

WILLBROS GROUP INC
Form SC 13G
January 27, 2006

CUSIP No. 969199108

13G

Page 1 of 13 Pages

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____) *

Willbros Group, Inc.
(Name of Issuer)

Common Stock, \$.05 par value per share
(Title of Class of Securities)

969199108

(CUSIP Number)

October 29, 2005

(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 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).

CUSIP No. 969199108

13G

Page 2 of 13 Pages

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

GLG North American Opportunity Fund

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 1,245,500 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH: (8) SHARED DISPOSITIVE POWER
1,245,500 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,245,500 shares of Common Stock

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.78%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

CUSIP No. 969199108

13G

Page 3 of 13 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
GLG Partners LP

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

England

NUMBER OF (5) SOLE VOTING POWER

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

0
SHARES -----
BENEFICIALLY (6) SHARED VOTING POWER
1,976,780 shares of Common Stock
OWNED BY -----
EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING -----
PERSON WITH: (8) SHARED DISPOSITIVE POWER
1,976,780 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,976,780 shares of Common Stock

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.17%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

CUSIP No. 969199108

13G

Page 4 of 13 Pages

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

GLG Partners Limited

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

England

NUMBER OF (5) SOLE VOTING POWER
0
SHARES -----
BENEFICIALLY (6) SHARED VOTING POWER
1,976,780 shares of Common Stock
OWNED BY -----
EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING -----
PERSON WITH: (8) SHARED DISPOSITIVE POWER

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

1,976,780 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,976,780 shares of Common Stock

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.17%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

CUSIP No. 969199108

13G

Page 5 of 13 Pages

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

Noam Gottesman

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER
0
SHARES

BENEFICIALLY (6) SHARED VOTING POWER
1,976,780 shares of Common Stock
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING

PERSON WITH: (8) SHARED DISPOSITIVE POWER
1,976,780 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,976,780 shares of Common Stock

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.17%

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

CUSIP No. 969199108

13G

Page 6 of 13 Pages

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

Pierre Lagrange

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Belgium

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 1,976,780 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH: (8) SHARED DISPOSITIVE POWER
1,976,780 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,976,780 shares of Common Stock

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.17%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

CUSIP No. 969199108

13G

Page 7 of 13 Pages

(1) NAMES OF REPORTING PERSONS

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Emmanuel Roman

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 1,976,780 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH: (8) SHARED DISPOSITIVE POWER
1,976,780 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,976,780 shares of Common Stock

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.17%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

CUSIP No. 969199108

13G

Page 8 of 13 Pages

Item 1.

(a) Name of Issuer

Willbros Group, Inc., a Republic of Panama corporation (the "Company").

(b) Address of Issuer's Principal Executive Offices

2000 Building
50th Street, 8th Floor
P. O. Box 0816-01098

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

Panama, Republic of Panama

- Item 2(a). Name of Person Filing
- Item 2(b). Address of Principal Business Office or, if none, Residence
- Item 2(c). Citizenship

GLG North American Opportunity Fund
c/o GLG Partners LP
1 Curzon Street
London W1J 5HB
England
Citizenship: Cayman Islands

GLG Partners LP
1 Curzon Street
London W1J 5HB
England
Citizenship: England

GLG Partners Limited
c/o GLG Partners LP
1 Curzon Street
London W1J 5HB
England
Citizenship: England

Noam Gottesman
c/o GLG Partners LP
1 Curzon Street
London W1J 5HB
England
Citizenship: United States

Pierre Lagrange
c/o GLG Partners LP
1 Curzon Street
London W1J 5HB
England
Citizenship: Belgium

Emmanuel Roman
c/o GLG Partners LP
1 Curzon Street
London W1J 5HB
England
Citizenship: France

CUSIP No. 969199108

13G

Page 9 of 13 Pages

- Item 2(d) Title of Class of Securities

Common Stock, \$.05 par value per share ("Common Stock")

- Item 2(e) CUSIP Number

969199108

- Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date of this filing, GLG Partners LP, GLG Partners Limited, Noam Gottesman, Pierre Lagrange, and Emmanuel Roman may be deemed the beneficial owner of (i) 1,245,500 shares of Common Stock held by GLG North American Opportunity Fund, (ii) 82,500 shares of Common Stock held by GLG Investments plc, through its subfund, GLG North American Equity Fund, (iii) 6,724 shares of Common Stock held by Lyxor/GLG Pan European Equity Fund Ltd, (iv) 16,100 shares of Common Stock held by The Century Fund SICAV, (v) 15,651 shares of Common Stock held by GLG Equities Long-Short CI, (vi) 25,662 shares of Common Stock held by Lyxor/GLG North American Alternative Equity Fund Ltd, (vii) 8,543 shares of Common Stock held by Citi GLG North American Fund Ltd, (viii) 174,100 shares of Common Stock held by GLG Global Aggressive Fund, (ix) 196,980 shares of Common Stock held by GLG European Long-Short Fund, and (x) 205,020 shares of

CUSIP No. 969199108

13G

Page 10 of 13 Pages

Common Stock held by GLG Global Utilities Fund (each entity referred to in (i) through (x) is herein referred to as a "Fund" and, collectively, as the "Funds").

