LOUISIANA-PACIFIC CORP Form SC 13D/A March 01, 2006

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 1)*

LOUISIANA-PACIFIC CORPORATION (Name of Issuer)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE (Title of Class of Securities)

546347105 (CUSIP Number)

Mary A. Lee
TPG-Axon Capital Management, LP
888 Seventh Avenue, 38th Floor
New York, New York 10019
(212) 479-2000

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

FEBRUARY 28, 2006 (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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

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 ("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).

(Continued on following pages)

(Page 1 of 15 Pages)

CUSIP 1	NO. 546347105	SCHEDULE 13D/A	Page 2 of 15 Pages						
1	NAME OF REPO	RTING PERSON IFICATION NO. OF ABOVE PERSON (EN	TITIES ONLY)						
	TPG-Axon Cap	ital Management, LP							
2	CHECK THE AP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X] (b) [_]							
3	SEC USE ONLY								
4	SOURCE OF FU	 NDS							
	00								
5	CHECK IF DIS 2(d) or 2(e)	CLOSURE OF LEGAL PROCEEDINGS IS RE	EQUIRED PURSUANT TO ITEMS						
	N/A								
 6	CITIZENSHIP	DR PLACE OF ORGANIZATION							
	Delaware								
NUM	 BER OF 7	SOLE VOTING POWER							
SHARES 0		0							
BENE	FICIALLY 8	SHARED VOTING POWER							
		5,266,900							
OWI	NED BY 9	SOLE DISPOSITIVE POWER							
1	EACH	0							
	DRTING ERSON 10	SHARED DISPOSITIVE POWER							
I	VITH	5,266,900							
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH R	EPORTING PERSON						
	5,266,900								
12	[]	THE AGGREGATE AMOUNT IN ROW (11)	EXCLUDES CERTAIN SHARES						
13		LASS REPRESENTED BY AMOUNT IN ROW							
	4.98%*								
14	TYPE OF REPO	RTING PERSON							
	PN	PN							

105,773,933 shares of Common Stock issued and outstanding as of October 26, 2005, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30,2005 filed with the Securities and Exchange Commission on November 7, 2005.

CUSIP NO.	546347	105			SCHE	DULE 131	D/A	 Pa	age	3 0	 £ 15	Pa	 iges
	NAME OF			PERSON TION NO.	OF A	BOVE PE	RSON (EN	JTITII	ES C	NLY)		
	TPG-Axo	n Par	tners	GP, LP									
2	CHECK T	HE AP	PROPF	IATE BOX	IF A	MEMBER	OF A GR	ROUP					[X]
3	SEC USE	ONLY											
4	SOURCE	OF FU	NDS										
	00												
5	CHECK I 2(d) or			RE OF LE	GAL P	ROCEEDIÌ	NGS IS R	REQUII	RED	PUR	SUAN	T T	O ITEMS
	N/A												
6	CITIZEN	SHIP	OR PI	ACE OF C	RGANI	ZATION							
	Delawar	e											
		7	SOLE	VOTING	POWER								
SHAR	RES		0										
BENEFIC	CIALLY	8	SHAF	ED VOTIN	G POW	 ER							
			1,81	4,769									
OWNED	BY	9	SOLE	DISPOSI	TIVE	POWER							
EAC	Н		0										
REPORT PERS		10	SHAF	ED DISPO	SITIV	E POWER							
WIT	`H		1,81	4,769									
11	AGGREGA	TE AM	OUNT	BENEFICI	ALLY (OWNED BY	Y EACH R						
	1,814,7												
12	CHECK B			AGGREGAT		UNT IN E	ROW (11)	EXC	LUDE	ES C	ERT <i>i</i>		
13	PERCENT	OF C	LASS	 REPRESEN	TED B		 I IN ROW						

	1.72%							
14	TYPE	OF REPC	RTING PERSON					
	PN							
				_				
CU.	SIP NO. 5463	47105 	SCHEI	DULE 13D/A -	Page 4 of 15	Pages 		
1			RTING PERSON IFICATION NO. OF A	BOVE PERSON (ENTI	TIES ONLY)			
	TPG-A	xon Par	tners, LP					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X] (b) [_]							
3	SEC U	SEC USE ONLY						
4	COLIDC.	CONDUCT OF THINDS						
7	WC	SOURCE OF FUNDS						
5		IF DIS or 2(e)	CLOSURE OF LEGAL PI •	ROCEEDINGS IS REQ	UIRED PURSUAN	NT TO ITEMS		
	N/A							
6	CITIZ	ENSHIP	OR PLACE OF ORGANI	ZATION				
	Delaw	are						
		7	SOLE VOTING POWER					
	SHARES		0					
	BENEFICIALLY	8	SHARED VOTING POW	 ER				
			1,814,769					
	OWNED BY	9	SOLE DISPOSITIVE I					
	EACH		0					
	REPORTING PERSON	10	SHARED DISPOSITIV					
	WITH		1,814,769					
11	AGGRE	GATE AM	OUNT BENEFICIALLY	OWNED BY EACH REP	ORTING PERSON	1 		
	1,814	, 769						
12	CHECK []	BOX IF	THE AGGREGATE AMOU	JNT IN ROW (11) E	XCLUDES CERT	AIN SHARES		

