

International Coal Group, Inc.  
Form SC 13D/A  
December 09, 2008

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
AMENDMENT NO. 3 TO  
SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
International Coal Group, Inc.**

*(Name of Issuer)*

Common Stock

*(Title of Class of Securities)*

45928H106

*(CUSIP Number)*

Paul Rivett

Vice President

Fairfax Financial Holdings Limited  
95 Wellington Street West, Suite 800  
Toronto, Ontario, Canada, M5J 2N7  
Telephone: (416) 367-4941

*(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)*

- With a copy to -

Christopher J. Cummings  
Shearman & Sterling LLP  
Commerce Court West  
199 Bay Street, Suite 4405  
Toronto, Ontario M5L 1E8  
Telephone (416) 360-8484

**December 5, 2008**

*(Date of Event which Requires Filing of this Statement)*

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box  
p.

The information required on 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).

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CUSIP No. 45928H106

Page 2 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1

V. PREM WATSA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CANADIAN

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

30,139,400

EACH  
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

**10**

30,139,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

30,139,400

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

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**13**

19.7%

TYPE OF REPORTING PERSON

**14**

IN

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CUSIP No. 45928H106

Page 3 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1

1109519 ONTARIO LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

ONTARIO, CANADA

SOLE VOTING POWER

7

NUMBER OF

SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 8 30,139,400

EACH SOLE DISPOSITIVE POWER  
REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

**10**

30,139,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

30,139,400

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

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**13**

19.7%

TYPE OF REPORTING PERSON

**14**

CO

CUSIP No. 45928H106

Page 4 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1

THE SIXTY TWO INVESTMENT COMPANY LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

BRITISH COLUMBIA, CANADA

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

30,139,400

EACH  
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

**10**

30,139,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

30,139,400

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

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**13**

19.7%

TYPE OF REPORTING PERSON

**14**

CO

CUSIP No. 45928H106

Page 5 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1

810679 ONTARIO LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

ONTARIO, CANADA

SOLE VOTING POWER

7

NUMBER OF

SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 8 30,139,400

EACH SOLE DISPOSITIVE POWER  
REPORTING 9



PERSON

WITH SHARED DISPOSITIVE POWER

**10**

30,139,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

30,139,400

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

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**13**

19.7%

TYPE OF REPORTING PERSON

**14**

CO

CUSIP No. 45928H106

Page 6 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1  
FAIRFAX FINANCIAL HOLDINGS LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2  
(a)   
(b)

3  
SEC USE ONLY

4  
SOURCE OF FUNDS  
OO

5  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

6  
CITIZENSHIP OR PLACE OF ORGANIZATION  
CANADA

7  
SOLE VOTING POWER

NUMBER OF

8  
SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 30,139,400

9  
EACH SOLE DISPOSITIVE POWER  
REPORTING

PERSON

WITH SHARED DISPOSITIVE POWER

**10**

30,139,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

30,139,400

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

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**13**

19.7%

TYPE OF REPORTING PERSON

**14**

CO

CUSIP No. 45928H106

Page 7 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1

ODYSSEY RE HOLDINGS CORP.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF

SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 8 13,763,093

EACH SOLE DISPOSITIVE POWER  
REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

**10**

13,763,093

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

13,763,093

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

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**13**

9.0%

TYPE OF REPORTING PERSON

**14**

CO

CUSIP No. 45928H106

Page 8 of 36 Pages

1 NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

ODYSSEY AMERICA REINSURANCE CORPORATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CONNECTICUT

7 SOLE VOTING POWER

NUMBER OF

8 SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 13,763,093

9 EACH SOLE DISPOSITIVE POWER  
REPORTING

PERSON

WITH SHARED DISPOSITIVE POWER

**10**

13,763,093

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

13,763,093

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

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**13**

9.0%

TYPE OF REPORTING PERSON

**14**

CO

CUSIP No. 45928H106

Page 9 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1 UNITED STATES FIRE INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

8 SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 3,216,300

9 EACH SOLE DISPOSITIVE POWER  
REPORTING



PERSON

WITH SHARED DISPOSITIVE POWER

10

3,216,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,216,300

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

2.1%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 45928H106

Page 10 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1

THE NORTH RIVER INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

NEW JERSEY

SOLE VOTING POWER

7

NUMBER OF

SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 8 5,527,027

EACH SOLE DISPOSITIVE POWER  
REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

**10**

5,527,027

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

5,527,027

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

**12**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**13**

3.6%

TYPE OF REPORTING PERSON

**14**

CO

CUSIP No. 45928H106

Page 11 of 36 Pages

NAMES OF REPORTING PERSON/I.R.S. Identification Nos. of Above Persons (Entities Only)

1

TIG INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CALIFORNIA

SOLE VOTING POWER

7

NUMBER OF

SHARES	SHARED VOTING POWER
BENEFICIALLY OWNED BY	8
	4,716,380