

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
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(HTML Version on secdatabase.com)

REPORTING OWNER

Olshan Michael E

CIK: **1440457**

Type: **4** | Act: **34** | File No.: **001-32212** | Film No.: **13521089**

Mailing Address
C/O O-CAP MANAGEMENT,
L.P.
600 MADISON AVENUE,
14TH FLOOR
NEW YORK NY 10022

STURDIVANT JARED S.

CIK: **1565394**

Type: **4** | Act: **34** | File No.: **001-32212** | Film No.: **13521090**

Mailing Address
600 MADISON AVENUE
14TH FLOOR
NEW YORK NY 10022

ISSUER

ENDEAVOUR INTERNATIONAL CORP

CIK: **1112412** | IRS No.: **880448389** | State of Incorp.: **NV** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
1001 FANNIN STREET
SUITE 1600
HOUSTON TX 77002

Business Address
1001 FANNIN STREET
SUITE 1600
HOUSTON TX 77002
713-307-8700

O-CAP Partners, L.P.

CIK: **1466172** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32212** | Film No.: **13521096**

Mailing Address
712 FIFTH AVENUE
26TH FLOOR
NEW YORK NY 10019

Business Address
712 FIFTH AVENUE
26TH FLOOR
NEW YORK NY 10019
212-554-4622

O-CAP Offshore Fund, Ltd.

CIK: **1467344** | State of Incorp.: **E9** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32212** | Film No.: **13521095**

Mailing Address
712 FIFTH AVENUE
26TH FLOOR
NEW YORK NY 10019

Business Address
712 FIFTH AVENUE
26TH FLOOR
NEW YORK NY 10019
917-324-8400

O-Cap Management, L.P.

Mailing Address
712 FIFTH AVENUE
26TH FLOOR

Business Address
712 FIFTH AVENUE
26TH FLOOR

CIK:**1539093** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32212** | Film No.: **13521098**

NEW YORK NY 10019

*NEW YORK NY 10019
212-554-4622*

O-CAP ADVISORS, LLC

CIK:**1565465** | State of Incorp.:**DE**
Type: **4** | Act: **34** | File No.: **001-32212** | Film No.: **13521091**

Mailing Address
*600 MADISON AVENUE
14TH FLOOR
NEW YORK NY 10022*

Business Address
*600 MADISON AVENUE
14TH FLOOR
NEW YORK NY 10022
212-554-4622*

O-CAP GP, LLC

CIK:**1565466** | State of Incorp.:**DE**
Type: **4** | Act: **34** | File No.: **001-32212** | Film No.: **13521092**

Mailing Address
*600 MADISON AVENUE
14TH FLOOR
NEW YORK NY 10022*

Business Address
*600 MADISON AVENUE
14TH FLOOR
NEW YORK NY 10022
212-554-4622*

O-CAP OFFSHORE MASTER FUND, L.P.

CIK:**1565467** | State of Incorp.:**E9**
Type: **4** | Act: **34** | File No.: **001-32212** | Film No.: **13521093**

Mailing Address
*600 MADISON AVENUE
14TH FLOOR
NEW YORK NY 10022*

Business Address
*600 MADISON AVENUE
14TH FLOOR
NEW YORK NY 10022
212-554-4622*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person O-Cap Management, L.P.			2. Issuer Name and Ticker or Trading Symbol ENDEAVOUR INTERNATIONAL CORP [END]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Explanation of Responses		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
600 MADISON AVENUE, 14TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) NEW YORK, NY 10022								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock, \$0.001 Par Value ⁽¹⁾ ⁽²⁾	01/07/2013		P		34,385	A	\$5.914	392,762	I	By O-CAP Partners, L.P. ⁽³⁾
Common Stock, \$0.001 Par Value ⁽¹⁾ ⁽²⁾	01/07/2013		P		25,615	A	\$5.914	292,569	I	By O-CAP Offshore Master Fund, L.P. ⁽⁴⁾
Common Stock, \$0.001 Par Value ⁽¹⁾ ⁽²⁾								424,743	I	By Managed Accounts of O-CAP Management, L.P. ⁽⁵⁾
Common Stock, \$0.001 Par Value ⁽¹⁾ ⁽²⁾								19,500	I	By Jared S. Sturdivant ⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
				Code	V	(A)	(D)							
Call Option (right to buy) ⁽¹⁾ ₍₂₎	\$12.5						⁽⁷⁾	03/16/2013	Common Stock	337,200		3,372	I	By O-CAP Partners, L.P. ⁽³⁾
Call Option (right to buy) ⁽¹⁾ ₍₂₎	\$12.5						⁽⁷⁾	03/16/2013	Common Stock	222,300		2,223	I	By O-CAP Offshore Master Fund, L.P. ⁽⁴⁾
Call Option (right to buy) ⁽¹⁾ ₍₂₎	\$5						⁽⁷⁾	06/22/2013	Common Stock	186,300		1,863	I	By O-CAP Partners, L.P. ⁽³⁾
Call Option (right to buy) ⁽¹⁾ ₍₂₎	\$5						⁽⁷⁾	06/22/2013	Common Stock	138,700		1,387	I	By O-CAP Offshore Master Fund, L.P. ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O-Cap Management, L.P. 600 MADISON AVENUE 14TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
O-CAP Partners, L.P. C/O O-CAP MANAGEMENT, L.P. 600 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
O-CAP Offshore Fund, Ltd. C/O O-CAP MANAGEMENT, L.P. 600 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
O-CAP OFFSHORE MASTER FUND, L.P. C/O O-CAP MANAGEMENT, L.P. 600 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
O-CAP GP, LLC C/O O-CAP MANAGEMENT, L.P. 600 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
O-CAP ADVISORS, LLC C/O O-CAP MANAGEMENT, L.P. 600 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses

