

DARLING INTERNATIONAL INC  
Form SC 13D/A  
December 29, 2006  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Amendment No. 2)

Under the Securities Exchange Act of 1934

**Darling International Inc.**

-----

(Name of Issuer)

COMMON STOCK, \$.01 par value

-----

(Title of Class of Securities)

237266101

-----

(CUSIP Number)

Murray A. Indick

Prides Capital Partners, L.L.C.

200 High Street, Suite 700

Boston, MA 02110

(617) 778-9200

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(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

**December 22, 2006**

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(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box o.

\*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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP NO. 237266101

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Prides Capital Partners, L.L.C.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

20-0654530

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e) o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

-0-

8. SHARED VOTING POWER

3,990,577\*\*

9. SOLE DISPOSITIVE POWER

-0-

-----  
10. SHARED DISPOSITIVE POWER

3,990,577 \*\*  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,990,577 \*\*  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

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

4.9%\*\*  
-----

14. TYPE OF REPORTING PERSON

OO ( Limited Liability Company)  
-----

\*\* See Item 5



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CUSIP NO. 237266101

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Kevin A. Richardson, II

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e) o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

-0-

8. SHARED VOTING POWER

3,990,577 \*\*

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

3,990,577 \*\*

---

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,990,577 \*\*

---

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES o

---

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

4.9%\*\*

---

14. TYPE OF REPORTING PERSON

IN

---

\*\* See Item 5





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CUSIP NO. 237266101

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Henry J. Lawlor, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e) o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

-0-

8. SHARED VOTING POWER

3,990,577 \*\*

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

3,990,577 \*\*

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,990,577 \*\*

-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES o

-----

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

4.9%\*\*

-----

14. TYPE OF REPORTING PERSON

IN

-----

\*\* See Item 5



CUSIP NO. 237266101

SCHEDULE 13D

-----  
1. NAME OF REPORTING PERSON

Murray A. Indick  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)   
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS\*

See Item 3  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)   
-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA  
-----

7. SOLE VOTING POWER

-0-  
-----

8. SHARED VOTING POWER

3,990,577 \*\*  
-----

9. SOLE DISPOSITIVE POWER

-0-  
-----

10. SHARED DISPOSITIVE POWER

3,990,577 \*\*

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,990,577 \*\*

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES o

-----

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

4.9%\*\*

-----

14. TYPE OF REPORTING PERSON

IN

-----

\*\* See Item 5



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CUSIP NO. 237266101

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Charles E. McCarthy

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e) o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

-0-

8. SHARED VOTING POWER

3,990,577 \*\*

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

3,990,577 \*\*

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,990,577 \*\*

-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES o

-----

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

4.9%\*\*

-----

14. TYPE OF REPORTING PERSON  
IN

-----

\*\* See Item 5





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CUSIP NO. 237266101

SCHEDULE 13D

-----  
1. NAME OF REPORTING PERSON

Christian Puscasiu  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)   
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS\*

See Item 3  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)   
-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA  
-----

7. SOLE VOTING POWER

-0-  
-----

8. SHARED VOTING POWER

3,990,577 \*\*  
-----

9. SOLE DISPOSITIVE POWER

-0-  
-----

10. SHARED DISPOSITIVE POWER

3,990,577 \*\*

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,990,577 \*\*

-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES o

-----

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

4.9%\*\*

-----

14. TYPE OF REPORTING PERSON  
IN

-----

\*\* See Item 5



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CUSIP NO. 237266101

SCHEDULE 13D

Item 1. Security and Issuer

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This Amendment No. 2 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on December 8, 2006 by Prides Capital Partners, L.L.C. a Delaware limited liability company, Kevin A. Richardson, II, Henry J. Lawlor, Jr., Murray A. Indick, Charles E. McCarthy and Christian Puscasiu. This amendment to the Schedule 13D relates to the shares of Common Stock, par value \$0.01 par value (the "Common Stock") of Darling International Inc., a Delaware corporation, which has its principal executive offices at 251 O Connor Ridge Blvd., Suite 300 Irving, Texas 75038. The following amendments to the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

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(a),(b) According to the Issuer's 10-Q filed on November 9, 2006, there were 80,854,053 shares of Common Stock issued and outstanding as of November 2, 2006. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report beneficial ownership of 3,990,577 shares of Common Stock, representing 4.9% of the shares outstanding, held by Prides Capital Partners, L.L.C. Voting and investment power concerning the above shares are held solely by Prides Capital Partners, L.L.C.

Although Kevin A. Richardson, II, Henry J. Lawlor, Jr., Murray A. Indick, Charles E. McCarthy and Christian Puscasiu are joining in this Schedule as Reporting Persons, the filing of this Schedule shall not be construed as an admission that any of them are, for any purpose, the beneficial owner of any of the securities that are beneficially owned by Prides Capital Partners, L.L.C.

(c) Since the date of the last sales reported on Schedule 13D, the Reporting Persons have sold the following shares of Common Stock in the open market:

Trade Date	Shares	Price/Share
12-08-2006	9,300	5.10
12-11-2006	12,500	5.15
12-12-2006	44,600	5.02
12-13-2006	4,700	5.02
12-15-2006	80,000	5.12
12-18-2006	20,000	5.35
12-19-2006	25,000	5.09
12-20-2006	25,000	5.14
12-21-2006	322,400	5.14
12-22-2006	621,800	5.33
12-27-2006	32,958	5.56
12-28-2006	10,000	5.60



CUSIP NO. 237266101

SCHEDULE 13D

(d) Not applicable.

(e) As of December 28, 2006, the Reporting Persons ceased ownership of more than five percent of the shares of Common Stock.

Item 7. Material to be Filed as Exhibits

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Exhibit A Joint Filing Undertaking.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 29, 2006

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Managing Member

Kevin A. Richardson, II

/s/ Murray A. Indick  
-----  
Murray A. Indick

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Attorney-in-Fact

Henry J. Lawlor, Jr.

Charles E. McCarthy

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Attorney-in-Fact

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Attorney-in-Fact

Christian Puscasiu

By: /s/ Murray A. Indick

-----  
Murray A. Indick

Attorney-in-Fact





**Exhibit A**

**JOINT FILING UNDERTAKING**

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: December 29, 2006

Prides Capital Partners, L.L.C.

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Managing Member

Kevin A. Richardson, II

/s/ Murray A. Indick  
-----  
Murray A. Indick

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Attorney-in-Fact

Henry J. Lawlor, Jr.

Charles E. McCarthy

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Attorney-in-Fact

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Attorney-in-Fact

Christian Puscasiu

By: /s/ Murray A. Indick  
-----  
Murray A. Indick  
  
Attorney-in-Fact

