

Edgar Filing: VERITAS DGC INC - Form SC 13G/A

VERITAS DGC INC
Form SC 13G/A
August 17, 2004

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*
(Rule 13d-1(c))

Amendment No. 1

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

VERITAS DGC INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

92343P107
(CUSIP Number)

May 12, 2004
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

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

(Page 1 of 13 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes 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).

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- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY)

Blue Ridge Limited Partnership

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13-3891223

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER -0-
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 930,000
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER -0-
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 930,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 930,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 2.78%

(12) TYPE OF REPORTING PERSON ** PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY)
Blue Ridge Offshore Master Limited Partnership
98-0412446

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) []
(b) [X]

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands, BWI

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 468,600

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
468,600

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 468,600

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 1.40%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY) JAG Holdings LLC
13-3879585

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER

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OWNED BY _____ 930,000

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER 930,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 930,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.78%

(12) TYPE OF REPORTING PERSON ** CO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) JAG Offshore Holdings LLC 52-2415816

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [] (b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION New York

NUMBER OF (5) SOLE VOTING POWER -0-

SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER 468,600

OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER

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468,600

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 468,600

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 1.40%

(12) TYPE OF REPORTING PERSON ** CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY) John A. Griffin
Not Applicable

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER 1,398,600
SHARES

BENEFICIALLY (6) SHARED VOTING POWER -0-
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER 1,398,600
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER -0-

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 1,398,600

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

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(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 4.19%

(12) TYPE OF REPORTING PERSON ** IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

The name of the issuer is Veritas DGC Inc. (the "Company").

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

The Company's principal executive offices are located at 10300 Town Park, Houston, TX 77072.

Item 2(a). Name of Person Filing: Blue Ridge Limited Partnership;
Blue Ridge Offshore Master Limited Partnership; JAG Offshore Holdings LLC;
JAG Holdings LLC; John A. Griffin.

(b). Address of Principal Business Office or, if None, Residence:

The business address of each of Blue Ridge Limited Partnership, JAG Holdings LLC, and JAG Offshore Holdings LLC is 660 Madison Avenue, 20th Floor, New York, NY 10021.

The business address of Blue Ridge Offshore Master Limited Partnership is c/o M&C Corporate Services Limited, PO Box 309, Uglan House, George Town, Grand Cayman, Cayman Islands.

(c). Citizenship:

Blue Ridge Limited Partnership is a New York limited partnership. JAG Holdings LLC is a New York limited liability company. Blue Ridge Offshore Master Limited Partnership is a Cayman Islands limited partnership. JAG Offshore Holdings LLC is a New York limited liability company. John A. Griffin is a citizen of the United States.

(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Common Stock").

(e). CUSIP Number:

92343P107

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 Act, no

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(b) Bank as defined in Section 3(a)(6) of the Act, no

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(c) Insurance Company as defined in Section 3(a)(19) of the Act, no

(d) Investment Company registered under Section 8 of the Investment Company Act of 1940, no

(e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E), no

(f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F), no

(g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G), no

(h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act, no

(i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940, no

(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
Not Applicable

Item 4. Ownership.

A. Blue Ridge Limited Partnership

(a) Amount beneficially owned: 930,000

(b) Percent of class: 2.78% The percentages used herein and in the rest of Item 4 are calculated based upon the 33,417,540 shares of Common Stock issued and outstanding as of May 31, 2004, as reflected in the Company's Form 10-Q for the quarterly period ended April 30, 2004.

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 930,000

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 930,000

B. Blue Ridge Offshore Master Limited Partnership

(a) Amount beneficially owned: 468,600

(b) Percent of class: 1.40%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 468,600

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 468,600

C. JAG Holdings LLC

(a) Amount beneficially owned: 930,000

(b) Percent of class: 2.78%

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- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 930,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 930,000

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D. JAG Offshore Holdings LLC

- (a) Amount beneficially owned: 468,600
- (b) Percent of class: 1.40%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 468,600
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 468,600

E. John A. Griffin

- (a) Amount beneficially owned: 1,398,600
- (b) Percent of class: 4.19%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,398,600
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,398,600

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 five percent of the class of securities, check the following [x].

JAG Holdings LLC, the general partner of Blue Ridge Limited Partnership, has the power to direct the affairs of Blue Ridge Limited Partnership, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. JAG Offshore Holdings LLC, the general partner of Blue Ridge Offshore Master Limited Partnership, has the power to direct the affairs of Blue Ridge Offshore Master Limited Partnership, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. Mr. Griffin is the Managing Member of JAG Holdings LLC and JAG Offshore Holdings LLC, and in that capacity directs their operations.

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

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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.

SIGNATURES

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

DATED: August 17, 2004

BLUE RIDGE LIMITED PARTNERSHIP
By: JAG HOLDINGS LLC, its General Partner

By:

Name: John A. Griffin
Title: Managing Director

BLUE RIDGE OFFSHORE MASTER
LIMITED PARTNERSHIP
By: JAG OFFSHORE HOLDINGS LLC, its
General Partner

By:

Name: John A. Griffin
Title: Managing Member

JAG HOLDINGS LLC

By:

Name: John A. Griffin
Title: Managing Member

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JAG OFFSHORE HOLDINGS LLC

By:

Name: John A. Griffin
Title: Managing Member

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EXHIBIT 1

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13D-1(k)1

The undersigned acknowledge and agree that the foregoing statement on Schedule 13GA is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: August 17, 2004

BLUE RIDGE LIMITED PARTNERSHIP
By: JAG HOLDINGS LLC, its General Partner

By:

Name: John A. Griffin
Title: Managing Member

BLUE RIDGE OFFSHORE MASTER
LIMITED PARTNERSHIP
By: JAG OFFSHORE HOLDINGS LLC, its
General Partner

By:

Name: John A. Griffin
Title: Managing Member

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JAG HOLDINGS LLC

By:

Name: John A. Griffin
Title: Managing Member

JAG OFFSHORE HOLDINGS LLC

By:

Name: John A. Griffin
Title: Managing Member