

Edgar Filing: APG CAPITAL LP - Form SC 13G

APG CAPITAL LP  
Form SC 13G  
February 17, 2009

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

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

India Globalization Capital, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.0001

-----  
(Title of Class of Securities)

45408X100

-----  
(CUSIP Number)

March 7, 2008  
December 31, 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. 45408X100

-----  
1. Names of Reporting Persons. Adam Gross  
I.R.S. Identification Nos. of above persons (entities only).

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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	5.	Sole Voting Power	0
Shares Bene-	6.	Shared Voting Power	622,069
ficially owned	7.	Sole Dispositive Power	0
by Each	8.	Shared Dispositive Power	622,069
Reporting			
Person With:			

9. Aggregate Amount Beneficially Owned by Each Reporting Person 622,069

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11. Percent of Class Represented by Amount in Row (9) 6.8%

12. Type of Reporting Person (See Instructions) IN

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CUSIP No. 45408X100

1. Names of Reporting Persons. APG Capital, LP  
I.R.S. Identification Nos. of above persons (entities only).

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	5.	Sole Voting Power	0
Shares Bene-	6.	Shared Voting Power	622,069
ficially owned	7.	Sole Dispositive Power	0
by Each	8.	Shared Dispositive Power	622,069
Reporting			
Person With:			

9. Aggregate Amount Beneficially Owned by Each Reporting Person 622,069

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

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11. Percent of Class Represented by Amount in Row (9) 6.8%

12. Type of Reporting Person (See Instructions) PN

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CUSIP No. 45408X100

1. Names of Reporting Persons. APG Capital Partners, LP  
I.R.S. Identification Nos. of above persons (entities only).

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 Bene- ficially owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	622,069
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	622,069

9. Aggregate Amount Beneficially Owned by Each Reporting Person 622,069

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) [ ]

11. Percent of Class Represented by Amount in Row (9) 6.8%

12. Type of Reporting Person (See Instructions) PN

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CUSIP No. 45408X100

1. Names of Reporting Persons. APG Capital Management, LLC  
I.R.S. Identification Nos. of above persons (entities only).

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

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Number of Shares Beneficially owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	622,069
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	622,069
9. Aggregate Amount Beneficially Owned by Each Reporting Person		622,069
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]		
11. Percent of Class Represented by Amount in Row (9)		6.8%
12. Type of Reporting Person (See Instructions)		00

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Item 1.

- (a) The name of the issuer is India Globalization Capital, Inc. (the "Issuer").
- (b) The principal executive office of the Issuer is located at 4336 Montgomery Ave., Bethesda, Maryland 20814.

Item 2.

- (a) This statement (this "Statement") is being filed by (i) APG Capital, LP, a Delaware limited partnership (the "Fund"), (ii) APG Capital Partners, LP, a Delaware limited partnership ("APG Capital Partners"), which serves as the general partner of the Fund, (iii) APG Capital Management, LLC, a Delaware limited liability company ("APG Capital Management"), which serves as the investment manager of the Fund and the general partner of APG Capital Partners, and (iv) Adam Gross, the managing member of APG Capital Management (all of the foregoing, collectively, the "Filers"). The Fund is a private investment vehicle formed for the purpose of investing and trading in a wide variety of securities and financial instruments. The Fund directly beneficially owns all of the shares of Common Stock reported in this Statement. APG Capital Partners, APG Capital Management and Mr. Gross may be deemed to share with the Fund voting and dispositive power with respect to such shares. Each Filer other than the Fund disclaims beneficial ownership of such shares.
- (b) The principal business office of each of the Filers is 12 Greenway Plaza, Suite 1100, Houston, Texas 77046.
- (c) For citizenship information see item 4 of the cover sheet of each Filer.
- (d) This Statement relates to the Common Stock of the Issuer.
- (e) The CUSIP Number of the Common Stock of the Issuer is 45408X100.

Item 3. If this statement is filed pursuant to 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 Act (15 U.S.C.

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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);
- (g) [ ] A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) [ ] A savings associations 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 240.13d-1(b)(1)(ii)(J);

Item 4. Ownership.

For information as of December 31, 2008, see Items 5-9 and 11 on the cover page for each Filer, and Item 2 above. The percentage ownership of each Filer is based on 8,780,107 shares of Common Stock outstanding as of September 30, 2008, as reported on the Issuer's Quarterly Report on Form 10-Q filed on November 14, 2008 for the quarterly period ended September 30, 2008.

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As of March 7, 2008, the Fund beneficially owned 670,412 shares of Common Stock, representing 7.5% of the Issuer's outstanding Common Stock. The foregoing percentage is based on 8,570,107 shares of Common Stock outstanding as of March 7, 2008 as determined from the Issuer's public filings.

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

Not applicable.

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Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

(a) Not applicable.

(b) By signing below I certify that, to the best of my 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.

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SIGNATURE

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

Dated: February 12, 2009

ADAM GROSS  
APG CAPITAL PARTNERS, LP  
APG CAPITAL MANAGEMENT, LLC  
APG CAPITAL, LP

By: /s/ Adam Gross

-----  
Adam Gross, for himself and as Managing  
Member of APG Capital Management (for  
itself and on behalf of APG Capital Partners  
(for itself and on behalf of the Fund))

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EXHIBIT INDEX

Exhibit No.	Document
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1	Joint Filing Agreement

Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with

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respect to the Common Stock, par value \$0.0001 per share, of India Globalization Capital, Inc., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filing. In evidence thereof, the undersigned hereby execute this Agreement.

Dated: February 12, 2009

ADAM GROSS  
APG CAPITAL PARTNERS, LP  
APG CAPITAL MANAGEMENT, LLC  
APG CAPITAL, LP

By: /s/ Adam Gross

-----  
Adam Gross, for himself and as Managing  
Member of APG Capital Management (for itself  
and on behalf of APG Capital Partners (for  
itself and on behalf of the Fund))