COHEN DAVID I
Form 4
September 10, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Noonday Asset Management, L.P.

(Last) (First) (Middle)

227 WEST TRADE STREET, SUITE 2140

(Street)

CHARLOTTE, NC 28202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
METROMEDIA INTERNATIONAL GROUP INC [MTRM]

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Member of Group Owning 10%

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	08/22/2007		J		298,400	D	(18)	0	D (1) (2) (3)	
Common Stock, par value $0.01 per share	08/22/2007		J		155,000	D	(18)	0	D (1) (2) (4)	

Common Stock, par value $0.01 per share	08/22/2007	J	11,600	D	(18)	0	D (1) (2) (5)	
Common Stock, par value $0.01 per share	08/22/2007	J	20,800	D	(18)	0	D (1) (2) (6)	
Common Stock, par value $0.01 per share	08/22/2007	J	4,400	D	(18)	0	D (1) (2) (7)	
Common Stock, par value $0.01 per share	08/22/2007	J	236,500	D	(18)	0	D (1) (2) (8)	
Common Stock, par value $0.01 per share	08/22/2007	J	19,800	D	(18)	0	D (1) (2) (9)	
Common Stock, par value $0.01 per share						0	I	See Footnotes (1) (2) (10) (11) (12) (13)
Common Stock, par value $0.01 per share						0	I	See Footnotes (1) (2) (14) (15)
Common Stock, par value $0.01 per share	08/22/2007	J	583,500	D	(18)	0	I	See Footnotes (1) (2) (16)
Common Stock, par value $0.01 per share						0	I	See Footnotes (1) (2) (17)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noonday Asset Management, L.P. 227 WEST TRADE STREET SUITE 2140 CHARLOTTE, NC 28202		X		Member of Group Owning 10%
Noonday Capital, L.L.C. C/O NOONDAY ASSET MANAGEMENT, L.P. 227 WEST TRADE STREET SUITE 2140 CHARLOTTE, NC 28202		X		Member of Group Owning 10%
Noonday G.P. (U.S.), L.L.C. C/O NOONDAY ASSET MANAGEMENT, L.P. 227 WEST TRADE STREET SUITE 2140 CHARLOTTE, NC 28202		X		Member of Group Owning 10%
Noonday Asset Management LLP BURDETT HOUSE, 15-16 BUCKINGHAM STREET LONDON, X0 WC2N 6DU		X		Member of Group Owning 10%
Bane Lars E C/O NOONDAY ASSET MANAGEMENT LLP BURDETT HOUSE, 15-16, BUCKINGHAM		X		Member of Group Owning 10%

STREET LONDON, X0 WC2N 6DU		
COHEN DAVID I C/O NOONDAY ASSET MANAGEMENT, L.P. 227 WEST TRADE STREET, SUITE 2140 CHARLOTTE, NC 28202	X	Member of Group Owning 10%
Giauque Nicolas C/O NOONDAY ASSET MANAGEMENT LLP BURDETT HOUSE, 15-16, BUCKINGHAM STREET LONDON, X0 WC2N 6DU	X	Member of Group Owning 10%
Leone Davide C/O NOONDAY ASSET MANAGEMENT LLP BURDETT HOUSE, 15-16, BUCKINGHAM STREET LONDON, X0 WC2N 6DU	X	Member of Group Owning 10%
Mittal Saurabh C/O NOONDAY ASSET MANAGEMENT, L.P. 227 WEST TRADE STREET , SUITE 2140 CHARLOTTE, NC 28202	X	Member of Group Owning 10%

Signatures

/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for each of Noonday Asset Management, L.P., Noonday Capital, L.L.C., Noonday G.P. (U.S.), L.L.C. and Noonday Asset Management LLP	09/10/2007
**Signature of Reporting Person	Date
/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for Lars E. Bane, David I. Cohen, Nicolas Giauque, Davide Leone and Saurabh K. Mittal	09/10/2007
**Signature of Reporting Person	Date
.	09/10/2007
**Signature of Reporting Person	Date
.	09/10/2007
**Signature of Reporting Person	Date
.	09/10/2007
**Signature of Reporting Person	Date
.	09/10/2007
**Signature of Reporting Person	Date
.	09/10/2007
**Signature of Reporting Person	Date

.