13	PERCEN	T OF (LASS REPRESENT	ED BY AMOUNT IN ROW	(11)			
	1.72%							
14	TYPE O	F REP	RTING PERSON					
	PN							
CUSIP NO.	. 54634	7105 		SCHEDULE 13D/A	Page 5 of	15 Pages 		
1			ORTING PERSON CIFICATION NO.	OF ABOVE PERSON (EN	TITIES ONLY)			
	TPG-Ax	on GP,	LLC					
						(a) [X] (b) [_]		
3	SEC USE ONLY							
4 SOURCE OF FUNDS								
	00							
5	CHECK 2(d) o			AL PROCEEDINGS IS R	EQUIRED PURSU	JANT TO ITEMS		
	N/A							
6	CITIZE	NSHIP	OR PLACE OF OR	GANIZATION				
	Delawa	re						
		7	SOLE VOTING P	OWER				
SHAF	RES		0					
BENEFIC	CIALLY	8	SHARED VOTING	POWER				
			5,266,900					
OWNEI) BY	9	SOLE DISPOSIT					
EAC	СН		0					
REPORT PERS		10	SHARED DISPOS	ITIVE POWER				
WIT	ГН		5,266,900					
11	AGGREG.	ATE A	OUNT BENEFICIA	LLY OWNED BY EACH R	 EPORTING PERS	ON		
	5,266,	900						

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.98%						
			DETAILS DEPOS				
14)F KEP(DRTING PERSON				
	00						
CUSIP NO	 . 54634	 17105 	SCHEDULE 13D/A Page 6 of 1	 .5 Pages 			
1	I.R.S.	IDEN'	ORTING PERSON FIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) fitners (Offshore), Ltd.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)						
3	(b) [_] SEC USE ONLY						
4	SOURCE OF FUNDS						
	WC						
5	CHECK 2 (d) c		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUF	NT TO ITEMS			
	N/A						
6	CITIZE	CNSHIP	OR PLACE OF ORGANIZATION				
	Cayman	ı Islan	nds, BWI				
NUMBEI SHAI		7	SOLE VOTING POWER				
BENEFIC	CIALLY	 8	SHARED VOTING POWER				
			3,452,131				
OWNEI	D BY	9	SOLE DISPOSITIVE POWER				
EAG	СН		0				
REPORT PERS		10	SHARED DISPOSITIVE POWER				
WIT	ГН		3,452,131				
11	AGGREG	 ATE Al)N			

	3,452,131						
12	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTA	IN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	3.26%						
14	TYPE OF REPO	RTING PERSON					
	00						
CUSIP NO	. 546347105	SCHEDULE 13D/A Page 7 of 15	Pages				
1	NAME OF REPO	RTING PERSON IFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Dinakar Sing	h LLC					
2	CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]				
3	SEC USE ONLY						
4	SOURCE OF FU	NDS					
	00						
5	CHECK IF DIS 2(d) or 2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUAN	IT TO ITEMS				
	N/A						
6	CITIZENSHIP	OR PLACE OF ORGANIZATION					
	Delaware						
	R OF 7 RES	SOLE VOTING POWER					
-		0					
BENEFI(CIALLY 8	SHARED VOTING POWER					
		5,266,900 					
OWNE	D BY 9	SOLE DISPOSITIVE POWER					
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REPOR' PER		SHARED DISPOSITIVE POWER					
MI	ITH 5,266,900						

