LOUISIANA-PACIFIC CORP
Form SC 13D/A
March 01, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

LOUISIANA-PACIFIC CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE $1.00 PER SHARE
(Title of Class of Securities)

546347105
(CUSIP Number)

Mary A. Lee
TPG-Axon Capital Management, LP
888 Seventh Avenue, 38th Floor
New York, New York 10019
(212) 479-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

FEBRUARY 28, 2006
(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.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 ("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).

(Continued on following pages)

CUSIP NO. 546347105	SCHEDULE 13D/A	Page 2 of 15 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) TPG-Axon Capital Management, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e). N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY	8 SHARED VOTING POWER 5,266,900	
OWNED BY	9 SOLE DISPOSITIVE POWER 0	
EACH		
REPORTING PERSON	10 SHARED DISPOSITIVE POWER 5,266,900	
WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,266,900	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.98%*	
14	TYPE OF REPORTING PERSON PN	

* All percentage ownerships reported in this Schedule 13D/A are based on

105,773,933 shares of Common Stock issued and outstanding as of October 26, 2005, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30,2005 filed with the Securities and Exchange Commission on November 7, 2005.

CUSIP NO. 546347105		SCHEDULE 13D/A	Page 3 of 15 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) TPG-Axon Partners GP, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)[X] (b)[_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e). N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY	8 SHARED VOTING POWER 1,814,769	
OWNED BY	9 SOLE DISPOSITIVE POWER 0	
EACH		
REPORTING PERSON WITH	10 SHARED DISPOSITIVE POWER 1,814,769	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,814,769	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

	1.72%	
14	TYPE OF REPORTING PERSON PN	

CUSIP NO. 546347105	SCHEDULE 13D/A	Page 4 of 15 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) TPG-Axon Partners, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e). N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY	8 SHARED VOTING POWER 1,814,769	
OWNED BY	9 SOLE DISPOSITIVE POWER 0	
EACH		
REPORTING PERSON	10 SHARED DISPOSITIVE POWER 1,814,769	
WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,814,769	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	1.72%	
14	TYPE OF REPORTING PERSON	
	PN	

CUSIP NO. 546347105	SCHEDULE 13D/A	Page 5 of 15 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	TPG-Axon GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e).	
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER	
	0	
BENEFICIALLY	8 SHARED VOTING POWER	
	5,266,900	
OWNED BY	9 SOLE DISPOSITIVE POWER	
EACH	0	
REPORTING PERSON WITH	10 SHARED DISPOSITIVE POWER	
	5,266,900	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,266,900	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.98%
14	TYPE OF REPORTING PERSON OO

CUSIP NO. 546347105	SCHEDULE 13D/A	Page 6 of 15 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) TPG-Axon Partners (Offshore), Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e). N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, BWI	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0	
	8 SHARED VOTING POWER 3,452,131	
	9 SOLE DISPOSITIVE POWER 0	
	10 SHARED DISPOSITIVE POWER 3,452,131	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

	3,452,131	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	3.26%	
14	TYPE OF REPORTING PERSON	
	OO	

CUSIP NO. 546347105	SCHEDULE 13D/A	Page 7 of 15 Pages
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	Dinakar Singh LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e).	
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES	7 SOLE VOTING POWER	
	0	
BENEFICIALLY	8 SHARED VOTING POWER	
	5,266,900	
OWNED BY	9 SOLE DISPOSITIVE POWER	
EACH	0	
REPORTING PERSON	10 SHARED DISPOSITIVE POWER	
WITH	5,266,900	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,266,900	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.98%	
14	TYPE OF REPORTING PERSON OO	

CUSIP NO. 546347105	SCHEDULE 13D/A	Page 8 of 15 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Dinakar Singh	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e). N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES	7 SOLE VOTING POWER 0	
BENEFICIALLY	8 SHARED VOTING POWER 5,266,900	
OWNED BY	9 SOLE DISPOSITIVE POWER 0	
EACH REPORTING		

PERSON WITH	10	SHARED DISPOSITIVE POWER 5,266,900
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,266,900	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	[ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	4.98%	
14	TYPE OF REPORTING PERSON	
	IN	

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 1") amends the Schedule 13D filed on June 20, 2005 (File Number 005-11023) ("Schedule 13D"). This Amendment No. 1 is being filed by TPG-Axon Capital Management, LP ("TPG-Axon Management"), TPG-Axon Partners GP, LP ("PartnersGP"), TPG-Axon Partners, LP ("TPG-Axon Domestic"), TPG-Axon GP, LLC ("GPLLC"), TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore"), Dinakar Singh LLC ("Singh LLC") and Dinakar Singh ("Mr. Singh"). The foregoing persons are sometimes collectively referred to herein as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief of the Reporting Persons. This Amendment No. 1 relates to the Common Stock, par value $1.00 per share (the "Common Stock"), of Louisiana-Pacific Corporation, a Delaware corporation (the "Issuer"). References herein to the "Shares" are to the Common Stock of the Issuer being reported herein by the Reporting Persons.

The Reporting Persons are making a single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act. The agreement among the Reporting Persons to file jointly (the "Joint Filing Agreement") is attached hereto as Exhibit 1.

