

MUELLER INDUSTRIES INC  
Form SC 13D/A  
September 06, 2011

---

---

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 9)

Mueller Industries, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of class of securities)

624756102  
(CUSIP number)

Joseph A. Orlando  
Vice President and Chief Financial Officer  
Leucadia National Corporation  
315 Park Avenue South  
New York, New York 10010

with a copy to:

Andrea A. Bernstein, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153

(Name, address and telephone number of person authorized to receive notices and communications)

September 2, 2011  
(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

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  
[ ].

---

---

---

CUSIP No. 624756102

13D

Page 2

1	NAME OF REPORTING PERSON:	Leucadia National Corporation	
2	CHECK THE APPROPRIATE BOX IF A		(a) <input checked="" type="checkbox"/>
3	MEMBER OF A GROUP:		(b) <input type="checkbox"/>
	SEC USE ONLY		
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED		
	PURSUANT TO		
	ITEM 2(d) OR 2(e):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	New York	
	7	SOLE VOTING POWER:	-0-
NUMBER OF	8	SHARED VOTING POWER:	10,135,259
SHARES	9	SOLE DISPOSITIVE POWER:	-0-
BENEFICIALLY	10	SHARED DISPOSITIVE	10,135,259
OWNED BY		POWER:	
EACH			
REPORTING	11	AGGREGATE AMOUNT BENEFICIALLY	10,135,259
PERSON WITH		OWNED BY EACH REPORTING PERSON:	
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN	<input type="checkbox"/>
		ROW (11) EXCLUDES CERTAIN SHARES:	
	13	PERCENT OF CLASS REPRESENTED BY	26.7%
		AMOUNT IN ROW (11):	
	14	TYPE OF REPORTING PERSON:	CO

CUSIP No. 624756102

13D

Page 3

1	NAME OF REPORTING PERSON:	Phlcorp Holding LLC	
2	CHECK THE APPROPRIATE BOX IF A		(a) <input checked="" type="checkbox"/>
3	MEMBER OF A GROUP:		(b) <input type="checkbox"/>
	SEC USE ONLY		
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED		
	PURSUANT TO		
	ITEM 2(d) OR 2(e):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Pennsylvania	
	7	SOLE VOTING POWER:	-0-
7	NUMBER OF		
8	SHARES		
9	BENEFICIALLY		
10	OWNED BY		
11	EACH		
12	REPORTING		
13	PERSON WITH		
	8	SHARED VOTING POWER:	10,135,259
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE	
		POWER:	10,135,259
11	AGGREGATE AMOUNT BENEFICIALLY		10,135,259
	OWNED BY EACH REPORTING PERSON:		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN		<input type="checkbox"/>
	ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY		26.7%
	AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		OO

CUSIP No. 624756102

13D

Page 4

1	NAME OF REPORTING PERSON:	Baldwin Enterprises, Inc.
2	CHECK THE APPROPRIATE BOX IF A	(a) <input checked="" type="checkbox"/>
3	MEMBER OF A GROUP:	(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
	PURSUANT TO	
	ITEM 2(d) OR 2(e):	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Colorado
	7	SOLE VOTING POWER: -0-
7	NUMBER OF	
8	SHARES	
8	BENEFICIALLY	
9	OWNED BY	
9	EACH	
10	REPORTING	
10	PERSON WITH	
	8	SHARED VOTING POWER: 10,135,259
	9	SOLE DISPOSITIVE POWER: -0-
	10	SHARED DISPOSITIVE
		POWER: 10,135,259
11	AGGREGATE AMOUNT BENEFICIALLY	10,135,259
	OWNED BY EACH REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN	[ ]
	ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY	26.7%
	AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

CUSIP No. 624756102

13D

Page 5

1	NAME OF REPORTING PERSON:	BEI Arch Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) <input checked="" type="checkbox"/>
3	SEC USE ONLY		(b) <input type="checkbox"/>
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
	7	SOLE VOTING POWER:	-0-
NUMBER OF	8	SHARED VOTING POWER:	10,135,259
SHARES	9	SOLE DISPOSITIVE POWER:	-0-
BENEFICIALLY	10	SHARED DISPOSITIVE	10,135,259
OWNED BY		POWER:	
EACH			
REPORTING			
PERSON WITH			
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	10,135,259
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	26.7%
	14	TYPE OF REPORTING PERSON:	OO

