

EnergySolutions, Inc.
Form SC 13D/A
January 03, 2014
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

EnergySolutions, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

292756202
(CUSIP Number)

Steven J. Pully

Carlson Capital, L.P.

2100 McKinney Avenue

Dallas, TX 75201

(214) 932-9600

with a copy to:

David E. Rosewater

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

May 24, 2013

(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 11 Pages)

* 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).

1 NAME OF REPORTING PERSON

Double Black Diamond Offshore Ltd.

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS

5 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **8** Cayman Islands SOLE VOTING POWER 0 SHARED VOTING POWER

9 0 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE POWER

0
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
PERSON

0
CHECK IF THE
AGGREGATE
AMOUNT IN
12 ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

0.0%
TYPE OF REPORTING
14 PERSON
CO

1 NAME OF REPORTING PERSON

Black Diamond Offshore Ltd.

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

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5 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER 0 SHARED VOTING POWER

8 0 SOLE DISPOSITIVE POWER

9 0 SHARED DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE POWER

0
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
PERSON

0
CHECK IF THE
AGGREGATE
AMOUNT IN
12 ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

0.0%
TYPE OF REPORTING
14 PERSON
CO

1 NAME OF REPORTING PERSON

Black Diamond Thematic Offshore Ltd.

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS

5 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **8** Cayman Islands SOLE VOTING POWER 0 SHARED VOTING POWER

9 0 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE POWER

0
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
PERSON

0
CHECK IF THE
AGGREGATE
AMOUNT IN
12 ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

0.0%
TYPE OF REPORTING
14 PERSON
CO

1 NAME OF REPORTING PERSON

Carlson Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5

6

Delaware

7 SOLE VOTING POWER

0 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

8 SOLE DISPOSITIVE POWER

9 0 SHARED DISPOSITIVE POWER

10 0

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

0
CHECK IF THE

12 AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES

13 CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0.0%
TYPE OF REPORTING
PERSON

14

PN; IA

1 NAME OF REPORTING PERSON

Asgard Investment Corp.
II

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x
A GROUP

3 SEC USE ONLY
4 SOURCE OF FUNDS

AF
CHECK BOX

5 IF DISCLOSURE OF LEGAL PROCEEDING

IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

Delaware
SOLE VOTING POWER

0
SHARED VOTING POWER

8
0
SOLE DISPOSITIVE POWER

9
0
SHARED DISPOSITIVE POWER

10
0
SHARED DISPOSITIVE POWER

0
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
PERSON

0
CHECK IF THE
AGGREGATE
AMOUNT IN
12 ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

0.0%
TYPE OF REPORTING
14 PERSON
CO

1 NAME OF REPORTING PERSON

Asgard Investment Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) x A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

7 SOLE VOTING POWER

8 0 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **9** 0 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE POWER

0

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

0
CHECK IF THE

12 AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES

13 CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0.0%
TYPE OF REPORTING
PERSON

14 CO

1 NAME OF REPORTING PERSON

Clint D. Carlson

2 CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) x

3 A GROUP

SEC USE ONLY

4 SOURCE OF FUNDS

AF

CHECK BOX

IF

DISCLOSURE

OF LEGAL

5 PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

United States

SOLE

VOTING

7 POWER

0

SHARED

VOTING

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

POWER

0

SOLE

DISPOSITIVE

9 POWER

0

SHARED

DISPOSITIVE

10 POWER

0

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

0
CHECK IF THE

12 AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES

13 CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0.0%
TYPE OF REPORTING
PERSON

14 IN

CUSIP No. 292756202 SCHEDULE 13D/A Page 9 of 11 Pages

This Amendment No. 3 ("Amendment No. 3") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on January 10, 2013 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed with the SEC on February 21, 2013 ("Amendment No. 1") and Amendment No. 2 to the Original Schedule 13D filed with the SEC on April 5, 2013 ("Amendment No. 2" and together with the Original Schedule 13D, Amendment No. 1 and this Amendment No. 3, the "Schedule 13D") with respect to shares of common stock, par value \$0.01 per share (the "Common Stock"), of EnergySolutions, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D. This Amendment No. 3 amends Items 4 and 5 as set forth below. This Amendment No. 3 constitutes an "exit filing" with respect to the Reporting Persons.

Item
4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On May 24, 2013, Rockwell Acquisition Corp., a Delaware corporation ("Merger Sub") and wholly-owned subsidiary of Rockwell Holdco, Inc., a Delaware corporation ("Rockwell"), completed its previously announced acquisition of the Issuer pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 7, 2013, as amended on April 5, 2013, between the Issuer and Merger Sub. Pursuant to the Merger Agreement, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly-owned subsidiary of Rockwell. At the effective time of the Merger, each share of Common Stock beneficially owned by each Fund immediately prior to the Merger was converted into the right for such Fund to receive \$4.15 in cash, without interest and subject to any required withholding of tax. As a result of the consummation of the Merger, the Reporting Persons are no longer the beneficial owners of any shares of Common Stock.

Item
5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a)-(c) and (e) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) and (b)

As a result of the Merger, the Reporting Persons do not have, and may not be deemed to have, beneficial ownership of any shares of Common Stock.

(c) There have been no transactions in the Common Stock effected by the Reporting Persons during the past sixty days.

(e) May 24, 2013.

SIGNATURES

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

Date: January 3, 2014

**DOUBLE BLACK
DIAMOND
OFFSHORE LTD.**

By: Carlson Capital,
L.P., its investment
manager

/s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

**BLACK DIAMOND
OFFSHORE LTD.**

By: Carlson Capital,
L.P., its investment
manager

/s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

**BLACK DIAMOND
THEMATIC
OFFSHORE LTD.**

By: Carlson Capital,
L.P., its investment
manager

/s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

**CARLSON CAPITAL,
L.P.**

/s/ Clint D. Carlson
Name Clint D. Carlson
Title: President

**ASGARD
INVESTMENT CORP.
II**

/s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

**ASGARD
INVESTMENT
CORP.**

/s/ Clint D. Carlson
Name Clint D. Carlson
Title President

By: /s/ Clint D. Carlson
Name Clint D. Carlson