METROMEDIA INTERNATIONAL GROUP INC Form SC 13D/A June 12, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.6)

Metromedia International Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

<u>591689104</u>

(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)

June 11, 2007

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

SCHEDULE 13D

CUSIP No 591689104

1		EPORTING PERSON FIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)							
2	Esopus Creel CHECK THI	x Value LP E APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O							
3	SEC USE ON	NLY							
4	SOURCE OF	FUNDS							
	WC								
5	CHECK BO	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)							
6	CITIZENSH	TIZENSHIP OR PLACE OF ORGANIZATION							
	Delaware								
NUMBER OF SHARES BENEFI-CIALLY	7	SOLE VOTING POWER							
OWNED BY EACH REPORT-ING PERSON WITH	8	0 SHARED VOTING POWER							
	9	3,926,200 SOLE DISPOSITIVE POWER							
	10	0 SHARED DISPOSITIVE POWER							
		3,926,200							

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12	3,926,200 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14	4.2% TYPE OF REPORTING PERSON						
	PN						

1		EPORTING PERSON FIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)								
2		x Advisors LLC E APPROPRIATE BOX IF A MEMBER OF A GROUP (a)) X	(b)	0					
3	SEC USE ON	NLY								
4	SOURCE OF	FUNDS								
	AF									
5	CHECK BOZ	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUA	NT TO	ITEM	IS 2(d) or 2(e)	0				
6	CITIZENSH	CITIZENSHIP OR PLACE OF ORGANIZATION								
	Delaware									
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING PERSON WITH	7 8	SOLE VOTING POWER 0 SHARED VOTING POWER								
	9	3,926,200 SOLE DISPOSITIVE POWER								
	10	0 SHARED DISPOSITIVE POWER								
11	AGGREGAT	3,926,200 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N							
12		26,200 X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	SHARI	ES	0					

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.2%

14 TYPE OF REPORTING PERSON

1		EPORTING PERSON TFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
2	Andrew L. So CHECK THE		(a) 2	X	(b)	0	
3	SEC USE ON	NLY					
4	SOURCE OF	FUNDS					
	AF						
5	СНЕСК ВОУ	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSU	JANT	то	ITEM	IS 2(d) or 2(e)	0
6	CITIZENSHI	IP OR PLACE OF ORGANIZATION					
	United States						
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING PERSON WITH		SOLE VOTING POWER 0 SHARED VOTING POWER					
	9	3,926,200 SOLE DISPOSITIVE POWER					
	10	0 SHARED DISPOSITIVE POWER					
11	AGGREGAT	3,926,200 È AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS	SON				
12		26,200 K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAI	IN SH	IARI	ES	0	

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.2%

14 TYPE OF REPORTING PERSON

IN

1		EPORTING PERSON TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
2	Joseph S. Cri CHECK THE		(a) 2	X	(b)	0					
3	SEC USE ON	NLY									
4	SOURCE OF	FUNDS									
	AF	3									
5	CHECK BO2	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSI	UANT	Г ТО	ITEM	1S 2(d) or 2(e)	0				
6	CITIZENSH	TIZENSHIP OR PLACE OF ORGANIZATION									
	United States										
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING PERSON WITH	7 8	SOLE VOTING POWER 0 SHARED VOTING POWER									
FERSON WITH	9	3,926,200 SOLE DISPOSITIVE POWER									
	10	0 SHARED DISPOSITIVE POWER									
11	AGGREGAT	3,926,200 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS	SON								
12		26,200 X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTA	IN SH	IARE	ES	0					

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.2%

14 TYPE OF REPORTING PERSON

IN

1		REPORTING PERSON TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
2	Black Horse (CHECK THE	Capital LP E APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O									
3	SEC USE ON	NLY									
4	SOURCE OF	F FUNDS									
	WC	wС									
5	CHECK BO	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS	2(d) or 2(e) O								
6	CITIZENSH	TIZENSHIP OR PLACE OF ORGANIZATION									
	Delaware										
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING		SOLE VOTING POWER 0 SHARED VOTING POWER									
PERSON WITH	9	6,026,875 SOLE DISPOSITIVE POWER									
	10	0 SHARED DISPOSITIVE POWER									
11	AGGREGAT	6,026,875 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON									
12		026,875 X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0								

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.4%

14 TYPE OF REPORTING PERSON

PN

1		EPORTING PERSON TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
2		Capital (QP) LP E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 2	X	(b)	0					
3	SEC USE ON	NLY									
4	SOURCE OF	RCE OF FUNDS									
	WC										
5	CHECK BOZ	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSU	JANT	T TO	ITEN	AS 2(d) or 2(e)	0				
6	CITIZENSHIP OR PLACE OF ORGANIZATION										
	Delaware										
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING PERSON WITH	7 8	SOLE VOTING POWER 0 SHARED VOTING POWER									
	9	1,937,973 SOLE DISPOSITIVE POWER									
	10	0 SHARED DISPOSITIVE POWER									
11	AGGREGAT	1,937,973 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS	SON								
12		37,973 X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAI	IN SH	IARI	ES	0					

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1% TYPE OF REPORTING PERSON

PN

1		EPORTING PERSON FIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
2		Capital Offshore Ltd. E APPROPRIATE BOX IF A MEMBER OF A GROUP (a	a) X	K	(b)	0					
3	SEC USE ON	NLY									
4	SOURCE OF	RCE OF FUNDS									
	WC										
5	CHECK BO	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSU.	ANT	TO	ITEN	AS 2(d) or 2(e)	0				
6	CITIZENSHI	IP OR PLACE OF ORGANIZATION									
	Cayman Islands										
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING PERSON WITH		SOLE VOTING POWER 0 SHARED VOTING POWER									
	9	1,426,167 SOLE DISPOSITIVE POWER									
	10	0 SHARED DISPOSITIVE POWER									
11	AGGREGAT	1,426,167 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	ON								
12		26,167 X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	N SH.	ARE	ËS	0					

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5% TYPE OF REPORTING PERSON

со

1		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)								
2		Capital Management LLC E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	X	(b)	0				
3	SEC USE ON	USE ONLY								
4	SOURCE OF	CE OF FUNDS								
	AF									
5	СНЕСК ВОУ	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 0								
6	CITIZENSHI	CITIZENSHIP OR PLACE OF ORGANIZATION								
	Delaware									
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING PERSON WITH		SOLE VOTING POWER 0 SHARED VOTING POWER								
	9	7,964,848 SOLE DISPOSITIVE POWER								
	10	0 SHARED DISPOSITIVE POWER								
11	AGGREGAT	7,964,848 È AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS	SON							
12		64,848 K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTA	IN SH	IARI	ES	0				

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.4%

14 TYPE OF REPORTING PERSON

1		REPORTING PERSON TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
2		Capital Advisors LLC E APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) O	
3	SEC USE OI	NLY	
4	SOURCE OF	F FUNDS	
	AF		
5	CHECK BO	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)) 0
6	CITIZENSH	IIP OR PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF SHARES BENEFI-CIALLY OWNED BY EACH REPORT-ING PERSON WITH	7 8	SOLE VOTING POWER 0 SHARED VOTING POWER	
PERSON WITH	9	1,426,167 SOLE DISPOSITIVE POWER	
	10	0 SHARED DISPOSITIVE POWER	
11	AGGREGAT	1,426,167 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12		426,167 X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES O	

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5%

14 TYPE OF REPORTING PERSON

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Dale Chappell