

DARLING INTERNATIONAL INC  
Form SC 13G/A  
October 24, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934\*

(Amendment No. 1)

Darling International Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

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

237266-10-1

-----  
(CUSIP Number)

October 21, 2003

-----  
(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)  
[X] 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).

Person Authorized to Receive Notices and Communications:

Janice V. Sharry, Esq.  
Haynes and Boone, LLP  
901 Main Street, Suite 3100  
Dallas, Texas 75202  
(214) 651-5562

SCHEDULE 13G

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
MSD Capital, L.P., a Delaware limited partnership  
74-2880190  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OR 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	9,296,127
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	9,296,127

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
9,296,127  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES [ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
14.9%  
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12 TYPE OF REPORTING PERSON  
  
PN  
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SCHEDULE 13G

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

SOF Investments, L.P., a Delaware limited partnership  
30-0090869

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
	6	SHARED VOTING POWER	9,296,127
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	9,296,127

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,296,127

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

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

14.9%

12 TYPE OF REPORTING PERSON

PN

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Item 1(a) Name of Issuer:

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Darling International Inc.

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

251 O'Connor Ridge Blvd., Suite 300  
Irving, Texas 75038

Item 2(a) Names of Persons Filing:

MSD Capital, L.P.  
SOF Investments, L.P.

Item 2(b) Addresses of Principal Business Offices:

MSD Capital, L.P.  
645 Fifth Avenue, 21st Floor  
New York, New York 10022

SOF Investments, L.P.  
645 Fifth Avenue, 21st Floor  
New York, New York 10022

Item 2(c) Citizenship:

MSD Capital, L.P. - Delaware  
SOF Investments, L.P. - Delaware

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number:

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Item 3 Status of Persons Filing:

- (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);
- (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 Section 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);

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

Item 4

Ownership:

- (a) As of October 24, 2003, SOF Investments, L.P., a Delaware limited partnership ("SOF"), was the record and beneficial owner of 9,296,127 shares (the "Shares") of Common Stock of Darling International Inc. MSD Capital, L.P., a Delaware limited partnership ("MSD"), is the general partner of SOF, and therefore may be deemed to be the indirect beneficial owner of the Shares. MSD Capital Management LLC is the general partner of MSD.
- (b) Percent of Class: 14.9%.
- (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 to direct the vote:  
MSD Capital, L.P. - 9,296,127  
SOF Investments, L.P. - 9,296,127
  - (iii) sole power to dispose or to direct the disposition of:  
0
  - (iv) shared power to dispose or to direct the disposition of:  
MSD Capital, L.P. - 9,296,127  
SOF Investments, L.P. - 9,296,127

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Item 5 Ownership of 5% or Less of a Class:  
Not applicable.

Item 6 Ownership of More than 5% on Behalf of Another Person:

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Not applicable.

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

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 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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SIGNATURES

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.

Date: October 24, 2003

MSD CAPITAL, L.P.

By: MSD Capital Management LLC, its general partner

By: /s/ Marc R. Lisker

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Marc R. Lisker  
General Counsel

SOF INVESTMENTS, L.P.

By: MSD Capital, L.P., its general partner

By: /s/ Marc R. Lisker

-----  
Marc R. Lisker

General Counsel