
Statement
Pursuant
to Rules
13d-1 and
13d-2
Under the
Securities
Exchange
Act of
1934
(Amendment
No. __)***

Rosetta
Resources Inc.
(Name of
Issuer)

Common stock,
par value \$0.001
per share
(Title of Class of
Securities)

77779307
(CUSIP Number)

Edgar Filing: Rosetta Resources Inc. - Form SC 13G

October 31, 2014

Date of
Event
Which
Requires
Filing of
the
Statement

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

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

Cusip No. 777779307 **13G** Page 2 of 10 Pages

NAME OF
1. REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

**Citadel Advisors
LLC**

CHECK THE
APPROPRIATE
2. BOX IF A
MEMBER OF A
GROUP

(a) ..
(b) ..

3. SEC USE ONLY

CITIZENSHIP OR
4. PLACE OF
ORGANIZATION
Delaware

| | | |
|--|-----------------------------|-------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER | 0 |
| | 6. SHARED VOTING POWER | 3,858,887 shares |
| | 7. SOLE DISPOSITIVE POWER | 0 |
| | 8. SHARED DISPOSITIVE POWER | See Row 6 above |

9. AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
See Row 6 above

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

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

6.3%¹

12. TYPE OF REPORTING
PERSON
IA; OO; HC

The percentages reported in this Schedule 13G are based upon 61,489,705 shares of common stock outstanding as of October 24, 2014 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on November 3, 2014).

Cusip No. 777779307 **13G** Page 3 of 10 Pages

NAME OF
1. REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

**Citadel Advisors
Holdings II LP**

CHECK THE
APPROPRIATE
2. BOX IF A
MEMBER OF A
GROUP
(a) ..
(b) ..

3. SEC USE ONLY

CITIZENSHIP OR
4. PLACE OF
ORGANIZATION
Delaware

| | | |
|--|---------------------------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER 0 | 6. SHARED VOTING POWER 3,858,887 shares |
| | 7. SOLE DISPOSITIVE POWER 0 | 8. SHARED DISPOSITIVE POWER See Row 6 above |

9.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
See Row 6 above

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

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

6.3%

12. TYPE OF REPORTING
PERSON
PN; HC

Cusip No. 777779307 **13G** Page 4 of 10 Pages

NAME OF
1. REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

Citadel GP LLC

CHECK THE
APPROPRIATE
2. BOX IF A
MEMBER OF A
GROUP
(a) ..
(b) ..

3. SEC USE ONLY

CITIZENSHIP OR
4. PLACE OF
ORGANIZATION
Delaware

| | | |
|--|-----------------------------|-------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER | 0 |
| | 6. SHARED VOTING POWER | 3,916,940 shares |
| | 7. SOLE DISPOSITIVE POWER | 0 |
| | 8. SHARED DISPOSITIVE POWER | See Row 6 above |
| | 9. AGGREGATE AMOUNT | |
| | | |
| | | |
| | | |

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
See Row 6 above

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

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

6.4%

12. TYPE OF REPORTING
PERSON
OO; HC

Cusip No. 777779307 **13G** Page 5 of 10 Pages

NAME OF
1. REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

Kenneth Griffin

CHECK THE
APPROPRIATE
2. BOX IF A
MEMBER OF A
GROUP
(a) ..
(b) ..

3. SEC USE ONLY

CITIZENSHIP OR
4. PLACE OF
ORGANIZATION
U.S. Citizen

| | |
|--|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER 0 |
| | 6. SHARED VOTING POWER 3,916,940 shares |
| | 7. SOLE DISPOSITIVE POWER 0 |
| | 8. SHARED DISPOSITIVE POWER See Row 6 above |

9. AGGREGATE
AMOUNT
BENEFICIALLY

OWNED BY EACH
REPORTING PERSON
See Row 6 above

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

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

6.4%

12. TYPE OF REPORTING
PERSON
IN; HC

Cusip No. 777779307 13G Page 6 of 10 Pages

**Item
1(a) Name of Issuer**

Rosetta Resources Inc.

