

DARLING INTERNATIONAL INC
Form SC 13G/A
February 13, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Darling International Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

237266101

(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)
- 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).

CUSIP No. 237266101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Gates Capital Management, Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|---|
| (a) | ý |
| (b) | o |
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware corporation
- | | | | |
|---|----|----|----------------------------------|
| | 5. | | Sole Voting Power |
| | | | 0 |
| Number of Shares Beneficially Owned by Each Reporting Person With | | 6. | Shared Voting Power |
| | | | 6,061,397 shares of Common Stock |
| | | 7. | Sole Dispositive Power |
| | | | 0 |
| | | 8. | Shared Dispositive Power |
| | | | 6,061,397 shares of Common Stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,061,397 shares of Common Stock
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
 11. Percent of Class Represented by Amount in Row (9)
Approximately 9.4% as of the date of this filing (based on 64,437,410 shares of Common Stock issued and outstanding as of November 3, 2005)
 12. Type of Reporting Person (See Instructions)
CO, HC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Gates Capital Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware limited partnership

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
6,061,397 shares of Common Stock

7. Sole Dispositive Power
0

8. Shared Dispositive Power
6,061,397 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,061,397 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
Approximately 9.4% as of the date of this filing (based on 64,437,410 shares of Common Stock issued and outstanding as of November 3, 2005)

12. Type of Reporting Person (See Instructions)
PN, HC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
ECF Value Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware limited partnership

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
6,061,397 shares of Common Stock

7. Sole Dispositive Power
0

8. Shared Dispositive Power
6,061,397 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,061,397 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
Approximately 9.4% as of the date of this filing (based on 64,437,410 shares of Common Stock issued and outstanding as of November 3, 2005)

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
ECF Value Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware limited partnership

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
6,061,397 shares of Common Stock

7. Sole Dispositive Power
0

8. Shared Dispositive Power
6,061,397 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,061,397 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
Approximately 9.4% as of the date of this filing (based on 64,437,410 shares of Common Stock issued and outstanding as of November 3, 2005)

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
ECF Value Fund International, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
British Virgin Islands company
5. Sole Voting Power
0
6. Shared Voting Power
6,061,397 shares of Common Stock
7. Sole Dispositive Power
0
8. Shared Dispositive Power
6,061,397 shares of Common Stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,061,397 shares of Common Stock
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
Approximately 9.4% as of the date of this filing (based on 64,437,410 shares of Common Stock issued and outstanding as of November 3, 2005)
12. Type of Reporting Person (See Instructions)
CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Jeffrey L. Gates

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
6,061,397 shares of Common Stock

7. Sole Dispositive Power
0

8. Shared Dispositive Power
6,061,397 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,061,397 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
Approximately 9.4% as of the date of this filing (based on 64,437,410 shares of Common Stock issued and outstanding as of November 3, 2005)

12. Type of Reporting Person (See Instructions)
IN; HC

Item 1.

- (a) Name of Issuer
Darling International Inc.
- (b) Address of Issuer's Principal Executive Offices
251 O Connor Ridge Blvd., Suite 300, Irving, TX 75038

Item 2.

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence
- (c) Citizenship

Gates Capital Partners, L.P.
1177 Ave. of the Americas, 32nd Floor
New York, New York 10036
Delaware limited partnership

ECF Value Fund, L.P.
c/o Gates Capital Management, Inc.
1177 Ave. of the Americas, 32nd Floor
New York, New York 10036
Delaware limited partnership

ECF Value Fund II, L.P.
c/o Gates Capital Management, Inc.
1177 Ave. of the Americas, 32nd Floor
New York, New York 10036
Delaware limited partnership

ECF Value Fund International, Ltd.
c/o Trident Fund Services (B.V.I) Limited
Trident Chambers, Wickhams Cay
P.O. Box 146
Road Town, Tortola
British Virgin Islands
British Virgin Islands company

Jeffrey L. Gates
c/o Gates Capital Management, Inc.
1177 Ave. of the Americas, 32nd Floor
New York, New York 10036

- (d) United States citizen
Title of Class of Securities
Common Stock, \$0.01 par value
(e) CUSIP Number
237266101

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) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="radio"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="radio"/> | 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) | <input type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |

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.

Gates Capital Management, Inc.

Gates Capital Partners, L.P.

ECF Value Fund, L.P.

ECF Value Fund II, L.P.

ECF Value Fund International, Ltd.

Jeffrey L. Gates

- (a) Amount beneficially owned:

6,061,397 shares of Common Stock
- (b) Percent of class:

Approximately 9.4% as of the date of this filing (based on 64,437,410 shares of Common Stock issued and outstanding as of November 3, 2005).
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

0
 - (ii) Shared power to vote or to direct the vote

6,061,397 shares of Common Stock
 - (iii) Sole power to dispose or to direct the disposition of

0
 - (iv) Shared power to dispose or to direct the disposition of

6,061,397 shares of Common Stock

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 o.

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

NA

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

NA

Item 8. Identification and Classification of Members of the Group

NA

Item 9. Notice of Dissolution of Group

NA

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.

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 13, 2006

GATES CAPITAL MANAGEMENT, INC.

By: /s/ Jeffrey L. Gates
Jeffrey L. Gates, President

GATES CAPITAL PARTNERS, L.P.

By: Gates Capital Management,
Inc.
Its Investment Manager

By: /s/ Jeffrey L. Gates
Jeffrey L. Gates, President

ECF VALUE FUND, L.P.

By: Gates Capital Partners, L.P.
Its General Partner

By: Gates Capital Management, Inc.
Its Investment Manager

By: /s/ Jeffrey L. Gates
Jeffrey L. Gates, President

ECF VALUE FUND II, L.P.

By: Gates Capital Partners, L.P.
Its General Partner

By: Gates Capital Management, Inc.
Its Investment Manager

By: /s/ Jeffrey L. Gates
Jeffrey L. Gates, President

ECF VALUE FUND INTERNATIONAL, LTD.

By: Gates Capital Management, Inc.
Its Investment Manager

By: /s/ Jeffrey L. Gates
Jeffrey L. Gates, President

JEFFREY L. GATES

By: /s/ Jeffrey L. Gates
Jeffrey L. Gates