

TEREX CORP
Form SC 13G/A
February 14, 2013
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Terex Corporation
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

880779103
(CUSIP Number)

December 31, 2012
(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 880779103

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alan Fournier
c/o Pennant Capital Management, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

9,848,172

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

9,848,172

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,848,172

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.91%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No 880779103

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Pennant Capital Management, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(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

9,848,172

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

9,848,172

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,848,172

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.91%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

CUSIP No 880779103

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Pennant Windward Master Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,559,822

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,559,822

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,559,822

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW (9)

5.94%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

CUSIP No 880779103

Item 1. (a). Name of Issuer:

Terex Corporation

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

200 Nyala Farm Road
Westport, CT 06880

Item 2. (a). Name of Person Filing:

Alan Fournier, c/o Pennant Capital Management, L.L.C.
Pennant Capital Management, L.L.C.
Pennant Windward Master Fund, L.P.

(b). Address of Principal Business Office, or if None, Residence:

Alan Fournier
c/o Pennant Capital Management, L.L.C.
One DeForest Avenue, Suite 200
Summit, New Jersey 07901

Pennant Capital Management, L.L.C.
One DeForest Avenue, Suite 200
Summit, New Jersey 07901

Pennant Windward Master Fund, L.P.
c/o Pennant Capital Management, L.L.C.
One DeForest Avenue, Suite 200
Summit, New Jersey 07901

(c). Citizenship:

Alan Fournier – United States citizen
Pennant Capital Management, L.L.C. – Delaware limited liability company
Pennant Windward Master Fund, L.P.– Cayman Islands exempted limited partnership

(d). Title of Class of Securities:

Common Stock, par value \$.01 per share

(e). CUSIP Number:

880779103

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange 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);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) 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) Group, in accordance with s.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:

9,848,172 shares deemed beneficially owned by Alan Fournier
9,848,172 shares deemed beneficially owned by Pennant Capital Management,
L.L.C.
6,559,822 shares deemed beneficially owned by Pennant Windward Master Fund,
L.P.

(b) Percent of class:

8.91% deemed beneficially owned by Alan Fournier

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8.91% deemed beneficially owned by Pennant Capital Management, L.L.C.

5.94% deemed beneficially owned by Pennant Windward Master Fund, L.P.

(c)