

DARLING INTERNATIONAL INC

Form SC 13G/A

February 14, 2008

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

Darling International, Inc.  
(Name of Issuer)  
Common Stock, par value \$.01 per share  
(Title of Class of Securities)  
237266101  
(CUSIP Number)  
December 31, 2007  
(Date of Event Which Requires Filing of this 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 the 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).

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**1** NAME OF REPORTING PERSON  
EagleRock Capital Management, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
04-2693383

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

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF 2,899,970

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 2,899,970

**8** SHARED DISPOSITIVE POWER  
WITH

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,899,970

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6% (see Item 4)

12

TYPE OF REPORTING PERSON\*

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**\*SEE INSTRUCTION BEFORE FILLING OUT**

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1 NAME OF REPORTING PERSON

Nader Tavakoli

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 3,013,752

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 3,013,752

8 SHARED DISPOSITIVE POWER

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,013,752

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.7% (see Item 4)

12

TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTION BEFORE FILLING OUT**

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**SCHEDULE 13G**

This Amendment No. 5 to the Schedule 13G (collectively, the Schedule 13G ) is being filed on behalf of EagleRock Capital Management, LLC, a Delaware limited liability company ( EagleRock Capital ), and Mr. Nader Tavakoli the principal of EagleRock, relating to shares of Common Stock, no par value (the Common Stock ), of MPC Corporation, a Colorado corporation (the Issuer ).

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

Darling International, Inc.

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

251 O Connor Ridge Blvd.  
Suite 300  
Irving, Texas 75038

**Items 2(a) Name of Person Filing:**

EagleRock Capital Management, LLC and Nader Tavakoli.

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

24 West 40th St., 10th Floor  
New York, NY 10018

**Item 2(c) Citizenship:**

EagleRock Capital is a limited liability company organized under the laws of the state of Delaware. Nader Tavakoli is the Manager of EagleRock Capital and is a United States citizen.

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

Common Stock, par value \$.01 per share

**Item 2(e) CUSIP Number:**

237266101

**Item 3** Not Applicable

**Item 4 Ownership:**

The percentages used herein are calculated based upon the 81,342,450 shares of Common Stock which the Issuer reported outstanding as of November 1, 2007 on the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2007.

As of the close of business on December 31, 2007:

1. EagleRock Capital Management, LLC
  - (a) Amount beneficially owned: 2,899,970
  - (b) Percent of class: 3.6%
  - (c)(i) Sole power to vote or direct the vote: 2,899,970
  - (ii) Shared power to vote or direct the vote: -0-
  - (iii) Sole power to dispose or direct the disposition: 2,899,970
  - (iv) Shared power to dispose or direct the disposition: -0-
  
2. Nader Tavakoli
  - (a) Amount beneficially owned: 3,013,752
  - (b) Percent of class: 3.7%
  - (c)(i) Sole power to vote or direct the vote: 3,876,103
  - (ii) Shared power to vote or direct the vote: -0-
  - (iii) Sole power to dispose or direct the disposition: 3,876,103
  - (iv) Shared power to dispose or direct the disposition: -0-

This Schedule 13G relates to Common Stock beneficially owned by Nader Tavakoli and EagleRock Capital Management, LLC ( EagleRock Capital ). EagleRock Capital is the investment manager of EagleRock Master Fund, LP ( ERMF ), a limited partnership existing under the laws of the Cayman Islands, and EagleRock Institutional Partners, LP ( ERIP ), a Delaware limited partnership. Mr. Tavakoli is the manager of EagleRock Capital and therefore controls its investment decisions. ERMF holds 845,786 shares of Common Stock. ERIP holds 2,054,184 shares of Common Stock. As the investment manager of ERMF and ERIP, EagleRock Capital has the sole power to vote and dispose of the shares of Common Stock held by ERMF and ERIP. As the principal of EagleRock Capital, Mr. Tavakoli may direct the vote and disposition of the shares of Common Stock held by ERMF and ERIP as well as the 113,782 shares of Common Stock held by Mr. Tavakoli individually.

The filing of this amendment to Schedule 13G shall not be construed as an admission that EagleRock Capital or Mr. Tavakoli is for the purposes of Section 13(d) or 13(g) of the Securities Act of 1934, the beneficial owner of any of the shares of Common Stock held by ERMF or ERIP. Pursuant to Rule 13d-4, each of EagleRock and Mr. Tavakoli disclaim all such beneficial ownership.



**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.

**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

**Item 10**          **Certification:**

By signing below the signatory certifies that, to the best of his 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.

**Exhibit**            99.1 Joint Filing Agreement dated February 14, 2008 between EagleRock Capital Management, LLC and Nader Tavakoli.

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: February 14, 2008

EAGLEROCK CAPITAL MANAGEMENT, LLC

By:

Name: Nader Tavakoli

Title: Managing Member

NADER TAVAKOLI

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