

Edgar Filing: Rosetta Resources Inc. - Form SC 13G/A

Rosetta Resources Inc.
Form SC 13G/A
February 14, 2013

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

ROSETTA RESOURCES INC.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

777779307

(CUSIP Number)

December 31, 2012

(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 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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CUSIP No. 777779307

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

Goldman Sachs Asset Management
(Goldman Sachs Asset Management, L.P., together with GS
Investment Strategies, LLC, "Goldman Sachs Asset Management")

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 0

Shares

Beneficially

- 6. Shared Voting Power

2,272,420

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

2,272,420

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,272,420

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

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

4.3 %

12. Type of Reporting Person

IA

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Item 1(a). Name of Issuer:
ROSETTA RESOURCES INC.

Item 1(b). Address of Issuer's Principal Executive Offices:
717 Texas, Suite 2800
Houston, TX 77002

Item 2(a). Name of Persons Filing:

GOLDMAN SACHS ASSET MANAGEMENT

Item 2(b). Address of Principal Business Office or, if none, Residence:

Goldman Sachs Asset Management
200 West Street
New York, NY 10282

Item 2(c). Citizenship:
GOLDMAN SACHS ASSET MANAGEMENT, L.P. - Delaware
GS INVESTMENT STRATEGIES, LLC - Delaware

Item 2(d). Title of Class of Securities:
Common Stock, \$.001 par value

Item 2(e). CUSIP Number:
777779307

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or
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).

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- (e).[X] An investment adviser in accordance with
Rule 13d-1(b)(1)(ii)(E);
Goldman Sachs Asset Management, L.P.
GS Investment Strategies, LLC
- (f).[] An employee benefit plan or endowment fund in accordance
with Rule 13d-1(b)(1)(ii)(F);
- (g).[] A parent holding company or control person in accordance
with Rule 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).

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Item 4. Ownership.*

- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
- (i). Sole power to vote or to direct the vote: See the
response(s) to Item 5 on the attached cover page(s).
- (ii). Shared power to vote or to direct the vote: See the
response(s) to Item 6 on the attached cover page(s).
- (iii). Sole power to dispose or to direct the disposition
of: See the response(s) to Item 7 on the attached
cover page(s).
- (iv). Shared power to dispose or to direct the disposition
of: See the response(s) to Item 8 on the attached
cover page(s).

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 persons have ceased to be
the beneficial owners of more than five percent of the class
of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another
Person.

Clients of the Reporting Person(s) have or may have the
right to receive or the power to direct the receipt of
dividends from, or the proceeds from the sale of, securities
held in their accounts. Clients known to have such right or
power with respect to more than 5% of the class of
securities to which this report relates are:

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NONE

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 I certify that, to the best of my knowledge
and belief, the securities referred to above were acquired
and are held in the ordinary course of business and 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.

*In accordance with the Securities and Exchange Commission Release No.
34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities
beneficially owned by certain operating units (collectively, the "Goldman Sachs
Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and
affiliates (collectively, "GSG"). This filing does not reflect securities, if
any, beneficially owned by any operating units of GSG whose ownership of
securities is disaggregated from that of the Goldman Sachs Reporting Units in
accordance with the Release. The Goldman Sachs Reporting Units disclaim
beneficial ownership of the securities beneficially owned by (i) any client
accounts with respect to which the Goldman Sachs Reporting Units or their
employees have voting or investment discretion or both, or with respect to
which there are limits on their voting or investment authority or both and
(ii) certain investment entities of which the Goldman Sachs Reporting Units
act as the general partner, managing general partner or other manager, to the
extent interests in such entities are held by persons other than the Goldman
Sachs Reporting Units.

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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.

Date: February 4, 2013

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By:/s/ Jeremy Kahn

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Name: Jeremy Kahn
Title: Attorney-in-fact

GS INVESTMENT STRATEGIES, LLC

By:/s/ Jeremy Kahn

Name: Jeremy Kahn
Title: Attorney-in-fact

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INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement
99.2	Power of Attorney, relating to GOLDMAN SACHS ASSET MANAGEMENT, L.P.
99.3	Power of Attorney, relating to GS INVESTMENT STRATEGIES, LLC

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EXHIBIT (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$.001 par value, of ROSETTA RESOURCES INC. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 4, 2013

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By:/s/ Jeremy Kahn

Name: Jeremy Kahn
Title: Attorney-in-fact

GS INVESTMENT STRATEGIES, LLC

By:/s/ Jeremy Kahn

Name: Jeremy Kahn
Title: Attorney-in-fact

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EXHIBIT (99.2)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS ASSET MANAGEMENT, L.P. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 30, 2012.

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By:/s/ Ellen R. Porges

Name: Ellen R. Porges

Title: General Counsel

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EXHIBIT (99.3)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS INVESTMENT STRATEGIES, LLC (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is

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acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 30, 2012.

GS INVESTMENT STRATEGIES, LLC

By: /s/ Umit Alptuna

Name: Umit Alptuna
Title: Managing Director