

LSB INDUSTRIES INC
Form SC 13D/A
November 03, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 50)

LSB INDUSTRIES, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.10

(Title of Class of Securities)

5021600-10-4

(CUSIP Number)

with copies to:

Jack E. Golsen

16 South Pennsylvania

Oklahoma City, Oklahoma 73107

(405) 235-4546

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211 N. Robinson Ave., Suite 1700

Oklahoma City, Oklahoma 73102

(405) 272-5711

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

November 3, 2016

(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 which is the subject of his Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g) Rule 13d-1(b)(3) or (4), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. §240.13d-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 (Exchange 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).

(1) Names of Reporting Persons

I.R.S. Identification No. of above Persons (entities only)

Jack E. Golsen

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions)

Not applicable

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

USA

(7) Sole Voting Power

Number of

Shares

4,000

Beneficially (8) Shared Voting Power

Owned by

Each

2,805,716

(9) Sole Dispositive Power

Reporting

Person

4,000

With:

(10) Shared Dispositive Power

2,805,716

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

2,809,716

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

9.7% (1)

(14) Type of Reporting Person (See Instructions)

IN

(1) Calculated based on 28,852,158 shares of Common Stock outstanding, which consists of (i) 27,935,492 shares of Common Stock outstanding as of August 1, 2016, as reported in LSB Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, (ii) 666,666 shares of Common Stock issuable upon conversion of Series B Preferred Stock deemed to be beneficially owned by the Reporting Person, and (iii) 250,000 shares of Common Stock issuable upon conversion of Series D Preferred Stock deemed to be beneficially owned by the Reporting Person.

(1) Names of Reporting Persons

I.R.S. Identification No. of above Persons (entities only)

Barry H. Golsen

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions)

Not applicable

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

USA

(7) Sole Voting Power

Number of

Shares

2,744

Beneficially (8) Shared Voting Power

Owned by

Each

2,703,010

(9) Sole Dispositive Power

Reporting

Person

2,744

With:

(10) Shared Dispositive Power

2,703,010

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

2,705,754

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

9.4%(1)

(14) Type of Reporting Person (See Instructions)

IN

(1) Calculated based on 28,718,825 shares of Common Stock outstanding, which consists of (i) 27,935,492 shares of Common Stock outstanding as of August 1, 2016, as reported in LSB Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, (ii) 533,333 shares of Common Stock issuable upon conversion of Series B Preferred Stock deemed to be beneficially owned by the Reporting Person, and (iii) 250,000 shares of Common Stock issuable upon conversion of Series D Preferred Stock deemed to be beneficially owned by the Reporting Person.

(1) Names of Reporting Persons

I.R.S. Identification No. of above Persons (entities only)

Golsen Family, L.L.C. 20-8234753

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions)

Not applicable

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Oklahoma

(7) Sole Voting Power

Number of

Shares

Beneficially (8) Shared Voting Power

Owned by

Each 148,725
(9) Sole Dispositive Power

Reporting

Person 0

With: (10) Shared Dispositive Power

148,725

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

148,725

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

0.5% (1)

(14) Type of Reporting Person (See Instructions)

OO

(1) Calculated based on 28,068,825 shares of Common Stock outstanding, which consists of (i) 27,935,492 shares of Common Stock outstanding as of August 1, 2016, as reported in LSB Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, and (ii) 133,333 shares of Common Stock issuable upon conversion of Series B Preferred Stock deemed to be beneficially owned by the Reporting Person.