CUSIP No. 624756102

13D

Page 6

1	NAME OF REPORTING PERSON:	BEI-Longhorn, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(a) <input checked="" type="checkbox"/>
3	SEC USE ONLY		(b) <input type="checkbox"/>
4	SOURCE OF FUNDS:	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
	7	SOLE VOTING POWER:	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	10,135,259
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	10,135,259
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	10,135,259	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	26.7%	
14	TYPE OF REPORTING PERSON:	OO	

This Amendment No. 9 (this "Amendment") amends the Statement on Schedule 13D originally filed on July 15, 2011 (the "Original Schedule") by the Reporting Persons, which Original Schedule was subsequently amended (the Original Schedule as amended is referred to as the "Schedule 13D") and is filed by and on behalf of the Reporting Persons with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of Mueller Industries, Inc., a Delaware corporation (the "Company"). Unless otherwise indicated, all capitalized terms used herein have the meaning ascribed to them in the Schedule 13D.

#### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby supplemented, with effect from the date of this Amendment, by adding the following:

On September 2, 2011, Leucadia and the Company entered into a standstill agreement, which is described in Item 6 of this Amendment and incorporated herein by reference.

On September 2, 2011, the Company announced that two Leucadia designees were elected to the Company's Board of Directors (the "Board"), as further described in Item 6 of this Amendment and incorporated herein by reference.

#### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby supplemented, with effect from the date of this Amendment, by adding the following:

On September 2, 2011, Leucadia and the Company entered into a two year standstill agreement (the "Standstill Agreement") providing for, among other matters, a cap of 27.5% ownership for the Reporting Persons (subject to certain provisions), representation for Leucadia on the Board (with Leucadia having the right to designate two of the Company's directors, subject to reduction in certain circumstances, and the Company agreeing not to increase the size of the board above ten directorships without the consent of both Leucadia's designees to the Board and a majority of the Board unaffiliated with Leucadia), Leucadia's agreement to vote for the Board's director nominees, certain restrictions on proposals that may be made by the Reporting Persons (including as to the composition of the Board) without approval of the Board, Leucadia's agreement not to sell to any person or group who holds, or after giving effect to a sale would hold, in excess of 4.9% of the Company's common stock and the Company's agreement to enter into a registration rights agreement covering all shares of the Company's common stock owned by Leucadia, all on the terms and conditions set forth in the Standstill Agreement. The Standstill Agreement will terminate early if the Reporting Persons own less than 5% of the Common Stock for 90 days and upon the happening of certain other events. The Standstill Agreement is attached hereto as Exhibit 1 and is incorporated in its entirety herein by reference.

Pursuant to the Standstill Agreement, on September 2, 2011, the Company filed a Current Report on Form 8-K with the Securities and Exchange Commission announcing, among other things, that the Board had created two new director positions and elected Ian M. Cumming, Chairman of Leucadia, and Joseph S. Steinberg, President of Leucadia, to fill those positions.





ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

EXHIBIT 1 Standstill Agreement, dated September 2, 2011, between Leucadia National Corporation and Mueller Industries, Inc.

SIGNATURES

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: September 6, 2011

LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando  
Name: Joseph A. Orlando  
Title: Vice President and Chief  
Financial Officer

PHLCORP HOLDING LLC

By: /s/ Joseph A. Orlando  
Name: Joseph A. Orlando  
Title: Vice President

BALDWIN ENTERPRISES, INC.

By: /s/ Joseph A. Orlando  
Name: Joseph A. Orlando  
Title: Vice President

BEI ARCH HOLDINGS, LLC

By: Baldwin Enterprises, Inc.  
Its Sole Member

By: /s/ Joseph A. Orlando  
Name: Joseph A. Orlando  
Title: Vice President

BEI-LONGHORN, LLC

By: BEI Arch Holdings, LLC  
Its Sole Member

By: Baldwin Enterprises, Inc.  
Its Sole Member

By: /s/ Joseph A. Orlando  
Name: Joseph A. Orlando

Title: Vice President

EXHIBIT INDEX

Exhibit No.

1 Standstill Agreement, dated September 2, 2011, between Leucadia National Corporation and Mueller Industries, Inc.