TPG-Axon Management, as investment manager to TPG-Axon Domestic and TPG-Axon Offshore, has the power to direct the disposition and voting of the Shares held by TPG-Axon Domestic and TPG-Axon Offshore. PartnersGP is the general partner of TPG-Axon Domestic. GPLLC is the general partner of PartnersGP and TPG-Axon Management. Singh LLC is a Managing Member of GPLLC. Mr. Singh, an individual, is the Managing Member of Singh LLC and in such capacity may be deemed to control Singh LLC, GPLLC and TPG-Axon Management, and therefore may be deemed the beneficial owner of the securities held by TPG-Axon Domestic and TPG-Axon Offshore. Mr. Singh and Eric Mandelblatt ("Mr. Mandelblatt") are Co-Chief Executive Officers of TPG-Axon Management.

Each of Singh LLC, GPLLC, PartnersGP, Mr. Singh and Mr. Mandelblatt disclaims beneficial ownership of all of the shares of Common Stock reported in this Amendment No. 1.

ITEM 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 5,266,900 Shares, representing approximately 4.98% of the Issuer's outstanding Common Stock (based upon the 105,773,933 Shares stated to be outstanding by the Issuer as of October 26, 2005, in the Issuer's Form 10-Q for the quarterly period ending on September 30, 2005, filed with the Securities and Exchange Commission on November 7, 2005). Each of Mr. Singh, Singh LLC, TPG-Axon Management and GPLLC may be deemed to beneficially own 5,266,900 Shares. TPG-Axon Offshore may be deemed to beneficially own 3,452,131 Shares. Each of PartnersGP and TPG-Axon Domestic may be deemed to beneficially own 1,814,769 Shares. Each Reporting Person disclaims beneficial ownership of any of the Shares other than as reported herein as being directly held by it.

(b) As of the date hereof, Mr. Singh, Singh LLC, TPG-Axon Management and GPLLC have, directly or indirectly, the right to vote and dispose or direct the disposition of, 5,266,900 Shares. TPG-Axon Offshore has, directly or indirectly, the right to vote and dispose or direct the disposition of, 3,452,131 Shares. Each of PartnersGP and TPG-Axon Domestic have, directly or indirectly, the right to vote and dispose or direct the disposition of, 1,814,769 Shares. (The percentages herein are based upon the 105,773,933 Shares stated to be outstanding by the Issuer as of October 26, 2005, in the Issuer's Form 10-Q for the quarterly period ending on September 30, 2005, filed with the Securities and Exchange Commission on November 7, 2005).

(c) See Exhibit 2 attached hereto.

(d) Not applicable.

(e) February 28, 2006 is the date on which the Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares.

ITEM 7. Material to Be Filed as Exhibits

Exhibit 1 -- Joint Filing Agreement dated June 20, 2005, signed by each of the Reporting Persons in order to confirm that this statement is being filed on behalf of each of the Reporting Persons (previously filed with Schedule 13D on June 20, 2005 and incorporated by reference herein).

Exhibit 2 -- Table of Transactions

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 28, 2006

Dinakar Singh LLC

By: /s/ Dinakar Singh

Dinakar Singh
Managing Member

TPG-Axon GP, LLC

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Capital Management, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners GP, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners, LP
By: TPG-Axon Partners GP, LP, general partner
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh

Dinakar Singh
Director

/s/ Dinakar Singh

Dinakar Singh

LIST OF EXHIBITS
TO SCHEDULE 13D/A

1. Agreement to Make Joint Filing (previously filed with Schedule 13D on June 20, 2005 and incorporated by reference herein).
2. Table of Transactions

EXHIBIT 1

AGREEMENT TO MAKE JOINT FILING

Each of the undersigned acknowledges and agrees that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Dated: June 20, 2005

Dinakar Singh LLC

By: /s/ Dinakar Singh

Dinakar Singh
Managing Member

TPG-Axon GP, LLC

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Capital Management, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners GP, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners, LP
By: TPG-Axon Partners GP, LP, general partner
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh

Dinakar Singh
Co-President

TPG-Axon Partners (Offshore), Ltd.

By: /s/ Dinakar Singh

Dinakar Singh
Director

/s/ Dinakar Singh

Dinakar Singh

EXHIBIT 2

TABLE OF TRANSACTIONS

The Reporting Persons listed below sold the following Shares in the open market in the last sixty days:

NAME OF REPORTING PERSON	TRADE DATE	NO. OF SHARES	PRICE PER SHARE

TPG-Axon Partners, LP	1/4/2006	25,119	27.9347
	1/5/2006	20,915	28.0613
	1/6/2006	129,245	28.0267
	1/9/2006	144,371	28.0896
	2/28/2006	13,438	28.6892
	2/28/2006	65,570.55	28.6370
	2/28/2006	103,368	28.5614
	2/28/2006	68,912	28.5861
TPG-Axon Partners (Offshore), Ltd.	1/4/2006	47,781	27.9347
	1/5/2006	39,785	28.0613
	1/6/2006	245,855	28.0267
	1/9/2006	274,629	28.0896
	2/28/2006	25,562	28.6892
	2/28/2006	124,729.45	28.6370
	2/28/2006	196,632	28.5614
	2/28/2006	131,088	28.5861