GLG Partners LP, an English limited partnership, acts as the investment manager of each of the Funds and has voting and dispositive power

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

over the securities held by the Funds. The general partner of GLG Partners LP is GLG Partners Limited, an English limited company. The shareholders of GLG Partners Limited are Noam Gottesman, Pierre Lagrange, Philippe Jabre and Lehman (Cayman) Limited, a subsidiary of Lehman Brothers Holdings, Inc., a publicly-held entity. The managing directors of GLG Partners Limited are Noam Gottesman, Pierre Lagrange and Emmanuel Roman, and as a result, each has voting and dispositive power over the securities held by the Funds. GLG Partners LP, GLG Partners Limited, Noam Gottesman, Pierre Lagrange and Emmanuel Roman disclaim beneficial ownership of the securities held by the Funds except for their pecuniary interest therein.

(b) Percent of class:

The Company's proxy statement on Form DEF 14A that was filed on December 28, 2005, indicates there were 21,550,612 shares of Common Stock outstanding as of December 15, 2005. Therefore, based on the Company's outstanding shares of Common Stock, (i) GLG North American Opportunity Fund may be deemed to beneficially own 5.78% of the outstanding shares of Common Stock of the Company, and (ii) GLG Partners LP, GLG Partners Limited, Noam Gottesman, Pierre Lagrange and Emmanuel Roman may be deemed to beneficially own 9.17% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(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

See Item 4(a) above.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See Item 4(a) above.

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

CUSIP No. 969199108

13G

Page 11 of 13 Pages

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of January 26, 2006, by and among GLG North American Opportunity Fund, GLG Partners LP, GLG Partners Limited, Noam Gottesman, Pierre Lagrange and Emmanuel Roman.

CUSIP No. 969199108

13G

Page 12 of 13 Pages

SIGNATURES

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

Dated: January 26, 2006

GLG NORTH AMERICAN OPPORTUNITY FUND

By: GLG Partners LP,
as its Investment Manager
By: GLG Partners Limited,
as its General Partner

GLG PARTNERS LP
By: GLG Partners Limited,
as its General Partner

/s/ Noam Gottesman

Name: Noam Gottesman
Title: Managing Director

/s/ Noam Gottesman

Name: Noam Gottesman
Title: Managing Director

/s/ Victoria Parry

Name: Victoria Parry
Title: Senior Legal Counsel

/s/ Victoria Parry

Name: Victoria Parry
Title: Senior Legal Counsel

GLG PARTNERS LIMITED

NOAM GOTTESMAN

/s/ Noam Gottesman

/s/ Noam Gottesman

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

Name: Noam Gottesman
Title: Managing Director

/s/ Victoria Parry

Name: Victoria Parry
Title: Senior Legal Counsel

PIERRE LAGRANGE

/s/ Pierre Lagrange

EMMANUEL ROMAN

/s/ Emmanuel Roman

CUSIP No. 969199108

13G

Page 13 of 13 Pages

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.05 par value, of Willbros Group, Inc., a Republic of Panama corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of January 26, 2006

GLG NORTH AMERICAN OPPORTUNITY FUND
By: GLG Partners LP,
as its Investment Manager
By: GLG Partners Limited,
as its General Partner

GLG PARTNERS LP
By: GLG Partners Limited,
as its General Partner

/s/ Noam Gottesman

/s/ Noam Gottesman

Name: Noam Gottesman
Title: Managing Director

Name: Noam Gottesman
Title: Managing Director

/s/ Victoria Parry

/s/ Victoria Parry

Name: Victoria Parry
Title: Senior Legal Counsel

Name: Victoria Parry
Title: Senior Legal Counsel

Edgar Filing: WILLBROS GROUP INC - Form SC 13G

GLG PARTNERS LIMITED

NOAM GOTTESMAN

/s/ Noam Gottesman

/s/ Noam Gottesman

Name: Noam Gottesman
Title: Managing Director

/s/ Victoria Parry

Name: Victoria Parry
Title: Senior Legal Counsel

PIERRE LAGRANGE

/s/ Pierre Lagrange

EMMANUEL ROMAN

/s/ Emmanuel Roman