

TRANSALTA CORP  
Form SC 13D/A  
October 14, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 15)\***

**(Final Amendment)**

**TransAlta Corporation**

**(Name of Issuer)**

**Common Shares, no par value**  
**(Title of Class of Securities)**

**89346D107**  
**(CUSIP Number)**

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**James J. Moloney**

**Gibson, Dunn & Crutcher LLP**

**3161 Michelson Drive**

**Irvine, CA 92612**

**(949) 451-3800**

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

**October 12, 2011**

**(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 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(b) 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 ( 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).

1 NAME OF REPORTING PERSONS.

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

LSP Penn Holdings, LLC

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK 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  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 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 IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

0  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAME OF REPORTING PERSONS.

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

LSP Penn Holdings II, LLC

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK 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  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 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 IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

0  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAME OF REPORTING PERSONS.

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

LS Power Partners, L.P.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK 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  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 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 IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

0  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN



1 NAME OF REPORTING PERSONS.

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

LS Power Partners II, L.P.

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK 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  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 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 IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

0  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

**1** NAME OF REPORTING PERSONS.

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

Luminus Management, LLC

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

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

**5** CHECK 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**  
**8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,732,131**  
EACH **9** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**  
**10** SHARED DISPOSITIVE POWER

WITH

3,732,131

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

12 3,732,131  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

14 1.7%\*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

\* Based on 222,000,000 shares of common stock outstanding as June 30, 2011 reported in the Form 6-K filed by the Issuer with the Securities and Exchange Commission on July 28, 2011.

**1** NAME OF REPORTING PERSONS.

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

Luminus Energy Partners Master Fund, Ltd.

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

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

**7** SOLE VOTING POWER

NUMBER OF

SHARES **8** 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **9** 3,732,131  
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON **10** 0 SHARED DISPOSITIVE POWER

WITH

3,732,131

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

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12 3,732,131  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

14 1.7%\*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 222,000,000 shares of common stock outstanding as June 30, 2011 reported in the Form 6-K filed by the Issuer with the Securities and Exchange Commission on July 28, 2011.

**1** NAME OF REPORTING PERSONS.

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

**2** Vega Asset Partners, L.P. (formerly known as Luminus Asset Partners, L.P.)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

**5** CHECK 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 **8** 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **9** 1,251,009  
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON **10** 0 SHARED DISPOSITIVE POWER

WITH

**11** 1,251,009  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 1,251,009  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

14 0.6%\*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

\* Based on 222,000,000 shares of common stock outstanding as June 30, 2011 reported in the Form 6-K filed by the Issuer with the Securities and Exchange Commission on July 28, 2011.



1 NAME OF REPORTING PERSONS.

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

Vega Energy GP, LLC

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK 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  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,251,009  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER  
WITH

1,251,009

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,251,009  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

14 0.6%\*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 222,000,000 shares of common stock outstanding as June 30, 2011 reported in the Form 6-K filed by the Issuer with the Securities and Exchange Commission on July 28, 2011.

**1** NAME OF REPORTING PERSONS.

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

LPCO Investments S.a.r.l.

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

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

LUXEMBOURG

**7** SOLE VOTING POWER

NUMBER OF

SHARES **0**  
**8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,000**  
EACH **9** SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**  
**10** SHARED DISPOSITIVE POWER

WITH

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,000

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12 2,000  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

14 0.0%\*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Based on 222,000,000 shares of common stock outstanding as June 30, 2011 reported in the Form 6-K filed by the Issuer with the Securities and Exchange Commission on July 28, 2011.

This Amendment No. 15 (this **Final Amendment** ) amends and supplements the Schedule 13D filed on July 6, 2007 (the **Original Filing** ) and subsequently amended by the Reporting Persons relating to the Common Shares, no par value (the **Shares** ), of TransAlta Corporation, a corporation incorporated under the Canada Business Corporations Act (the **Issuer** ). Information reported in the Original Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Final Amendment or any previously filed amendments. Capitalized terms used but not defined in this Final Amendment have the respective meanings set forth in the Original Filing.