(1) Names of Reporting Persons

I.R.S. Identification No. of above Persons (entities only)

SBL, L.L.C. 73-1015226

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions)

Not applicable

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Oklahoma

(7) Sole Voting Power

Number of

Shares

0

Beneficially

(8) Shared Voting Power

Owned by

Each

2,413,287

(9) Sole Dispositive Power

Reporting

Person

0

With:

(10) Shared Dispositive Power

2,413,287

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

2,413,287

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

8.4%(1)

(14) Type of Reporting Person (See Instructions)

OO

(1) Calculated based on 28,718,825 shares of Common Stock outstanding, which consists of (i) 27,935,492 shares of Common Stock outstanding as of August 1, 2016, as reported in LSB Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, (ii) 533,333 shares of Common Stock issuable upon conversion of Series B Preferred Stock deemed to be beneficially owned by the Reporting Person, and (iii) 250,000 shares of Common Stock issuable upon conversion of Series D Preferred Stock deemed to be beneficially owned by the Reporting Person.

(1) Names of Reporting Persons

I.R.S. Identification No. of above Persons (entities only)

Golsen Petroleum Corporation

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

(3) SEC Use Only

(4) Source of Funds (See Instructions)

Not applicable

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

Oklahoma

(7) Sole Voting Power

Number of

Shares

0

Beneficially

(8) Shared Voting Power

Owned by

Each

417,288

(9) Sole Dispositive Power

Reporting

Person

0

With:

(10) Shared Dispositive Power

417,288

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

417,288

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

1.5%(1)

(14) Type of Reporting Person (See Instructions)

CO

(1) Calculated based on 28,068,825 shares of Common Stock outstanding, which consists of (i) 27,935,492 shares of Common Stock outstanding as of August 1, 2016, as reported in LSB Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, and (ii) 133,333 shares of Common Stock issuable upon conversion of Series B Preferred Stock deemed to be beneficially owned by the Reporting Person.

Introduction

This Amendment No. 50 to the Schedule 13D dated October 7, 1985 (as amended previously, the Schedule 13D), relating to the common stock, par value \$.10 per share (Common Stock) of LSB Industries, Inc., a Delaware corporation (the Company), is being filed jointly by Jack E. Golsen (J. Golsen), Barry H. Golsen (B. Golsen), Golsen Family, L.L.C., an Oklahoma limited liability company (GFLLC), SBL, L.L.C., an Oklahoma limited liability company (SBL), and Golsen Petroleum Corporation, an Oklahoma corporation (GPC)(each of J. Golsen, B. Golsen, GFLLC, SBL and GPC are referred to herein as a Reporting Person and collectively as the Reporting Persons), who may be deemed to beneficially own certain shares of the Common Stock of the Company. The principal executive offices of the Company are located at 16 South Pennsylvania Ave., Oklahoma City, Oklahoma 73107. Capitalized terms used but not otherwise defined in this Amendment No. 50 shall have the respective meanings ascribed to them in the Schedule 13D. Except as specifically provided herein, this Amendment No. 50 does not modify any of the information previously reported in the Schedule 13D.

Pursuant to the transactions described in Item 2 hereof, this Amendment 50 is being filed to report the following:

- (i) The departure of Steven J. Golsen and Linda F. Rappaport (together, the Departing Group Members) as members of the Golsen Group, the members of which previously reported as a group within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934 (the Exchange Act). As previously constituted, the Golsen Group consisted of the Departing Group Members and the Reporting Persons, who jointly reported under this Schedule 13D pursuant to a Joint Filing Statement dated September 20, 2007, filed as Exhibit 99.1 to Amendment No. 34 of the Schedule 13D, and a Joint Filing Statement dated December 29, 2008 and filed as Exhibit 99.2 to Amendment No. 38 of the Schedule 13D.
- (ii) The change in beneficial ownership of the Common Stock deemed to be beneficially owned by the Golsen Group as a result of (a) the departure of the Departing Group Members as members of the Golsen Group, as described in Item 2(a); and (b) the resignation of J. Golsen as sole trustee of certain trusts created for the benefit of the Departing Group Members and certain of J. Golsen 's grandchildren and great-grandchildren. As of November 3, 2016, the Reporting Persons may be deemed to beneficially own an aggregate of 3,102,183 shares of Common Stock, representing approximately 10.8% of the issued and outstanding shares of the Issuer 's Common Stock. The numbers shown on the preceding pages and in Item 5 below reflect multiple counting of certain shares since beneficial ownership of those shares is attributable to more than one Reporting Person by Rule 13d-3 under the Exchange Act, as further described in Item 5 below.

