

FALCONE PHILIP  
Form 3  
May 09, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Â HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

2. Date of Event Requiring Statement  
(Month/Day/Year) 04/29/2008

3. Issuer Name and Ticker or Trading Symbol  
RTI INTERNATIONAL METALS INC [RTI]

(Last) (First) (Middle)

C/O INTERNATIONAL FUND SERVICES LIMITED,Â THIRD FL, BISHOP'S SQUARE REDMOND'S HILL

(Street)

DUBLIN,Â L2Â 00000

(City) (State) (Zip)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
\*See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,250,000	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Common Stock	560,000	D <u>(1)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	500,000	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	448,917	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	217,750	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	116,667	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	76,666	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	20,000	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	62,534	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	4,133	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	35,000	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (8)(11)	Â (8)(11)	Common Stock	16,667	\$ (8) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	86,600	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	133,333	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	80,467	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	70,000	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	57,934	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)	Common Stock	66,667	\$ (9) (11)	D $\frac{(1)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)}$	Â
Equity Swap	Â (9)(11)	Â (9)(11)		96,666	\$ (9) (11)		Â

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			Common Stock			D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	
Equity Swap	Â <u>(9)(11)</u>	Â <u>(9)(11)</u>	Common Stock	133,333	\$ <u>(9)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	10,735	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	66,667	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	101,110	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	100,135	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	145,594	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	127,000	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	50,000	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	114,335	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	94,132	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â
Equity Swap	Â <u>(10)(11)</u>	Â <u>(10)(11)</u>	Common Stock	106,667	\$ <u>(10)</u> <u>(11)</u>	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN,Â L2Â 00000	Â	Â X	Â		*See Remarks
HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C. ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM,Â ALÂ 35244	Â	Â X	Â		*See Remarks
HMC INVESTORS, L.L.C. ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM,Â ALÂ 35244	Â	Â X	Â		*See Remarks
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. 555 MADISON AVENUE	Â	Â X	Â		*See Remarks

16TH FLOOR  
NEW YORK, NY 10022

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,  
LLC

555 MADISON AVENUE  
16TH FLOOR  
NEW YORK, NY 10022

^ ^ X ^

\*See  
Remarks

HMC - NEW YORK, INC.  
555 MADISON AVENUE  
16TH FLOOR  
NEW YORK, NY 10022

^ ^ X ^

\*See  
Remarks

HARBERT MANAGEMENT CORP  
ONE RIVERCHASE PARKWAY SOUTH  
BIRMINGHAM, AL 35244

^ ^ X ^

\*See  
Remarks

FALCONE PHILIP  
555 MADISON AVE  
16TH FLOOR  
NEW YORK, NY 10022

^ ^ X ^

\*See  
Remarks

HARBERT RAYMOND J  
ONE RIVERCHASE PARKWAY SOUTH  
BIRMINGHAM, AL 35244

^ ^ X ^

\*See  
Remarks

LUCE MICHAEL D  
ONE RIVERCHASE PARKWAY SOUTH  
BIRMINGHAM, AL 35244

^ ^ X ^

\*See  
Remarks

## Signatures

Harbinger Capital Partners Master Fund I, Ltd.(+)(++), By: Harbinger Capital Partners  
Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ William R.  
Lucas, Jr.

05/09/2008

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners Offshore Manager, L.L.C.(+)(++), By: HMC Investors, L.L.C.,  
Managing Member, By: /s/ William R. Lucas, Jr.

05/09/2008

\_\_Signature of Reporting Person

Date

HMC Investors, L.L.C.(+)(++), By: /s/ William R. Lucas, Jr.

05/09/2008

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations Fund, L.P.(+)(++), By: Harbinger Capital  
Partners Special Situations GP, LLC, By HMC-New York, Inc., Managing Member, By: /s/  
William R. Lucas, Jr.

05/09/2008

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC(+)(++), By: HMC-New York, Inc.,  
Managing Member, By: /s/ William R. Lucas, Jr.

05/09/2008

\_\_Signature of Reporting Person

Date

HMC-New York, Inc.(+)(++), By: /s/ William R. Lucas, Jr.

