

Edgar Filing: TRANS-INDIA ACQUISITION CORP - Form SC 13G/A

TRANS-INDIA ACQUISITION CORP
Form SC 13G/A
February 17, 2009

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)

Trans-India Acquisition Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

893237107
(CUSIP Number)

December 31, 2008
(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. 893237107

1. Names of Reporting Person

Tenor Capital Management Company, LP

I.R.S. Identification Nos. of above person: 84-1641518

2. Check the Appropriate Box if a Member Of a Group

☐ (a)

☐ (b)

3. SEC Use Only

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4. Citizenship or Place of Organization
Delaware, United States
5. Sole Voting Power: 0
Number of
Shares 6. Shared Voting Power: 896,200
Beneficially
Owned by 7. Sole Dispositive Power: 0
Each Reporting
Person With 8. Shared Dispositive Power: 896,200
9. Aggregate Amount Beneficially Owned by Each Reporting Person
896,200
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
6.31%
12. Type of Reporting Person
IA

CUSIP No. 893237107

1. Names of Reporting Person
Tenor Opportunity Master Fund, Ltd.
2. Check the Appropriate Box if a Member of a Group
☐ (a)
☐ (b)
3. SEC Use Only
4. Citizenship or Place of Organization
Grand Cayman, Cayman Islands
5. Sole Voting Power: 0
Number of
Shares 6. Shared Voting Power: 896,200
Beneficially
Owned by 7. Sole Dispositive Power: 0
Each Reporting
Person With 8. Shared Dispositive Power: 896,200
9. Aggregate Amount Beneficially Owned by Each Reporting Person
896,200
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)

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6.31%

12. Type of Reporting Person

00

Item 1. (a) Issuer: Trans-India Acquisition Corporation

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

300 South Wacker Drive, Suite 1000
Chicago, IL 60606
United States

Item 2. (a) Name of Person Filing:

Tenor Capital Management Company, LP
Tenor Opportunity Master Fund, Ltd.

(b) Address of Principal Business Offices:

Tenor Capital Management Company, LP
1180 Avenue of the Americas
19th Floor
New York, NY 10036

Tenor Opportunity Master Fund, Ltd.
802 West Bay Road, Suite #14
Grand Cayman, Cayman Islands

(c) Citizenship:

Please refer to Item 4 on each cover sheet for each filing person

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number: 893237107

Item 3. Tenor Capital Management Company, LP is an investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E); This Statement is filed pursuant to Rule 13d-1(c).

Item 4. Ownership

Please see Items 5 - 9 and 11 for each cover sheet for each filing separately

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

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

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Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

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 acquired and held in the ordinary course of business and 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 17, 2009

Tenor Capital Management Company, LP

By: /s/ Matthew Starr

Name: Matthew Starr

Title: Partner

Tenor Opportunity Master Fund, Ltd.

By: /s/ Matthew Starr

Name: Matthew Starr

Title: Partner of Tenor Capital
Management Company, LP

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on this Schedule 13G/A, dated February 17, 2009, (the "Schedule 13G/A"), with respect to the Common Stock of Trans-India Acquisition Corporation is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G/A. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G/A, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of

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the 17th day of February 2009.

Tenor Capital Management Company, LP

By: /s/ Matthew Starr

Name: Matthew Starr

Title: Partner

Tenor Opportunity Master Fund, Ltd.

By: /s/ Matthew Starr

Name: Matthew Starr

Title: Partner of Tenor Capital
Management Company, LP