

Core-Mark Holding Company, Inc.
Form SC 13G/A
February 16, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

SCHEDULE 13G/A
(Rule 13-d-102)

(Amendment No. 1)

Core-Mark Holding Company, Inc.

(Name of Issuer)

Common Stock, \$.01 Par Value Per Share

(Title of Class of Securities)

218681104

(CUSIP Number of Class of Securities)

December 31, 2009

(Date of Event which Requires Filing of this Statement)

This filing reflects the reporting persons' passive investor status and converts their filing from prior Schedule 13D (and amendments) filings to this Schedule 13G filing.

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)
-

CUSIP NO. 218681104

1) Name of Reporting Person

Wynnefield Partners Small Cap Value, L.P.

2) Check The Appropriate Box If A Member Of A Group (See Instructions)

(a)

(b)x Reporting person is affiliated with other persons

3) SEC Use Only

4) Citizenship Or Place Of Organization: Delaware

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

5) Sole Voting Power:
214,808 Shares

6) Shared Voting Power
0

7) Sole Dispositive Power:
214,808 Shares

8) Shared Dispositive Power
0

9) Aggregate Amount Beneficially Owned By Each Reporting Person:
214,808 Shares

10) Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares o
(See Instructions)

11) Percent of Class Represented by Amount in Row (9):
2.1%

12) Type of Reporting Person (See Instructions) PN

1

CUSIP NO. 218681104

1) Name of Reporting Person

Wynnefield Partners Small Cap Value, L.P. I

2) Check the Appropriate Box If a Member of a Group (See Instructions)

(a)

(b) Reporting Person is affiliated with other persons

3) SEC USE ONLY

4) Citizenship or Place of Organization: Delaware

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

5) Sole Voting Power:
274,483 shares

6) Shared Voting Power

7) Sole Dispositive Power:
274,483 shares

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned by Each Reporting Person:
274,483 shares

10) Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares o
(See Instructions)

11) Percent of Class Represented by Amount in Row (9):
2.6%

12) Type of Reporting Person: PN

CUSIP NO. 218681104

1) Name of Reporting Person

Wynnefield Small Cap Value Offshore Fund, Ltd.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Reporting person is affiliated with other persons

3) SEC USE ONLY

4) Citizenship or Place of Organization: Cayman Islands

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH

5) Sole Voting Power:
206,061 Shares

6) Shared Voting Power

7) Sole Dispositive Power:
206,061 Shares

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned by Each Reporting Person:
206,061 Shares

10) Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares o
(See Instructions)

11) Percent of Class Represented by Amount in Row (9):
2.0%

12) Type of Reporting Person (See Instructions) CO

CUSIP NO. 218681104

1) Name of Reporting Person

Wynnefield Capital, Inc. Profit Sharing Plan

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Reporting person is affiliated with other persons

3) SEC USE ONLY

4) Citizenship or Place of Organization: Delaware

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH

5) Sole Voting Power:
5,400 Shares

6) Shared Voting Power

7) Sole Dispositive Power:
5,400 Shares

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned by Each Reporting Person:
5,400 Shares

10) Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares o
(See Instructions)

11) Percent of Class Represented by Amount in Row (9):
0.1%

12) Type of Reporting Person (See Instructions) CO

CUSIP NO. 218681104

1) Name of Reporting Person

Wynnefield Capital Management, LLC

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Reporting person is affiliated with other persons

3) SEC USE ONLY

4) Citizenship or Place of Organization: New York

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH

5) Sole Voting Power:
489,291 Shares (1)

6) Shared Voting Power

7) Sole Dispositive Power:
489,291 Shares (1)

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned by Each Reporting Person:

489,291 Shares (1)

10) Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares o
(See Instructions)

11) Percent of Class Represented by Amount in Row (9):

4.7% (1)

12) Type of Reporting Person: OO (Limited Liability Company)

(1) Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

CUSIP NO. 218681104

1) Name of Reporting Person

Wynnefield Capital, Inc.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Reporting person is affiliated with other persons

3) SEC USE ONLY

4) Citizenship or Place of Organization: Cayman Islands

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH

5) Sole Voting Power:
206,061 Shares (1)

6) Shared Voting Power

7) Sole Dispositive Power:
206,061 Shares (1)

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned by Each Reporting Person:
206,061 Shares (1)

10) Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares o
(See Instructions)

11) Percent of Class Represented by Amount in Row (9):
2.0% (1)

12) Type of Reporting Person (See Instructions) CO

(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

CUSIP NO. 218681104

1) Name of Reporting Person

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