**Item
1(b) Address of Issuer's Principal Executive Offices**

1111 Bagby Street, Suite 1600, Houston, Texas 77002

**Item
2(a) Name of Person Filing**

This Schedule 13G is being jointly filed by Citadel Advisors LLC ("Citadel Advisors"), Citadel Advisors Holdings II LP ("CAH2"), Citadel GP LLC ("CGP") and Mr. Kenneth Griffin (collectively with Citadel Advisors, CAH2 and CGP, the "Reporting Persons") with respect to shares of common stock (and options to purchase common stock) of the above-named issuer owned by Citadel Global Equities Master Fund Ltd., a Cayman Islands limited company ("CG"), Surveyor Capital Ltd., a Cayman Islands limited company ("SC"), and Citadel Securities LLC, a Delaware limited liability company ("Citadel Securities").

Citadel Advisors is the portfolio manager for CG and SC. CAH2 is the managing member of Citadel Advisors. CALC III LP, a Delaware limited partnership ("CALC3"), is the non-member manager of Citadel Securities. CGP is the general partner of CALC3 and CAH2. Mr. Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CGP.

The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

**Item
2(b) Address of Principal Business Office**

The address of the principal business office of each of the Reporting Persons is c/o Citadel LLC, 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

**Item
2(c) Citizenship**

Each of Citadel Advisors and CGP is organized as a limited liability company under the laws of the State of Delaware. CAH2 is organized as a limited partnership under the laws of the State of Delaware. Mr. Griffin is a U.S. citizen.

**Item
2(d) Title of Class of Securities**

Common stock, \$0.001 par value

**Item
2(e) CUSIP Number**

777779307

Cusip No. 777779307 **13G** Page 7 of 10 Pages

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

(a) Broker or dealer registered under Section 15 of the Exchange Act;

(b) Bank as defined in Section 3(a)(6) of the Exchange Act;

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;

(d) Investment company registered under Section 8 of the Investment Company Act;

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with Rule 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 association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:
_____.

Item 4 Ownership

A. Citadel Advisors LLC

(a) Citadel Advisors may be deemed to beneficially own 3,858,887 shares of Common Stock.

(b) The number of shares Citadel Advisors may be deemed to beneficially own constitutes approximately 6.3% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 3,858,887

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 3,858,887

Cusip No. 777779307 **13G** Page 8 of 10 Pages

B. Citadel Advisors Holding II LP

(a) CAH2 may be deemed to beneficially own 3,858,887 shares of Common Stock.

(b) The number of shares CAH2 may be deemed to beneficially own constitutes approximately 6.3% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 3,858,887

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 3,858,887

C. Citadel GP LLC and Kenneth Griffin

(a) CGP and Griffin may be deemed to beneficially own 3,916,940 shares of Common Stock.

(b) The number of shares CGP and Griffin may be deemed to beneficially own constitutes approximately 6.4% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 3,916,940

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 3,916,940

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 5 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

See Item 2 above

Item 8 Identification and Classification of Members of the Group

Not Applicable

Cusip No. 777779307 **13G** Page 9 of 10 Pages

Item 9 Notice of Dissolution of Group

Not Applicable

Item 10 Certification

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.

Cusip No. 777779307 **13G** Page 10 of 10 Pages

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

Dated this 6th day of November, 2014.

CITADEL ADVISORS LLC

CITADEL ADVISORS HOLDINGS II LP

By: /s/ Mark Polemeni By: /s/ Mark Polemeni

Mark Polemeni, Authorized Signatory

Mark Polemeni, Authorized Signatory

CITADEL GP LLC

KENNETH GRIFFIN

By: /s/ Mark Polemeni By: /s/ Mark Polemeni

Mark Polemeni, Authorized Signatory

Mark Polemeni, attorney-in-fact*

Mark Polemeni is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on January 18, 2013, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Advisors LLC on Schedule 13G for TiVo Inc.