Item 1. Security and Issuer.

Item 1 of this Schedule 13D is unchanged.

Item 2. Identity and Background.

Item 2(a) of this Schedule 13D is hereby amended to remove each of the Departing Group Members as a filing person of this joint filing Schedule 13D and member of the Golsen Group. On November 3, 2016 (the Effective Date), each of the Departing Group Members, together with each of the Reporting Persons, executed a Notification of Departure from Group and Partial Termination of Joint Filing Statements (the Notification), pursuant to which the Departing Group Members represented that each such person, as of the Effective Date, was no longer acting together with each other or with any other person, including the Reporting Persons, for the purpose of acquiring, holding, voting or disposing of equity securities of the Company. As a result, as of the Effective Date, the Golsen Group consists of J. Golsen, B. Golsen, GFLLC, SBL and GPC. The Notification is attached hereto as Exhibit 99.2.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of this Schedule 13D is not applicable.

Item 4. Purpose of Transaction.

The information set forth in the Explanatory Note, Item 2 and Item 5 hereof is hereby incorporated by reference.

Item 5. Interest in Securities of the Issuer.

(a),(b) The table below sets forth the following information relating to the shares of Common Stock beneficially owned by each Reporting Person of the reporting group as of the filing date of this Amendment No. 50:

(i) the number of shares the Reporting Person has sole power to vote or direct the voting and sole power to dispose or to direct the disposition; (ii) the number of shares the Reporting Person has shared power to vote or direct the voting and shared power to dispose or to direct the disposition; (iii) the number of shares owned beneficially by the Reporting Person; and (iv) the percentage of outstanding Common Stock owned beneficially by the Reporting Person.

| Person | Shared Voting and | | Aggregate Amount | Percent ⁽⁶⁾ |
|------------------------------|-----------------------------------|--------------------------|--------------------------|-------------------------|
| | Sole Voting and Dispositive Power | Dispositive Power | | |
| Jack E. Golsen | 4,000 ⁽¹⁾ | 2,805,716 ⁽¹⁾ | 2,809,716 ⁽¹⁾ | 9.7% ^{(1) (6)} |
| Barry H. Golsen | 2,744 ⁽²⁾ | 2,703,010 ⁽²⁾ | 2,705,754 ⁽²⁾ | 9.4% ^{(2) (6)} |
| Golsen Family, L.L.C. | 0 | 148,725 ⁽³⁾ | 148,725 ⁽³⁾ | 0.5% ^{(3) (6)} |
| SBL, L.L.C. | 0 | 2,413,287 ⁽⁴⁾ | 2,413,287 ⁽⁴⁾ | 8.4% ^{(4) (6)} |
| Golsen Petroleum Corporation | 0 | 417,288 ⁽⁵⁾ | 417,288 ⁽⁵⁾ | 1.5% ^{(5) (6)} |

(1) The amount shown with respect to J. Golsen is comprised of the following shares of Common Stock:

