

Edgar Filing: UNISOURCE ENERGY CORP - Form SC 13G/A

UNISOURCE ENERGY CORP  
Form SC 13G/A  
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G/A  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)

Unisource Energy Corporation

-----  
(Name of Issuer)

Common Stock, No Par Value

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

909205106

-----  
(CUSIP Number)

December 31, 2007

-----  
(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 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 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. 909205106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Prospector Partners, L.L.C.

Edgar Filing: UNISOURCE ENERGY CORP - Form SC 13G/A

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (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

2,309,367

6. SHARED VOTING POWER

990,000\*

7. SOLE DISPOSITIVE POWER

2,309,367

8. SHARED DISPOSITIVE POWER

990,000\*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,299,367

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.12%

12. TYPE OF REPORTING PERSON\*

CO, IA

-----  
\* The Reporting Person shares investment discretion over the shares with White Mountains Advisors LLC, pursuant to a sub-advisory agreement between Prospector Partners, L.L.C. and White Mountains Advisors LLC.

CUSIP No. 909205106

Item 1(a). Name of Issuer:

Unisource Energy Corporation  
-----

Item 1(b). Address of Issuer's Principal Executive Offices:

One South Church Avenue

Edgar Filing: UNISOURCE ENERGY CORP - Form SC 13G/A

Suite 100  
Tucson, AZ 85701

-----  
Item 2(a). Name of Persons Filing:

Prospector Partners, L.L.C.  
-----

Item 2(b). Address of Principal Business Office, or if None, Residence:

370 Church Street  
Guilford, CT 06437  
-----

Item 2(c). Citizenship:

Prospector Partners, L.L.C.: Delaware Limited Liability Company  
-----

Item 2(d). Title of Class of Securities:

Common Stock, No Par Value  
-----

Item 2(e). CUSIP Number:

909205106  
-----

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 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;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Edgar Filing: UNISOURCE ENERGY CORP - Form SC 13G/A

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:

3,299,367 shares deemed to be owned by Prospector Partners, L.L.C.  
-----

(b) Percent of class:

9.12% deemed to be owned by Prospector Partners, L.L.C.  
-----

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

Prospector Partners, L.L.C.: 2,309,367 shares  
-----

(ii) Shared power to vote or to direct the vote

Prospector Partners, L.L.C.: 990,000 shares\*  
-----

(iii) Sole power to dispose or to direct the disposition of

Prospector Partners, L.L.C.: 2,309,367 shares  
-----

(iv) Shared power to dispose or to direct the disposition of

Prospector Partners, L.L.C.: 990,000 shares\*  
-----

-----  
\* The Reporting Person shares investment discretion over the shares with White Mountains Advisors LLC, pursuant to a sub-advisory agreement between Prospector Partners, L.L.C. and White Mountains Advisors LLC.

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 [ ].

N/A  
-----

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A  
-----

Edgar Filing: UNISOURCE ENERGY CORP - Form SC 13G/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A  
-----

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to s.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to s.240.13d-1(c) or s.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A  
-----

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A  
-----

Item 10. Certifications.

By signing below, the reporting person certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

SIGNATURE

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

PROSPECTOR PARTNERS, L.L.C.

By: /s/ John D. Gillespie  
-----

John D. Gillespie, Managing Member

Edgar Filing: UNISOURCE ENERGY CORP - Form SC 13G/A

February 14, 2008

SK 02081 0001 854119