

ODYSSEY MARINE EXPLORATION INC

Form SC 13G/A

February 14, 2013

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 8)\*

Odyssey Marine  
Exploration,  
Inc.  
(Name of  
Issuer)

Common Stock,  
\$0.0001 par  
value  
(Title of Class  
of Securities)

676118102  
(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)

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Pages)

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\*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).

1	NAME OF REPORTING PERSON
2	GLG Partners LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United Kingdom
5	SOLE VOTING POWER
6	0 SHARED VOTING POWER
	3,069,799 shares of Common Stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	206,400 shares of Common Stock issuable upon conversion of 206,400 shares of Series D Preferred Shares (the " <u>Preferred Shares</u> ")
	2,000,000 shares of Common Stock issuable upon exercise of

	Warrants SOLE DISPOSITIVE POWER	7
	0 SHARED DISPOSITIVE POWER	
	3,069,799 shares of Common Stock	
	206,400 shares of Common Stock issuable upon conversion of 206,400 Preferred Shares	8
	2,000,000 shares of Common Stock issuable upon exercise of Warrants	
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,069,799 shares of Common Stock	9
	206,400 shares of Common Stock issuable upon conversion of 206,400 Preferred Shares	
	2,000,000 shares of Common Stock issuable upon exercise of Warrants	
10	CHECK BOX " " IF THE	

11 AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 6.89%  
TYPE OF  
REPORTING  
PERSON

PN

1	NAME OF REPORTING PERSON
2	GLG Partners Limited CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
3	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION  United Kingdom SOLE VOTING
5	POWER  0 SHARED VOTING POWER
	3,069,799 shares of Common Stock
6	206,400 shares of Common Stock issuable upon conversion of 206,400 Preferred Shares
7	2,000,000 shares of Common Stock issuable upon exercise of Warrants SOLE DISPOSITIVE
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

POWER

0

SHARED  
DISPOSITIVE  
POWER

3,069,799  
shares of  
Common Stock

206,400 shares  
of Common  
Stock issuable  
upon  
8 conversion of  
206,400  
Preferred  
Shares

2,000,000  
shares of  
Common Stock  
issuable upon  
exercise of  
Warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,069,799 shares of  
Common Stock

9

206,400 shares of  
Common Stock  
issuable upon  
conversion of 206,400  
Preferred Shares

2,000,000 shares of  
Common Stock  
issuable upon exercise  
of Warrants

10

CHECK BOX " " IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)

11 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 6.89%  
TYPE OF  
REPORTING  
PERSON

IA, HC



This Amendment No. 8 (this "Amendment") amends the statement on Schedule 13G filed on March 21, 2005 (the "Original Schedule 13G"), as amended by Amendment No.1 filed on February 14, 2007, as further amended by Amendment No. 2 filed on February 14, 2008, Amendment No. 3 filed on February 10, 2009, Amendment No. 4 filed on February 12, 2010, Amendment No. 5 filed on October 12, 2010, Amendment No. 6 filed on February 14, 2011 and Amendment No. 7 filed on February 14, 2012 (the Original Schedule 13G as amended, the "Schedule 13G") with respect to shares of Common Stock, par value \$0.0001 per share (the "Common Stock") of Odyssey Marine Exploration, Inc., a Nevada corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2(a), 2(b) and 4 in their entirety as set forth below.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, who are collectively referred to herein as "Reporting Persons," with respect to the shares of Common Stock:

Investment Manager:

GLG Partners, LP (the "Investment Manager"), with respect to the shares of Common Stock held by certain (i) funds and managed accounts to which the Investment Manager serves as investment manager (collectively, the "GLG Funds").

General Partner:

(ii) GLG Partners Limited (the "General Partner"), which serves as the general partner of the Investment Manager, with respect to the shares of Common Stock held by each of the GLG Funds.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the principal business office of each Reporting Person is:

c/o GLG Partners LP  
1 Curzon Street  
London W1J 5HB  
United Kingdom

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.

The information required by Items 4(a) – (c), as of December 31, 2012, is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. Based upon the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, filed with the Securities and Exchange Commission on November 8, 2012, there were 74,416,030 shares of Common Stock outstanding as of October 18, 2012. In calculating the percentage of shares of Common Stock held by the Reporting Persons, we assumed the conversion of the reported convertible Preferred Shares and exercise of the reported Warrants, subject to the 9.9% beneficial ownership blocker described below.

As set forth in the terms of the reported Warrants, the number of shares of Common Stock into which such Warrants are exercisable is limited to the number of shares of Common Stock that would result in the Reporting Persons having aggregate beneficial ownership of not more than 9.9% of the shares of Common Stock.

The Investment Manager, which serves as the investment manager to each of the GLG Funds, may be deemed to be the beneficial owner of all shares of Common Stock owned by the GLG Funds. The Investment Manager exercises its investment authority directly or indirectly through various entities, including, without limitation, GLG Inc. The General Partner, as general partner to the Investment Manager, may be deemed to be the beneficial owner of all shares of Common Stock owned by the GLG Funds. Each of the Investment Manager, the General Partner and GLG Inc. hereby disclaims any beneficial ownership of any such shares of Common Stock, except for their pecuniary interest therein.

EXHIBITS:

Exhibit I: Joint Filing Agreement, dated as of February 14, 2013, by and between GLG Partners LP and GLG Partners Limited.

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## SIGNATURES

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

DATE: February 14, 2013

### GLG PARTNERS LP

By: /s/ Victoria Parry  
Name: Victoria Parry  
Title: Head of Product Legal

### GLG PARTNERS LIMITED

Individually and in its capacity as General Partner of GLG Partners LP

By: /s/ Emmanuel Roman  
Name: Emmanuel Roman  
Title: CEO

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**EXHIBIT I**

**JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G/A filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

DATED as of February 14, 2013

GLG PARTNERS LP

By: /s/ Victoria Parry  
Name: Victoria Parry  
Title: Head of Product Legal

GLG PARTNERS LIMITED  
Individually and in its capacity as General Partner of GLG Partners LP

By: /s/ Emmanuel Roman  
Name: Emmanuel Roman  
Title: CEO