05/09/2008

\_\_Signature of Reporting Person

Date

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Harbert Management Corporation(++++), By: /s/ William R. Lucas, Jr.	05/09/2008
<u>        </u> Signature of Reporting Person	Date
/s/ Philip Falcone(++++)	05/09/2008
<u>        </u> Signature of Reporting Person	Date
/s/ Raymond J. Harbert(++++)	05/09/2008
<u>        </u> Signature of Reporting Person	Date
/s/ Michael D. Luce(++++)	05/09/2008
<u>        </u> Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. (COLLECTIVELY, THE "FUNDS"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR BOTH OF THE FUNDS.

(2) These securities are owned by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), which is a Reporting Person.

(3) These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Offshore Manager, L.L.C. ("Harbinger Management"), the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of the Master Fund, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors.

(4) Each Reporting Person listed in Footnotes 2 and 3 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(5) These securities are owned by Harbinger Capital Partners Special Situations Fund, L.P. (the "Special Situations Fund"), which is a Reporting Person.

(6) These securities may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), HMC-New York, Inc. ("HMCNY"), Harbert Management Corporation ("HMC"), Philip Falcone, Raymond J. Harbert and Michael Luce. HCPSS is the general partner of the Special Situations Fund. HMCNY is the managing member of HCPSS. HMC wholly owns HMCNY. Philip Falcone is the portfolio manager of the Special Situations Fund and is a shareholder of HMC. Raymond J. Harbert and Michael D. Luce are shareholders of HMC.

(7) Each Reporting Person listed in Footnotes 5 and 6 disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(8) The Master Fund entered into ten equity swap transactions with Deutsche Bank ("DB") effective on August 2, 2007, August 3, 2007, August 6, 2007, October 5, 2007, October 8, 2007, October 9, 2007, January 9, 2008, January 10, 2008, January 14, 2008 and January 15, 2008, respectively, under which DB agreed to pay the Master Fund an amount equal to the total return of 500,000, 448,917, 217,750, 116,667, 76,666, 20,000, 62,534, 4,133, 35,000 and 16,667 notional shares, respectively, above or below an initial reference price of US\$73.9589, US\$73.8227, US\$71.3719, US\$80.7942, US\$81.7707, US\$83.7161, US\$57.1365, US\$57.0213, US\$59.5877 and US\$58.4390, respectively, per share upon close-out of any transaction.

(9) The Master Fund entered into eight equity swap transactions with Monecor (London) Limited (t/a TradIndex) ("TradIndex") effective on October 9, 2007, October 10, 2007, October 11, 2007, October 12, 2007, October 15, 2007, October 22, 2007, January 11, 2008 and January 11, 2008, respectively, under which TradIndex agreed to pay the Master Fund an amount equal to the total return of 86,600, 133,333, 80,467, 70,000, 57,934, 66,667, 96,666 and 133,333 notional shares, respectively, above or below an initial reference price of US\$83.9140, US\$82.8960, US\$81.2944, US\$79.1510, US\$79.0243, US\$77.5937, US\$60.0500 and US\$59.6110, respectively, per share upon close-out of any transaction.

(10) The Master Fund entered into ten equity swap transactions with Merrill Lynch ("Merrill") effective on January 25, 2008, January 28, 2008, January 29, 2008, January 30, 2008, January 31, 2008, February 1, 2008, February 4, 2008, February 5, 2008, February 6, 2008 and February 7, 2008, respectively, under which Merrill agreed to pay the Master Fund an amount equal to the total return of 10,735, 66,667, 101,110, 100,135, 145,594, 127,000, 50,000, 114,335, 94,132 and 106,667 notional shares, respectively, above or below an

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initial reference price of US\$51.5899, US\$51.6353, US\$53.7824, US\$54.1713, US\$54.9279, US\$56.7245, US\$56.8918, US\$55.1306, US\$55.4986 and US\$54.9751, respectively, per share upon close-out of any transaction.

- (11) The equity swap transactions do not contemplate interim payments of appreciation or depreciation of the shares, and the Master Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transactions. Each equity swap transaction may be closed out by the Master Fund at any time.

^

**Remarks:**

(+) ^ The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned or controlled, in whole or in part, directly or indirectly, by the Reporting Person. This report shall not be deemed an admission that such person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.  
(++) ^ Given that the EDGAR system limits the number of line items on Table II of an electronic filing to thirty, the entries on Table II are being reported across two separate Form 3 filings.

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