11	AGGREGA	ATE AM	MOUNT BENEFIC	IALLY OWN	IED BY E	CACH R	EPORTING	PERSON	
	5,266,	900							
12	CHECK I	BOX IF	F THE AGGREGA	TE AMOUNT	IN ROW	I (11)	EXCLUDE:	S CERTA	IN SHARES
13	PERCEN'	r of c	CLASS REPRESE	NTED BY A	MOUNT I	N ROW	(11)		
	4.98%								
14	TYPE O	F REPO	ORTING PERSON						
	00								
CUSIP NO	 D. 54634	 7105		SCHEDUI	E 13D/A	7	Page	 8 of 15	 Pages
1			ORTING PERSON		Æ PERSC)N (EN	TITIES O	 NLY)	
	Dinaka	r Sing	gh						
2	CHECK 1	THE AF	PPROPRIATE BO	X IF A ME	MBER OF	' A GR	OUP		(a) [X] (b) [_]
3	SEC USI	E ONLY	 [
4	SOURCE	OF FU	JNDS						
	00								
5	CHECK 2 (d) o		GCLOSURE OF L	EGAL PROC	EEDINGS	IS R	EQUIRED 1	 PURSUAN	T TO ITEMS
	N/A								
6	CITIZE	NSHIP	OR PLACE OF	 ORGANIZAT	ION				
	USA								
		7	SOLE VOTING	POWER					
SHA	ARES		0						
BENEFICIALLY		8	SHARED VOTI	NG POWER					
			5,266,900						
OWNE	ED BY	9	9 SOLE DISPOSITIVE POWER						
E	ACH		0						
	RTING								

SHARED DISPOSITIVE POWER

PERSON

1.0

	WITH	5,266,900					
11	AGGREGATE	AMOUNT BENEFIC	IALLY OWNED BY	Y EACH RE	PORTING :	PERSON	
	5,266,900						
12	CHECK BOX	IF THE AGGREGAT	TE AMOUNT IN I	ROW (11)	EXCLUDES	CERTAI	N SHARES
13	PERCENT OF	CLASS REPRESEN	TED BY AMOUN	I IN ROW	(11)		
	4.98%						
14	TYPE OF RE	PORTING PERSON					
	IN						
CUSIP	NO. 546347105		SCHEDULE 131	D/A	Page 9	of 15	Pages

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (this "Amendment No. 1") amends the Schedule 13D filed on June 20, 2005 (File Number 005-11023) ("Schedule 13D"). This Amendment No. 1 is being filed by TPG-Axon Capital Management, LP ("TPG-Axon Management"), TPG-Axon Partners GP, LP ("PartnersGP"), TPG-Axon Partners, LP ("TPG-Axon Domestic"), TPG-Axon GP, LLC ("GPLLC"), TPG-Axon Partners (Offshore), Ltd. ("TPG-Axon Offshore"), Dinakar Singh LLC ("Singh LLC") and Dinakar Singh ("Mr. Singh"). The foregoing persons are sometimes collectively referred to herein as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief of the Reporting Persons. This Amendment No. 1 relates to the Common Stock, par value \$1.00 per share (the "Common Stock"), of Louisiana-Pacific Corporation, a Delaware corporation (the "Issuer"). References herein to the "Shares" are to the Common Stock of the Issuer being reported herein by the Reporting Persons.

The Reporting Persons are making a single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act. The agreement among the Reporting Persons to file jointly (the "Joint Filing Agreement") is attached hereto as Exhibit 1.

TPG-Axon Management, as investment manager to TPG-Axon Domestic and TPG-Axon Offshore, has the power to direct the disposition and voting of the Shares held by TPG-Axon Domestic and TPG-Axon Offshore. PartnersGP is the general partner of TPG-Axon Domestic. GPLLC is the general partner of PartnersGP and TPG-Axon Management. Singh LLC is a Managing Member of GPLLC. Mr. Singh, an individual, is the Managing Member of Singh LLC and in such capacity may be deemed to control Singh LLC, GPLLC and TPG-Axon Management, and therefore may be deemed the beneficial owner of the securities held by TPG-Axon Domestic and TPG-Axon Offshore. Mr. Singh and Eric Mandelblatt ("Mr. Mandelblatt") are Co-Chief Executive Officers of TPG-Axon Management.

Each of Singh LLC, GPLLC, PartnersGP, Mr. Singh and Mr. Mandelblatt disclaims beneficial ownership of all of the shares of Common Stock reported in this Amendment No. 1.

ITEM 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

- (a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 5,266,900 Shares, representing approximately 4.98% of the Issuer's outstanding Common Stock (based upon the 105,773,933 Shares stated to be outstanding by the Issuer as of October 26, 2005, in the Issuer's Form 10-Q for the quarterly period ending on September 30, 2005, filed with the Securities and Exchange Commission on November 7, 2005). Each of Mr. Singh, Singh LLC, TPG-Axon Management and GPLLC may be deemed to beneficially own 5,266,900 Shares. TPG-Axon Offshore may be deemed to beneficially own 3,452,131 Shares. Each of PartnersGP and TPG-Axon Domestic may be deemed to beneficially own 1,814,769 Shares. Each Reporting Person disclaims beneficial ownership of any of the Shares other than as reported herein as being directly held by it.
- (b) As of the date hereof, Mr. Singh, Singh LLC, TPG-Axon Management and GPLLC have, directly or indirectly, the right to vote and dispose or direct the disposition of, 5,266,900 Shares. TPG-Axon Offshore has, directly or indirectly, the right to vote and dispose or direct the disposition of, 3,452,131 Shares. Each of PartnersGP and TPG-Axon Domestic have, directly or indirectly, the right to vote and dispose or direct the disposition of, 1,814,769 Shares. (The percentages herein are based upon the 105,773,933 Shares stated to be outstanding by the Issuer as of October 26, 2005, in the Issuer's Form 10-Q for the quarterly period ending on September 30, 2005, filed with the Securities and Exchange Commission on November 7, 2005).

