

Rosetta Resources Inc.
Form SC 13G/A
February 25, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

(Amendment No. 2)*

Under the Securities Exchange Act of 1934

Rosetta Resources Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

777779307

(CUSIP Number)

December 31, 2014

(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)

o 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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NAME OF REPORTING PERSONS

1

SailingStone Capital Partners LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, USA

SOLE VOTING POWER

5

NUMBER OF
SHARES

6,868,390

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

6

0

EACH

REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

6,868,390

WITH

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,868,390

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.2%

12

TYPE OF REPORTING PERSON

IA

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NAME OF REPORTING PERSONS

1

RS Global Natural Resources Fund

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, USA

SOLE VOTING POWER

5

NUMBER OF
SHARES

3,694,571

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

6

0

EACH

REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

3,694,571

WITH

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,694,571

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.0%

12

TYPE OF REPORTING PERSON

IV

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Item 1. (a) Name of Issuer

Rosetta Resources Inc.

(b) Address of Issuer's Principal Executive Offices

1111 Bagby Street, Suite 1600

Houston, TX 77002

Item 2.

(a) Name of Person Filing

(b) Address of Principal Business Office, or, if none, Residence

(c) Citizenship

SailingStone Capital Partners LLC

One California Street, 30th Floor

San Francisco, CA 94111

Delaware

RS Global Natural Resources Fund

One California Street, 30th Floor

San Francisco, CA 94111

Delaware

(d) Title of Class of Securities

Common Stock

(e) CUSIP No.:

777779307

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-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);
- (e) ☒ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations 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) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

SailingStone Capital Partners LLC

- (a) Amount beneficially owned: 6,868,390
- (b) Percent of class: 11.2%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 6,868,390
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 6,868,390
 - (iv) Shared power to dispose or to direct the disposition of: 0

RS Global Natural Resources Fund

- (a) Amount beneficially owned: 3,694,571
- (b) Percent of class: 6.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 3,694,571
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 3,694,571
 - (iv) Shared power to dispose or to direct the disposition of: 0

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 person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

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

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

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.

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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 25, 2015

SailingStone Capital Partners LLC

By: /s/ Kathlyne Kiaie

Name: Kathlyne Kiaie

Title: Chief Compliance Officer

RS Global Natural Resources Fund

By: SailingStone Capital Partners

LLC

By: /s/ Kathlyne Kiaie

Name: Kathlyne Kiaie

Title: Chief Compliance Officer