

FLOW INTERNATIONAL CORP  
Form SC 13D/A  
September 27, 2013

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 4)\***

**FLOW INTERNATIONAL CORPORATION**

**(Name of Issuer)**

**COMMON STOCK, PAR VALUE \$0.01**

**(Title of Class of Securities)**

**343468104**

**(CUSIP Number)**

**John G. Igoe, P.A.**

**Edwards Wildman Palmer LLP**

**525 Okeechobee Boulevard, Suite 1600**

**West Palm Beach, Florida 33401**

**(561) 833-7700**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**September 26, 2013**

**(Date of Event which Requires Filing this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 ( Exchange Act ) or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

(1) NAME OF REPORTING PERSON

**Otter Creek Partners I, L. P.**

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

**WC**

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

(7) SOLE VOTING POWER

NUMBER OF

SHARES

**0**

BENEFICIALLY

(8) SHARED VOTING POWER

OWNED BY

EACH

**0**

(9) SOLE DISPOSITIVE POWER

REPORTING

PERSON

**0**

(10) SHARED DISPOSITIVE POWER

WITH

**0**

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**  
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

**0.0%**  
(14) TYPE OF REPORTING PERSON

**PN**

(1) NAME OF REPORTING PERSON

**Otter Creek International Ltd.**

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

**WC**

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

**British Virgin Islands**

(7) SOLE VOTING POWER

NUMBER OF

SHARES

**0**

BENEFICIALLY

(8) SHARED VOTING POWER

OWNED BY

EACH

**0**

(9) SOLE DISPOSITIVE POWER

REPORTING

PERSON

**0**

WITH

(10) SHARED DISPOSITIVE POWER

**0**

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**  
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

**0.0%**  
(14) TYPE OF REPORTING PERSON

**CO**

(1) NAME OF REPORTING PERSON

**Otter Creek Management, Inc.**

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

**AF**

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

(7) SOLE VOTING POWER

NUMBER OF

SHARES

**0**

BENEFICIALLY

(8) SHARED VOTING POWER

OWNED BY

EACH

**0**

(9) SOLE DISPOSITIVE POWER

REPORTING

PERSON

**0**

(10) SHARED DISPOSITIVE POWER

WITH

**0**

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**  
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

**0.0%**  
(14) TYPE OF REPORTING PERSON

**CO**



(1) NAME OF REPORTING PERSON

**R. Keith Long**

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) " (b) "

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

**AF**

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

(7) SOLE VOTING POWER

NUMBER OF

SHARES

**0**

BENEFICIALLY

(8) SHARED VOTING POWER

OWNED BY

EACH

**0**

(9) SOLE DISPOSITIVE POWER

REPORTING

PERSON

**0**

(10) SHARED DISPOSITIVE POWER

WITH

**0**

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**0**  
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

**0.0%**  
(14) TYPE OF REPORTING PERSON

**IN**

This Amendment No. 4 to Schedule 13D amends the Schedule 13D filed on August 12, 2011, as amended March 21, 2012, March 27, 2013 and April 15, 2013 (the Original Statement , and as amended by this Amendment No. 4, this Schedule 13D ) and is being filed pursuant to Rule 13d-2(a) under the Securities Exchange Act of 1934, as amended (the Exchange Act ), on behalf of Otter Creek Partners I, L.P., a Delaware limited partnership (the Domestic Fund ), Otter Creek International, Ltd., a British Virgin Islands international business company (the Offshore Fund ), Otter Creek Management, Inc., a Delaware corporation (the Management Company ) and R. Keith Long, an individual ( Mr. Long ) and, together with the Domestic Fund, the Offshore Fund and the Management Company, the Reporting Persons ).

This Schedule 13D relates to the common stock, par value \$0.01 per share, of Flow International Corporation, a Washington corporation (the Issuer ), which has principal executive offices located at 23500 64th Avenue South, Kent, Washington 98032. Unless the context otherwise requires, references herein to the Common Stock are to such Common Stock of the Issuer. The Management Company is the sole general partner of the Domestic Fund and the investment adviser to the Domestic Fund and the Offshore Fund (collectively, the Funds ). The Funds directly own the Common Stock to which this Schedule 13D relates, and the Reporting Persons may be deemed to have beneficial ownership over such Common Stock by virtue of the authority granted to them by the Funds to vote and to dispose of the securities held by the Funds, including the Common Stock.

Item 4. Purpose of Transaction.

Item 4 of the Original Statement is hereby supplemented as follows: On September 26, the Issuer announced that it had entered into a definitive agreement to be acquired by American Industrial Partners. In light of this announcement, and after a review of their shareholdings in the Issuer, the Reporting Persons determined to dispose of the Common Stock held by the Reporting Persons as described herein. The Reporting Persons reserve the right to acquire additional shares of Common Stock from time to time depending on the price and availability of such shares, subsequent developments affecting the Issuer, other investment opportunities available to the Reporting Persons, their general investment and trading policies, or other factors the Reporting Persons may deem material to their investment decisions at the time.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Statement is hereby amended and restated in its entirety as follows:

- (a) None of the Reporting Persons beneficially own shares of Common Stock as of the close of trading on September 26, 2013.
- (b) Not applicable.
- (c) The Reporting Persons transactions in shares of Common Stock since July 28, 2013 are set forth below. All such shares were acquired through brokers transactions.

**Transactions by the Domestic Fund**

| <b>Trade Date</b> | <b>Number of Shares</b> | <b>Price Per Share</b> | <b>Transaction</b> |
|-------------------|-------------------------|------------------------|--------------------|
| 09/26/2013        | 101,101                 | \$ 3.9899              | Sold               |
| 09/26/2013        | 40,441                  | \$ 3.9899              | Sold               |
| 09/26/2013        | 720,761                 | \$ 3.9594              | Sold               |

**Transactions by the Offshore Fund**

| <b>Trade Date</b> | <b>Number of Shares</b> | <b>Price Per Share</b> | <b>Transaction</b> |
|-------------------|-------------------------|------------------------|--------------------|
| 09/26/2013        | 148,899                 | \$ 3.9899              | Sold               |
| 09/26/2013        | 59,559                  | \$ 3.9899              | Sold               |
| 09/26/2013        | 1,061,511               | \$ 3.9594              | Sold               |

(d) Not applicable.

(e) The Reporting Persons ceased to be the beneficial owners of five percent (5%) of the Issuer's Common Stock on May 22, 2013.

**Item 7. Material to Be Filed as Exhibits.**

99.1 Joint Filing Agreement and Power of Attorney dated August 12, 2011 among the Reporting Persons (previously filed).

SIGNATURES

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.

Dated: September 27, 2013

**OTTER CREEK PARTNERS I, L.P.**

By: Otter Creek Management, Inc.,  
its general partner

By: */s/ R. Keith Long*  
R. Keith Long, President

**OTTER CREEK INTERNATIONAL, LTD.**

By: */s/ R. Keith Long*  
R. Keith Long, Director

**OTTER CREEK MANAGEMENT, INC.**

By: */s/ R. Keith Long*  
R. Keith Long, Chief Executive Officer

**R. KEITH LONG**

*/s/ R. Keith Long*  
R. Keith Long