

ROTECH HEALTHCARE INC
Form SC 13G
February 11, 2011

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

SCHEDULE 13G

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

ROTECH HEALTHCARE INC.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

778669101

(CUSIP Number)

December 31, 2010

(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)
-

CUSIP No.: 778669101

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1. NAMES OF REPORTING PERSONS.
Jefferies High Yield Trading, LLC

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

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER
NUMBER OF 0

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,475,000

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8. SHARED DISPOSITIVE POWER
WITH: 1,475,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,475,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

5.8%(based on 25,616,103 outstanding at November 5, 2010)

TYPE OF REPORTING PERSON:

12.

BD

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1. NAMES OF REPORTING PERSONS.
Jefferies High Yield Holdings, LLC

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

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER
NUMBER OF 0

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,475,000

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8. SHARED DISPOSITIVE POWER
WITH: 1,475,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,475,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

5.8%(based on 25,616,103 outstanding at November 5, 2010)

TYPE OF REPORTING PERSON:

12.

HC

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1. NAMES OF REPORTING PERSONS.
Jefferies Group, Inc.

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

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER
NUMBER OF 0

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,475,000

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8. SHARED DISPOSITIVE POWER
WITH: 1,475,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,475,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

5.8%(based on 25,616,103 outstanding at November 5, 2010)

TYPE OF REPORTING PERSON:

12.

HC

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Item 1

(a) Name of Issuer

Rotech Healthcare Inc.

(b) Address of Issuer's Principal Executive Offices

2600 Technology Drive, Suite 300

Orlando, Florida 32804

Item 2

(a) Name of Person Filing

Jefferies High Yield Trading, LLC

Jefferies High Yield Holdings, LLC

Jefferies Group, Inc.

(b) Address of Principal Business Office or, if None, Residence

Jefferies High Yield Trading, LLC

Jefferies High Yield Holdings, LLC

The Metro Center

One Station Place, Three North

Stamford, CT 06902

Jefferies Group, Inc.

520 Madison Ave.,

New York, New York 10022

(c) Citizenship

Delaware

(d) Title of Class of Securities

Common Stock, par value \$0.0001 per share

(e) CUSIP Number

778669101

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. 78o);

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

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- (c) o Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) p A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4 Ownership

The following sets forth beneficial ownership information as of December 31, 2010:

| | |
|--|-----------|
| (a) Amount beneficially owned: | 1,475,000 |
| (b) Percent of class: | 5.8% |
| (c) Number of shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote: | 0 |
| (ii) Shared power to vote or direct the vote: | 1,475,000 |
| (iii) Sole power to dispose or direct the disposition of: | 0 |
| (iv) Shared power to dispose or direct the disposition of: | 1,475,000 |

Item 5 Ownership of Five Percent or Less of a Class

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Not applicable

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

Item 9 Notice of Dissolution of Group

Not applicable

Item 10 Certification

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

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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.

Dated: February 10, 2011

Jefferies High Yield Trading, LLC

By: /s/ Robert J. Welch
Robert J. Welch
Chief Financial Officer

Dated: February 10, 2011

Jefferies High Yield Holdings, LLC

By: /s/ Robert J. Welch
Robert J. Welch
Chief Financial Officer

Dated: February 10, 2011

Jefferies Group, Inc.

By: /s/ Roland T. Kelly
Roland T. Kelly
Assistant Secretary

Jefferies High Yield Trading, LLC, Jefferies High Yield Holdings, LLC, and Jefferies Group, Inc. agreed to jointly file this Schedule 13G.