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- (c) See Exhibit 2 attached hereto.
- (d) Not applicable.
- (e) February 28, 2006 is the date on which the Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares.
- ITEM 7. Material to Be Filed as Exhibits

Exhibit 1 -- Joint Filing Agreement dated June 20, 2005, signed by each of the Reporting Persons in order to confirm that this statement is being filed on behalf of each of the Reporting Persons (previously filed with Schedule 13D on June 20, 2005 and incorporated by reference herein).

Exhibit 2 -- Table of Transactions

SIGNATURE

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

Dated: February 28, 2006

Dinakar Singh LLC

By: /s/ Dinakar Singh _____ Dinakar Singh Managing Member SCHEDULE 13D/A CUSIP NO. 546347105 Page 11 of 15 Pages TPG-Axon GP, LLC By: /s/ Dinakar Singh _____ Dinakar Singh Co-President TPG-Axon Capital Management, LP By: TPG-Axon GP, LLC, general partner By: /s/ Dinakar Singh _____ Dinakar Singh Co-President TPG-Axon Partners GP, LP By: TPG-Axon GP, LLC, general partner By: /s/ Dinakar Singh _____ Dinakar Singh Co-President TPG-Axon Partners, LP By: TPG-Axon Partners GP, LP, general partner By: TPG-Axon GP, LLC, general partner By: /s/ Dinakar Singh _____ Dinakar Singh Co-President TPG-Axon Partners (Offshore), Ltd. By: /s/ Dinakar Singh -----Dinakar Singh Director

/s/	Dinakar	Singh
	 Dinakar	

CUSIP NO. 546347105

SCHEDULE 13D/A

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LIST OF EXHIBITS
TO SCHEDULE 13D/A

- Agreement to Make Joint Filing (previously filed with Schedule 13D on June 20, 2005 and incorporated by reference herein).
- 2. Table of Transactions

EXHIBIT 1

AGREEMENT TO MAKE JOINT FILING

Each of the undersigned acknowledges and agrees that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Dated: June 20, 2005

Dinakar Singh LLC

By: /s/ Dinakar Singh

Dinakar Singh Managing Member

TPG-Axon GP, LLC

By: /s/ Dinakar Singh

Dinakar Singh Co-President

TPG-Axon Capital Management, LP
By: TPG-Axon GP, LLC, general partner

By: /s/ Dinakar Singh Dinakar Singh Co-President TPG-Axon Partners GP, LP By: TPG-Axon GP, LLC, general partner By: /s/ Dinakar Singh Dinakar Singh Co-President TPG-Axon Partners, LP By: TPG-Axon Partners GP, LP, general partner By: TPG-Axon GP, LLC, general partner By: /s/ Dinakar Singh _____ Dinakar Singh Co-President TPG-Axon Partners (Offshore), Ltd. By: /s/ Dinakar Singh ______ Dinakar Singh Director /s/ Dinakar Singh Dinakar Singh EXHIBIT 2 TABLE OF TRANSACTIONS

The Reporting Persons listed below sold the following Shares in the open market in the last sixty days:

NAME OF REPORTING PERSON TRADE DATE NO. OF SHARES PRICE PER SHARE

TPG-Axon Partners, LP	1/4/2006	25,119	27.9347
	1/5/2006	20,915	28.0613
	1/6/2006	129,245	28.0267
	1/9/2006	144,371	28.0896
	2/28/2006	13,438	28.6892
	2/28/2006	65,570.55	28.6370
	2/28/2006	103,368	28.5614
	2/28/2006	68,912	28.5861
TPG-Axon Partners			
(Offshore), Ltd.	1/4/2006	47,781	27.9347
	1/5/2006	39,785	28.0613
	1/6/2006	245,855	28.0267
	1/9/2006	274 , 629	28.0896
	2/28/2006	25 , 562	28.6892
	2/28/2006	124,729.45	28.6370
	2/28/2006	196 , 632	28.5614
	2/28/2006	131 , 088	28.5861
	2/20/2000	131,000	