This Final Amendment amends Item 5 of the Schedule 13D as set forth below. As the final amendment to the Schedule 13D this constitutes an exit filing for all the Reporting Persons.

**Item 5. Interest in Securities of the Issuer.**

Items 5(a) and 5(b) are hereby amended and restated as follows:

Reporting Persons	Number of Shares with Sole		Aggregate Number of Shares Beneficially Owned	Percentage of Class Beneficially Owned
	Voting and Dispositive Power	Number of Shares with Shared Voting and Dispositive Power		
LSP Penn Holdings, LLC	0	0	0	0%
LSP Penn Holdings II, LLC	0	0	0	0%
LS Power Partners, L.P.	0	0	0	0%
LS Power Partners II, L.P.	0	0	0	0%
Luminus Management, LLC <sup>1</sup>	0	3,732,131	3,732,131	1.7%
Luminus Energy Partners Master Fund, Ltd.	0	3,732,131	3,732,131	1.7%
Vega Asset Partners, L.P.	0	1,251,009	1,251,009	0.6%
Vega Energy GP, LLC <sup>2</sup>	0	1,251,009	1,251,009	0.6%
LPCO Investments S.à.r.l. <sup>3</sup>	0	2,000	2,000	0%

(c) All transactions in the Shares effected during the past 60 days by the Reporting Persons are set forth in Annex A, attached to this Schedule 13D/A and incorporated herein by reference.

(d) Not applicable.

<sup>1</sup> Luminus Management, LLC is the investment adviser of Luminus Energy Partners Master Fund, Ltd.

<sup>2</sup> Vega Energy GP, LLC is the general partner of Vega Asset Partners, L.P.

<sup>3</sup> LPCO Investments S.à.r.l. holds 1000 shares for the benefit of Luminus Energy Partners Master Fund, Ltd. and 1000 shares for the benefit of Vega Asset Partners, L.P.

**Item 5(e) is hereby amended and restated as follows:**

On October 12, 2011, LPCO Investments S.à.r.l. sold 12,923,804 Shares of the Issuer in a private off-market transaction. The shares sold by LPCO Investments S.à.r.l. were held for the benefit of LSP Penn Holdings, LLC and LSP Penn Holdings II, LLC. As a result of this sale, the Reporting Persons ceased to beneficially own more than 5% of the Issuer's Shares.

**SIGNATURES**

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

Dated: October 14, 2011

**LSP Penn Holdings, LLC**

By: /s/ Darpan Kapadia  
Name: Darpan Kapadia  
Title: Managing Director

**LSP Penn Holdings II, LLC**

By: /s/ Darpan Kapadia  
Name: Darpan Kapadia  
Title: Managing Director

**LS Power Partners, L.P.**

By: /s/ Darpan Kapadia  
Name: Darpan Kapadia  
Title: Managing Director

**LS Power Partners II, L.P.**

By: /s/ Darpan Kapadia  
Name: Darpan Kapadia  
Title: Managing Director

**Luminus Management, LLC**

By: /s/ Jonathan Barrett  
Name: Jonathan Barrett  
Title: President

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**Luminus Energy Partners Master Fund, Ltd.**

By: **Luminus Management, LLC**  
Its: Investment Manager

By: /s/ Jonathan Barrett  
Name: Jonathan Barrett  
Title: President

**Vega Asset Partners, L.P.**

By: **Vega Energy GP, LLC**  
Its: General Partner

By: /s/ Paul Segal  
Name: Paul Segal  
Title: President

**LPCO Investments S.a.r.l.**

By: /s/ Paul Segal  
Name: Paul Segal  
Title: President

## ANNEX C TO SCHEDULE 13D/A

<b>Party Affecting Transaction</b>	<b>Date</b>	<b>Buy/Sell</b>	<b>Quantity</b>	<b>Average Price (\$)<sup>1</sup></b>	<b>Currency</b>
LPCO Investments S.à.r.l.	10/12/11	Sell	12,923,804	21.50	CAD

- 1 Exclusive of brokerage fees and commissions. The shares sold by LPCO Investments S.à.r.l. were held for the benefit of LSP Penn Holdings, LLC and LSP Penn Holdings II, LLC.