METROMEDIA INTERNATIONAL GROUP INC Form SC 13D/A December 08, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.3)

Metromedia International Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

591689104

(CUSIP Number)

Martin D. Sklar, Esq.

Kleinberg, Kaplan, Wolff & Cohen, P.C.

551 Fifth Avenue, New York, New York 10176

Tel: (212) 986-6000

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

December 5, 2006

(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 $\S\S 240.13d-1(e)$, 240.13d-1(f) or 240.13d-1(g), check the following box (.

SCHEDULE 13D

CUSIP No 591689104

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
2 3 4	Esopus Creek Value LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O SEC USE ONLY SOURCE OF FUNDS			
5 6	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS $2(d)$ or $2(e)$ O CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFI-CIALLY	Delaware 7 SOLE VOTING POWER			
OWNED BY EACH REPORT-ING PERSONWITH	8 SHARED VOTING POWER			
	3,830,000 SOLE DISPOSITIVE POWER			
	10 SHARED DISPOSITIVE POWER			
11	3,830,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12 13	3,830,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	4.1% TYPE OF REPORTING PERSON			
	PN			

1	NAME OF REPORTING PERSON			
	I.R.S. IDENT	IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
2	Esopus Creek Advisors LLC			
3	SEC USE ON	APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O		
4	SOURCE OF FUNDS			
	AF			
5 6		IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) OP OR PLACE OF ORGANIZATION		
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFI-CIALLY OWNED BY		0		
EACH REPORT-ING PERSON WITH	8	SHARED VOTING POWER		
		3,830,000		
	9	SOLE DISPOSITIVE POWER		
		0		
	10	SHARED DISPOSITIVE POWER		
		3,830,000		
11	AGGREGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,83	80,000		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O			
13	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	4.19			
14	TYPE OF RE	PORTING PERSON		
	OO			

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Andrew L. Sole			
2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O SEC USE ONLY SOURCE OF FUNDS			
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING PERSON WITH	7	ted States SOLE VOTING POWER		
	8	0 SHARED VOTING POWER		
	9	3,830,000 SOLE DISPOSITIVE POWER		
	10	0 SHARED DISPOSITIVE POWER		
11	3,830,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12 13	3,830,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	4.19 TYPE OF RE	% PORTING PERSON		
	IN			

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Joseph S. Criscione			
2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O SEC USE ONLY SOURCE OF FUNDS			
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH	0			
REPORT-ING PERSON WITH	8 SHARED VOTING POWER			
	3,830,000 9 SOLE DISPOSITIVE POWER			
	0 10 SHARED DISPOSITIVE POWER			
11	3,830,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12 13	3,830,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	4.1% TYPE OF REPORTING PERSON			
	IN			

1	NAME OF REPORTING PERSON			
	I.R.S. IDENT	IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	D. E. Shaw Laminar Portfolios, L.L.C.			
2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O SEC USE ONLY SOURCE OF FUNDS			
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS $2(d)$ or $2(e)$ O CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFI-CIALLY	Delaware 7	SOLE VOTING POWER		
DENEFI-CIALLY OWNED BY EACH REPORT-ING PERSONWITH	8	0 SHARED VOTING POWER		
	9	6,813,000 SOLE DISPOSITIVE POWER		
	10	0 SHARED DISPOSITIVE POWER		
11	AGGREGAT	6,813,000 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12 13	6,813,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	7.2° TYPE OF RE	% PORTING PERSON		
	00			

1	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	D. E. Shaw & Co., L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) O (b) O SEC USE ONLY				
4	SOURCE OF FUNDS				
	WC				
5 6	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS $2(d)$ or $2(e)$ O CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER OF SHARES	Delaware 7	SOLE VOTING POWER			
BENEFI-CIALLY OWNED BY		0			
EACH REPORT-ING PERSONWITH	8	SHARED VOTING POWER			
ZMOOTWITT		6,813,000			
	9	SOLE DISPOSITIVE POWER			
		0			
	10	SHARED DISPOSITIVE POWER			
		6,813,000			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	6,81	3,000			
12 13	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O				
13	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)			
1.4	7.29				
14	I YPE OF RE	PORTING PERSON			
	IA,	PN			

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	D. E. Shaw & Co., L.L.C.			
2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) O (b) O SEC USE ONLY SOURCE OF FUNDS			
5 6	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH		SOLE VOTING POWER 0 GUARANTE NOTING POWER		
REPORT-ING PERSONWITH	9	SHARED VOTING POWER 6,813,000 SOLE DISPOSITIVE POWER		
	10	0 SHARED DISPOSITIVE POWER		
11	AGGREGAT	6,813,000 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12 13	6,813,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	7.29 TYPE OF RE	PORTING PERSON		
	00			

1	NAME OF REPORTING PERSON			
	I.R.S. IDENT	IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	David E. Shav	v		
2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) O (b) O SEC USE ONLY SOURCE OF FUNDS			
5		IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) OP OR PLACE OF ORGANIZATION		
NUMBER OF SHARES BENEFI-CIALLY OWNED BY	7	ed States SOLE VOTING POWER 0		
EACH REPORT-ING PERSON WITH	8	SHARED VOTING POWER		
	9	6,813,000 SOLE DISPOSITIVE POWER		
	10	0 SHARED DISPOSITIVE POWER		
11	AGGREGAT	6,813,000 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12 13	6,813,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	7.29 TYPE OF RE	6 PORTING PERSON		
	IN			

1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Black Horse Capital LP			
2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O SEC USE ONLY SOURCE OF FUNDS			
5		IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS $2(d)$ or $2(e)$ O		
6	CITIZENSHI	P OR PLACE OF ORGANIZATION		
NUMBER OF	Del	aware SOLE VOTING POWER		
SHARES BENEFI-CIALLY				
OWNED BY EACH REPORT-ING PERSON WITH	8	0 SHARED VOTING POWER		
reason with	9	4,347,328 SOLE DISPOSITIVE POWER		
	10	0 SHARED DISPOSITIVE POWER		
11	AGGREGAT	4,347,328 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12 13	CHECK BOX	7,328 IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O		
13	PERCENTO	F CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	4.69 TYPE OF RE	6 PORTING PERSON		
	PN			

1	NAME OF R	EPORTING PERSON		
	I.R.S. IDENT	IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Black Horse Capital (QP) LP			
2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O SEC USE ONLY SOURCE OF FUNDS			
5		X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) O		
6	CITIZENSHI	P OR PLACE OF ORGANIZATION		
NUMBER OF SHARES	Del 7	aware SOLE VOTING POWER		
BENEFI-CIALLY OWNED BY EACH REPORT-ING	8	0 SHARED VOTING POWER		
PERSON WITH	9	1,580,345 SOLE DISPOSITIVE POWER		
	10	0 SHARED DISPOSITIVE POWER		
11	AGGREGAT	1,580,345 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12 13	СНЕСК ВОХ	80,345 K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O F CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	1.7° TYPE OF RE	% PORTING PERSON		
	PN			

1	NAME OF REPORTING PERSON
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Black Horse Capital Offshore Ltd.
2 3 4	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O SEC USE ONLY SOURCE OF FUNDS
5	WC