- (a) 4,000 shares owned directly by J. Golsen;
- (b) 15,392 shares owned directly by Golsen Family, L.L.C. (GFLLC) and 133,333 shares issuable upon conversion of 4,000 shares of Series B Preferred Stock owned directly by GFLLC, over which J. Golsen, as the sole manager of GFLLC, shares voting and investment power with GFLLC;
- (c) 1,345,999 shares owned directly by SBL, L.L.C. (SBL), 250,000 shares issuable upon conversion of 1,000,000 shares of Series D Preferred Stock owned directly by SBL, and 400,000 shares issuable upon conversion of 12,000 shares of Series B Preferred Stock owned directly by SBL. J. Golsen and B. Golsen are co-managers of SBL, and share voting and investment power over the shares of Common Stock held of record by SBL;
- (d) 283,955 shares owned directly by Golsen Petroleum Corporation (GPC) and 133,333 shares issuable upon conversion of 4,000 shares of Series B Preferred Stock owned directly by GPC, a wholly owned subsidiary of SBL. J. Golsen and B. Golsen are the officers and directors of GPC, and share voting and investment power over the shares of Common Stock held of record by GPC;
- (e) 74,440 shares owned by an irrevocable trust for the benefit of B. Golsen, for which J. Golsen as sole trustee is deemed to hold shared voting and investment power with the trust;
- (f) 153,388 shares owned by six separate trusts for the benefit of certain grandchildren of J. Golsen, of which J. Golsen as the sole trustee is deemed to hold shared voting and investment power with the trusts over the Common Stock held in the trusts; and
- (g) 15,876 shares owned by Sylvia H. Golsen's Trust over which J. Golsen as the sole trustee is deemed to hold shared voting and investment power with the trust over the Common Stock held in the trust.

- (2) The amount shown with respect to B. Golsen is comprised of the following shares of Common Stock:
- (a) 2,744 shares owned directly by B. Golsen;
 - (b) 289,723 shares owned directly by the Barry H. Golsen 2012 LSB Trust, for which B. Golsen as sole trustee is deemed to share voting and investment power over the shares owned by the trust.
 - (c) 1,345,999 shares owned directly by SBL, 250,000 shares issuable upon conversion of 1,000,000 shares of Series D Preferred Stock owned directly by SBL, and 400,000 shares issuable upon conversion of 12,000 shares of Series B Preferred Stock owned directly by SBL. J. Golsen and B. Golsen are co-managers of SBL, and share voting and investment power over the shares of Common Stock held of record by SBL; and
 - (d) 283,955 shares owned directly by GPC and 133,333 shares issuable upon conversion of 4,000 shares of Series B Preferred Stock owned directly by GPC. J. Golsen and B. Golsen are the officers and directors of GPC, and share voting and investment power over the shares of Common Stock held of record by GPC;
- The amount shown does not include 533 shares owned directly by Gay Golsen, B. Golsen's wife, over which B. Golsen disclaims beneficial ownership.
- (3) Includes 15,392 shares owned directly by GFLLC and 133,333 shares issuable upon conversion of 4,000 shares of Series B Preferred Stock owned directly by GFLLC, over which J. Golsen, as the sole manager of GFLLC, shares voting and investment power with GFLLC.
- (4) Includes (a) 1,345,999 shares of Common Stock owned directly by SBL, (b) 250,000 shares of Common Stock issuable upon conversion of 1,000,000 shares of Series D Preferred Stock owned by SBL, (c) 400,000 shares of Common Stock issuable upon conversion of 12,000 shares of Series B Preferred Stock owned by SBL, and (d) 417,288 shares of Common Stock owned of record by GPC, a wholly owned subsidiary of SBL (as set forth in footnote 7, below). J. Golsen and B. Golsen serve as co-managers of SBL and, as a result, share voting and investment power of the shares of Common Stock beneficially owned by SBL. All of such shares are also included in the shares of Common Stock shown as beneficially owned by J. Golsen and B. Golsen in the table above and in footnotes 1 and 2.
- (5) Includes 283,955 shares of Common Stock owned directly by GPC and 133,333 shares of Common Stock issuable upon conversion of 4,000 shares of Series B Preferred Stock owned by GPC. All of such shares are included in the shares of Common Stock shown in the table above as beneficially owned by J. Golsen, as described in footnote 1(d), and by SBL as the sole shareholder of GPC, as described in footnote 6.

- (6) The percentage ownership of each reporting person is based on 27,935,492 shares of Common Stock outstanding as of August 1, 2016, as reported in LSB Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016. Shares of Common Stock not outstanding, but which may be acquired by a reporting person during the next 60 days under options, warrants, rights or conversion privileges, are considered to be outstanding only for the purpose of computing the percentage of the class for such reporting person, but are not deemed to be outstanding for the purpose of computing the percentage of the class by any other person.

