

Edgar Filing: Prospect Acquisition Corp - Form SC 13G/A

Prospect Acquisition Corp  
Form SC 13G/A  
November 17, 2008

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(AMENDMENT NO. 1)

**PROSPECT ACQUISITION CORP.**

(Name of Issuer)

**COMMON STOCK, PAR VALUE \$0.0001 PER SHARE**

(Title of Class of Securities)

**74347T103**

(CUSIP Number)

**NOVEMBER 6, 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).

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CUSIP No.

74347T103

**SCHEDULE 13G**

Page

2  
of  
10

**1**  
NAMES OF REPORTING PERSONS.

Integrated Core Strategies (US) LLC

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

- (a)
- (b)

**3**  
SEC USE ONLY

**4**  
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**5**  
SOLE VOTING POWER

-0-

**6**  
SHARED VOTING POWER

675,600

**7**  
SOLE DISPOSITIVE POWER

-0-

**8**  
SHARED DISPOSITIVE POWER

675,600

**9**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

675,600

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11**

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12TYPE OF REPORTING PERSON

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CUSIP No.

74347T103

**SCHEDULE 13G**

Page

3  
of  
10

<b>1</b> NAMES OF REPORTING PERSONS.  Millennium Management LLC	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>5</b> SOLE VOTING POWER  -0-	
<b>6</b> SHARED VOTING POWER  675,600	
<b>7</b> SOLE DISPOSITIVE POWER  -0-	
<b>8</b> SHARED DISPOSITIVE POWER  675,600	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  675,600	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12TYPE OF REPORTING PERSON

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CUSIP No.

74347T103

**SCHEDULE 13G**

Page

4  
of  
10

<b>1</b> NAMES OF REPORTING PERSONS.  Israel A. Englander
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>
<b>3</b> SEC USE ONLY
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  United States
<b>5</b> SOLE VOTING POWER  -0-
<b>6</b> SHARED VOTING POWER  675,600
<b>7</b> SOLE DISPOSITIVE POWER  -0-
<b>8</b> SHARED DISPOSITIVE POWER  675,600
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  675,600
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>
<b>11</b>

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

**12**

TYPE OF REPORTING PERSON

IN

CUSIP No.

74347T103

**SCHEDULE 13G**

Page

5  
of  
10

Item 1.

(a)Name of Issuer:

Prospect Acquisition Corp., a Delaware (the "Company").

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

695 East Main Street  
Stamford, Connecticut 06901

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware



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Israel A. Englander  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: United States

(d)Title of Class of Securities:common stock, par value \$0.0001 per share ("Common Stock")

(e)CUSIP Number: 74347T103

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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CUSIP No.

74347T103

**SCHEDULE 13G**

Page

6  
of  
10

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o 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) o 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.

(a) Amount Beneficially Owned:

As of the date of this filing, Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), is the beneficial owner of 675,600 shares of the Company's Common Stock. Integrated Core Strategies also holds 2,352,650 warrants to purchase the Company's Common Stock ("Warrants"). Each Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of \$7.50. Each Warrant will become exercisable on the later of the Company's completion of a business combination and February 14, 2009, and will expire on November 14, 2012, or earlier upon redemption. As of the date of this filing, the Company has not announced the completion of a business combination and therefore, the Warrants are not currently exercisable.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of Integrated Holding Group LP, a Delaware limited partnership ("Integrated Holding Group"), which is the managing member of Integrated Core Strategies and consequently may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. As a result, Mr. Englander may be deemed to have shared voting control and investment discretion over securities deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to the beneficial ownership of the securities owned by Integrated Core Strategies.

(b) Percent of Class:

2.2% of the Company's Common Stock (see Item 4(a) above), which percentage was calculated based on 31,250,000 shares of Common Stock outstanding as of October 23, 2008, as reported by the Company on its Form 10-Q, dated November 14, 2008.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote



CUSIP No.

74347T103

**SCHEDULE 13G**

Page

7  
of  
10

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

675,600

(iii) Sole power to dispose or to direct the disposition of

-0-

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

675,600

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 .

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.



Edgar Filing: Prospect Acquisition Corp - Form SC 13G/A

CUSIP No.

74347T103

**SCHEDULE 13G**

Page

8  
of  
10

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of November 14, 2008, by and among Integrated Core Strategies (US) LLC, Millennium Management LLC and Israel A. Englander.

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CUSIP No.

74347T103

**SCHEDULE 13G**

Page

9

of

10

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: November 14, 2008

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its managing member

By: Millennium Management LLC,  
its general partner

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan  
Name: David Nolan  
Title: Co-President

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

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CUSIP No.

74347T103

**SCHEDULE 13G**

Page

10  
of  
10

**EXHIBIT I                      JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock, par value \$0.0001 per share, of Prospect Acquisition Corp., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: November 14, 2008

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its managing member

By: Millennium Management LLC,  
its general partner

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan  
Name: David Nolan  
Title: Co-President

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander