

Horsehead Holding Corp
Form 4
December 11, 2007

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC/

2. Issuer Name **and** Ticker or Trading
Symbol

5. Relationship of Reporting Person(s) to
Issuer

Horsehead Holding Corp [ZINC]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

85 BROAD ST

(Month/Day/Year)

12/07/2007

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

NEW YORK, NY 10004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2007		S		2,307,692	D	\$ 17.2	2,051,971	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/07/2007		S		3,102	D	\$ 17.5	2,048,869	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/07/2007		S		1,000	D	\$ 17.52	2,047,869	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/07/2007		S		2,400	D	\$ 17.55	2,045,469	I	See footnotes <u>(1)</u> <u>(2)</u>

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Common Stock	12/07/2007	S	1,498	D	\$ 17.6	2,043,971	I	See footnotes (1) (2)
Common Stock	12/07/2007	S	500	D	\$ 17.7	2,043,471	I	See footnotes (1) (2)
Common Stock	12/07/2007	S	4,000	D	\$ 17.75	2,039,471	I	See footnotes (1) (2)
Common Stock	12/07/2007	S	2,500	D	\$ 17.8	2,036,971	I	See footnotes (1) (2)
Common Stock	12/07/2007	S	10,000	D	\$ 18	2,026,971 (3)	I	See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004	X

GOLDMAN SACHS & CO
85 BROAD STREET
NEW YORK, NY 10004

X

Signatures

/s/ Andrea Louro DeMar,
Attorney-in-fact

12/11/2007

**Signature of Reporting Person

Date

/s/ Andrea Louro DeMar,
Attorney-in-fact

12/11/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and, together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

On December 7, 2007, Goldman Sachs sold (the "Fund Shares") 2,307,692 shares of common stock, \$0.01 par value per share ("Common Stock") of Horsehead Holding Corp. (the "Company") to Goldman Sachs Investment Partners Master Fund, L.P. ("GSIP"), a separate business unit within the Goldman organization. The price paid by GSIP to Goldman Sachs was \$17.20 per share, which was the closing

- (2) price of the Common Stock on the Nasdaq National Market on December 6, 2007. The securities reported herein may be deemed to have been beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any to the Company. As of December 7, 2007, Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 2,026,971 shares of Common Stock.

- (3) On December 7, 2007, as a result of the sales reported herein, the Reporting Persons ceased to be the beneficial owners of more than 10% of the Common Stock of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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