

Edgar Filing: Core-Mark Holding Company, Inc. - Form SC 13G/A

Core-Mark Holding Company, Inc.
Form SC 13G/A
February 11, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

(Amendment No. 5)

Core-Mark Holding Company, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

218681104

(CUSIP Number)

February 7, 2009

(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 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 (the "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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1 NAME OF REPORTING PERSON

Third Point LLC

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER
		0
NUMBER OF	6	SHARED VOTING POWER
SHARES		534,000
BENEFICIALLY		
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0
REPORTING		
PERSON	8	SHARED DISPOSITIVE POWER
WITH		534,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
534,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.97%

12 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON

Daniel S. Loeb

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

534,000

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

534,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

534,000

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

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.97%

12 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON

Third Point Offshore Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

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Cayman Islands

	5	SOLE VOTING POWER
	0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
	0	
	7	SOLE DISPOSITIVE POWER
	0	
	8	SHARED DISPOSITIVE POWER
	0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	N/A	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0%	
12	TYPE OF REPORTING PERSON	
	OO	

This Amendment No. 5 to Schedule 13G (this "Amendment No. 5") is being filed with respect to the Common Stock of Core-Mark Holding Company, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), to amend the Schedule 13G filed on February 13, 2006 (as amended by Amendment No. 1 thereto filed on February 13, 2007, Amendment No. 2 thereto filed on August 13, 2007, Amendment No. 3 thereto filed on February 13, 2008, and Amendment No. 4 thereto filed on January 6, 2009, the "Schedule 13G"). This Amendment No. 5 is being filed to disclose that Third Point LLC and Mr. Daniel S. Loeb are no longer beneficial owners of more than 5% of the Common Stock. As previously reported, Third Point Offshore Fund, Ltd., the third joint filer of this Schedule 13G, ceased to be the beneficial owner of more than 5% of the Common Stock as of January 1, 2009. Capitalized terms used herein and not otherwise defined have the meanings ascribed in the Schedule 13G.

Item 4: Ownership:

Item 4 is hereby amended and restated as follows:

The beneficial ownership of Common Stock by the Reporting Persons, as of the date hereof, is as follows:

A. Third Point LLC

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- (a) Amount beneficially owned: 534,000
- (b) Percent of class: 4.97%. The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 10,737,663 shares of Common Stock issued and outstanding as of September 30, 2008, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 534,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 534,000

B. Daniel S. Loeb

- (a) Amount beneficially owned: 534,000
- (b) Percent of class: 4.97%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 534,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 534,000

C. Third Point Offshore Fund, Ltd.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -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 five percent of the class of securities, check the following: [X]

Item 10: Certification:

Each of the Reporting Persons hereby makes the following certification:

By signing below, the undersigned certifies that, to the best of its 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.

[Signatures on following page]

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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.

Dated: February 10, 2009

THIRD POINT LLC

By: Daniel S. Loeb, Chief Executive Officer

By: /s/ William Song

Name: William Song
Title: Attorney-in-Fact

THIRD POINT OFFSHORE FUND, LTD.

By: Daniel S. Loeb, Director

By: /s/ William Song

Name: William Song
Title: Attorney-in-Fact

DANIEL S. LOEB

By: /s/ William Song

Name: William Song
Title: Attorney-in-Fact

[SIGNATURE PAGE TO AMENDMENT NO. 5 TO SCHEDULE 13G
WITH RESPECT TO CORE-MARK HOLDING COMPANY, INC.]

