LIBBEY INC Form SC 13G/A January 06, 2006

| OMB APPROVAL |
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| OMB Number: 3235-0145 |
| Expires: December 31, 2005 |
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| hours per response11 |
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Libbey Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

529898108

(CUSIP Number)

December 31, 2005

(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) |X| 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).

(Continued on following pages)

Page 1 of 30 Pages

13G _____ CUSIP No. 529898108 _____ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Asset Management, L.P. ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of O Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. _____ SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER NUMBER OF 5 -0-_____ SHARES SHARED VOTING POWER 6 BENEFICIALLY OWNED BY -0-SOLE DISPOSITIVE POWER 7 EACH -0-_____ REPORTING SHARED DISPOSITIVE POWER PERSON WITH 8 -0-_____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0------CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 10 _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0%

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Page 5 of 30 Pages

13G CUSIP No. 529898108 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Partners, L.P. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. _____ 3 SEC USE ONLY

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Page 6 of 30 Pages

TABLE TO SERVICE THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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The reporting persons making this filing hold an aggregate of O Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION California _____ SOLE VOTING POWER NUMBER OF 5 -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY _____ SOLE DISPOSITIVE POWER EACH 7 -0-_____ REPORTING SHARED DISPOSITIVE POWER PERSON WITH 8 -0-_____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0% TYPE OF REPORTING PERSON (See Instructions) 12 PN _____

Page 7 of 30 Pages

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Page 8 of 30 Pages

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Page 9 of 30 Pages

13G ______ CUSIP No. 529898108 -----_____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tinicum Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of O Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. _____ SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION New York SOLE VOTING POWER 5 NUMBER OF -0-SHARES SHARED VOTING POWER 6 BENEFICIALLY OWNED BY -0-_____ SOLE DISPOSITIVE POWER 7 EACH -0-_____ REPORTING SHARED DISPOSITIVE POWER PERSON WITH -0------AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-_____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions)

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Page 13 of 30 Pages

CUSIP No. 529898108

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Joseph F. Downes [See Footnote 1 in Item 2]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []

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Page 15 of 30 Pages

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CUSIP No. 529898108

| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | |
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| | Charles E. | Ellwei | .n | | | | |
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Page 16 of 30 Pages

13G -----CUSIP No. 529898108 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Richard B. Fried _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] * * 2 The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION United States _____ SOLE VOTING POWER NUMBER OF 5 -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY -0-_____ SOLE DISPOSITIVE POWER EACH -0-REPORTING SHARED DISPOSITIVE POWER PERSON WITH 8 -0-_____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0% _____ TYPE OF REPORTING PERSON (See Instructions) 12 IN

Page 17 of 30 Pages

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| | Stephen L. Millham | | | | | | | | | |
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| | | - | Page 20 of 30 Pages | | | | | |

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-----CUSIP No. 529898108 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Rajiv A. Patel _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 * * The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. _____ SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION United States

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Page 21 of 30 Pages

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Page 22 of 30 Pages

13G

CUSIP No. 529898108

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas F. Steyer

| ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States SOLE VOTING POWER NUMBER OF 5 -0- SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY -0- SOLE DISPOSITIVE POWER EACH 7 -0- REPORTING SHARED DISPOSITIVE POWER PERSON WITH 8 -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 -0- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0% | 2 | CHECK TH | E APPRO | OPRIA: | • | a) | [nst [[X |] | ıs) |
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Page 23 of 30 Pages

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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | |
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| | Mark C. | Wehrly | | | | | |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruct (a) [] (b) [X]** | | | | | | |
| 2 | ** | agg sec how | The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. | | | | |
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Page 24 of 30 Pages

This Amendment No. 2 to Schedule 13G amends the Schedule 13G initially filed on March 26, 2004 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Libbey Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

300 Madison Avenue, Toledo, Ohio 43604

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 529898108.

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Noonday Sub-adviser Entities

- (i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser to each of the Farallon Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Farallon Funds and the Managed Accounts;
- (ii) Noonday Asset Management, L.P., a Delaware limited partnership, which is a sub-investment adviser to each of the Farallon Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Farallon Funds and the Managed Accounts; and
- (iii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares held by the Farallon Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

Page 25 of 30 Pages

The Noonday Managing Member

(iv) David I. Cohen ("Cohen"), the managing member of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the Shares held by the Farallon Funds and the Managed Accounts.

Cohen is referred to herein as the "Noonday Individual Reporting Person."

The Farallon Funds

- (v) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;

- (ix) Tinicum Partners, L.P., a New York limited
 partnership ("Tinicum"), with respect to the Shares
 held by it.

FCP, FCIP, FCIP II, FCIP III and Tinicum are together referred to herein as the "Farallon Funds."

The Management Company

(x) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

The Farallon General Partner

the Farallon Funds.

The Farallon Managing Members

(xii) The following persons who are (or, solely with respect to Joseph F. Downes, were) managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the

Page 26 of 30 Pages

Farallon Funds and the Managed Accounts: Chun R. Ding ("Ding"), Joseph F. Downes1 ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Downes, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons." The Farallon Individual Reporting Persons and the Noonday Individual Reporting Person are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Noonday Sub-adviser Entities, the Farallon Funds, the Farallon General Partner, the Management Company is set forth above. Each of the Individual Reporting Persons is a citizen of the United States. The address of the principal business office of each of the Noonday Sub-advisors Entities and the Noonday Individual Reporting Person is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the principal business office of each of the Reporting Persons other than the Noonday Sub-adviser Entities and the Noonday Individual Reporting Person is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This ------Box. [X]

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5

through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-advisor and the Second Noonday Sub-adviser, as sub-investment advisers to the Farallon Funds and Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. The Noonday Individual Reporting Person, as

1 Joseph F. Downes resigned as a managing member of the Management Company and the Farallon General Partner effective September 30, 2005.

Page 27 of 30 Pages

managing member of both the First Noonday Sub-adviser and the Noonday General Partner, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. The Farallon Individual Reporting Persons, other than Downes, as managing members of both the Farallon General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. Each of the Farallon General Partner, the Management Company, the Noonday Sub-adviser Entities and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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 deemed beneficial owner 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

 Not Applicable.
- 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

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

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 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.

Page 28 of 30 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 6, 2006

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C. By Monica R. Landry,

Attorney-in-fact

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,
On its own behalf and as the General Partner of
NOONDAY ASSET MANAGEMENT, L.P.
By Monica R. Landry,
Attorney-in-fact

/s/ Monica R. Landry

<u>.</u>

FARALLON PARTNERS, L.L.C.,
On its own behalf and
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P. and
TINICUM PARTNERS, L.P.
By Monica R. Landry,
Managing Member

By Monica R. Landry,
Managing Member

Page 29 of 30 Pages

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, Joseph F. Downes, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

The Powers of Attorney executed by Joseph F. Downes, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Thomas F. Steyer and Mark C. Wehrly authorizing Monica R. Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Chun R. Ding and Derek C. Schrier authorizing Monica R. Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Charles E. Ellwein and Rajiv A. Patel authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and David I. Cohen authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference.

Page 30 of 30 Pages