The filing of the Schedule 13D by the Reporting Persons, as amended by this Amendment No. 50, is not an admission that any Reporting Person, for purposes of Section 13(d) of the Act, is the beneficial owner of any shares of Common Stock included in this Schedule 13D in which such Reporting Person does not have any ownership and economic interest.

- (c) During the last 60 days, there have been no transactions in the Common Stock by any of the Reporting Persons. However, as described in the Introduction to this Amendment No. 50, actions taken by the Departing Group Members have resulted in their departure from the Golsen Group, which has affected the beneficial ownership of the Common Stock held by the Golsen Group as now constituted. Additionally, as described in the Introduction to this Amendment No. 50, the resignation of J. Golsen as sole trustee of certain trusts has affected the beneficial ownership of the Common Stock reported by J. Golsen.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Agreements, Underwritings or Relationships With Respect to Securities of the Issuer.

See Item 2 of this Amendment No. 50.

Item 7. Materials to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended as follows:

- 99.1 (a) Joint Filing Statement, dated September 19, 2007, is filed as Exhibit 99.1 to Amendment No. 34 and is incorporated herein by reference; and (b) Joint Filing Statement, dated December 29, 2008, executed by Linda F. Rappaport is filed as Exhibit 99.2 to Amendment No. 38 and is incorporated herein by reference.
- 99.2 Notification of Departure from Group and Partial Termination of Joint Filing Statements.

- 99.3 The Company's Restated Certificate of Incorporation, as amended, setting forth the terms of the Company's Series B 12% Cumulative Convertible Preferred Stock is filed as Exhibit 3(i).1 to the Company's Form 10-K for the fiscal year ended December 31, 2012, and is incorporated herein by reference.
- 99.4 The Certificate of Designation for Company's Series D 6% Cumulative, Convertible Class C Preferred Stock is filed as Exhibit 10.3 to the Company's Form 10-Q filed November 13, 2001, for the quarter ended September 30, 2001, and is incorporated herein by reference.
- 99.5 Assignment of Investment Property/Securities, dated March 5, 2012, executed by SBL, L.L.C. in favor of Bank of the West, is filed as Exhibit 99.7 to Amendment No. 45, filed May 8, 2012, and is incorporated herein by reference.
- 99.6 Board Representation and Standstill Agreement, dated December 4, 2015, by and among LSB Industries, Inc., LSB Funding LLC, Security Benefit Corporation, Todd Boehly, Jack E. Golsen, Barry H. Golsen, Steven J. Golsen, Linda Golsen Rappaport, Golsen Family LLC, SBL LLC and Golsen Petroleum Corp., is filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on December 8, 2015, and is incorporated herein by reference.
- 99.7 Letter Agreement dated December 4, 2015, by and among Jack E. Golsen, Barry H. Golsen, Steven J. Golsen, Linda Golsen Rappaport, Golsen Family LLC, SBL LLC, Golsen Petroleum Corp. and LSB Funding LLC., is filed as Exhibit 99.10 to Amendment No. 48, filed December 22, 2015, and is incorporated herein by reference.

SIGNATURE

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

DATED: November 3, 2016.

/s/ Jack E. Golsen *
JACK E. GOLSEN

/s/ Jack E. Golsen *
BARRY H. GOLSEN

*Executed by Jack E. Golsen pursuant to
Power of Attorney

GOLSEN FAMILY, L.L.C.

By: /s/ Jack E. Golsen
Jack E. Golsen, Manager

SBL, L.L.C.

By: /s/ Jack E. Golsen
Jack E. Golsen, Manager

GOLSEN PETROLEUM CORPORATION

By: /s/ Jack E. Golsen
Jack E. Golsen, President