STURDIVANT JARED S. C/O O-CAP MANAGEMENT, L.P. 600 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses
Olshan Michael E C/O O-CAP MANAGEMENT, L.P. 600 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10022		X		See Explanation of Responses

Explanation of Responses:

1. This Form 4 is filed jointly by O-CAP Management, L.P., a Delaware limited partnership ("O-CAPMGT"), O-CAP Partners, L.P., a Delaware limited partnership ("O-CAPLP"), O-CAP Offshore Fund, Ltd., a Cayman Islands exempted company ("O-CAPOFF"), O-CAP Offshore Master Fund, L.P., a Cayman Islands exempted limited partnership ("O-CAPMF"), O-CAP Advisors, LLC, a Delaware limited liability company ("O-CAPADV"), O-CAP GP, LLC, a Delaware limited liability company ("O-CAPGP"), Michael E. Olshan and Jared S. Sturdivant.
2. Each Reporting Person is a member of a reporting group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. As such, each Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
3. Shares of Common Stock beneficially owned by O-CAPLP. O-CAPMGT, as the investment manager of O-CAPLP, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by O-CAPLP. Each of O-CAPADV, as the general partner of O-CAPLP, O-CAPGP, as the general partner of each of O-CAPMGT and O-CAPADV, and Messrs. Olshan and Sturdivant, as Portfolio Managers and the Managing Partners of O-CAPMGT and the Managing Members of O-CAPGP and O-CAPADV, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by O-CAPLP.
4. Shares of Common Stock beneficially owned by O-CAPMF. O-CAPMGT, as the investment manager of O-CAPMF, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by O-CAPMF. Each of O-CAPOFF, which is managed by O-CAP MGT, O-CAPADV, as the general partner of O-CAPMF, O-CAPGP, as the general partner of each of O-CAPMGT and O-CAPADV, and Messrs. Olshan and Sturdivant, as Portfolio Managers and Managing Partners of O-CAPMGT and as Managing Members of O-CAPGP and O-CAPADV, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by O-CAPMF.
5. Shares of Common Stock held in accounts managed by O-CAPMGT. Each of O-CAPGP, as the general partner of O-CAPMGT and Messrs. Olshan and Sturdivant, as Portfolio Managers and Managing Partners of O-CAPMGT, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by O-CAPMGT.
6. Shares of Common Stock owned personally by Jared S. Sturdivant.
7. Options are exercisable at any time.

Signatures

O-CAP Management, L.P.; By: /s/ Jared S. Sturdivant, Authorized Signatory	01/09/2013
O-CAP Partners, L.P.; By: /s/ Jared S. Sturdivant, Authorized Signatory	01/09/2013
O-CAP Offshore Fund, Ltd.; By: /s/ Jared S. Sturdivant, Authorized Signatory	01/09/2013
O-CAP OFFSHORE MASTER FUND, L.P.; By: /s/ Jared S. Sturdivant, Authorized Signatory	01/09/2013
O-CAP GP, LLC; By: /s/ Jared S. Sturdivant, Authorized Signatory	01/09/2013
O-CAP ADVISORS, LLC; By: /s/ Jared S. Sturdivant, Authorized Signatory	01/09/2013
By: /s/ JARED S. STURDIVANT	01/09/2013
By: /s/ Michael E. Olshan	01/09/2013
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.