09/10/2007

**Signature of Reporting Person — Date

.

09/10/2007

**Signature of Reporting Person — Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The entities and individuals identified in the footnotes of this Form 4 may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 4 and any statements included herein shall not be deemed to be an admission that such entities and individuals are members of such group. Since the number of reporting persons that may be listed on a Form 4 is limited, the entities and individuals listed in the footnotes of this Form 4 that are not reporting persons on this Form 4 are filing three additional Form 4s on the same date as the filing of this Form 4 as reporting persons with respect to the securities described in this Form 4 (the "Parallel Form 4s").

(2) Although certain of the entities and individuals identified in the footnotes of this Form 4 are not reporting persons, information regarding them is included on this Form 4 for purposes of clarification and convenience only. Such information is duplicative of the information reported by them in the Parallel Form 4s.

(3) The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P. ("FCP").

(4) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners, L.P. ("FCIP").

(5) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners II, L.P. ("FCIP II").

(6) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners III, L.P. ("FCIP III").

(7) The amount of securities shown in this row is owned directly by Tinicum Partners, L.P. ("Tinicum").

(8) The amount of securities shown in this row is owned directly by Farallon Capital Offshore Investors II, L.P. ("FCOI II", and together with FCP, FCIP, FCIP II, FCIP III and Tinicum, the "Farallon Funds").

(9) The amount of securities shown in this row is owned directly by Noonday Capital Partners, L.L.C. ("NCP", and together with the Farallon Funds, the "Funds").

(10) The amount of securities shown in this row is owned directly by the Funds and the Managed Accounts (as defined below). Effective as of January 1, 2005, each of Noonday G.P. (U.S.), L.L.C. (the "First Noonday US Sub-adviser"), Noonday Asset Management, L.P. (the "Second Noonday US Sub-adviser") and Noonday Asset Management LLP (the "Noonday UK Sub-adviser", and together with the First Noonday US Sub-adviser and the Second Noonday US Sub-adviser, the "Noonday Sub-adviser Entities") entered into an investment subadvisory agreement with FPLLC and FCMLLC (each as defined below), under which the Noonday Sub-adviser Entities are granted investment authority over certain securities and instruments owned by the Funds and the Managed Accounts, including the securities reported herein.

(11) Each of the Noonday Sub-adviser Entities, as a sub-investment adviser to the Funds and the Managed Accounts, may be deemed to be the beneficial owner of the Issuer's securities held by the Funds and the Managed Accounts. As the general partner to the Second Noonday US Sub-adviser, Noonday Capital, L.L.C. (the "Noonday US General Partner") may be deemed to be the beneficial owner of the Issuer's securities held by the Funds and the Managed Accounts.

(12) Each of David I. Cohen ("Cohen"), Andrew J. M. Spokes ("Spokes") and Saurabh K. Mittal ("Mittal", and together with Cohen and Spokes, the "Noonday US Managing Members"), as managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner, and each of Nicolas Giauque ("Giauque"), Lars E. Bane ("Bane") and Davide Leone ("Leone", and together with Giauque and Bane, the "Noonday UK Managing Members"), as managing members of the Noonday UK Sub-adviser may be deemed to be the beneficial owner of the Issuer's securities held by each of the Funds as referenced in footnotes (3) through (9) of this Form 4 and by the Managed Accounts as referenced in footnote (16) of this Form 4.

(13) The Noonday Sub-adviser Entities, the Noonday US General Partner, the Noonday US Managing Members and the Noonday UK Managing Members hereby disclaim any beneficial ownership of any of the Issuer's securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, except as to securities representing the Noonday US General Partner's pro rata interest in, and interest in the profits of, the Second Noonday US Sub-adviser.

(14)

The amount of securities shown in this row is owned directly by the Funds. Farallon Partners, L.L.C. ("FPLLC"), as the general partner of each of the Farallon Funds, and the managing member of NCP, may be deemed to be the beneficial owner of the Issuer's securities held by each of the Funds.

(15) FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Rule 16a-1(a) under the Act or otherwise, except as to securities representing its pro rata interest in, and interest in the profits of, the Farallon Funds.

(16) The amount of securities shown in this row is owned directly by certain discretionary accounts (the "Managed Accounts") managed by Farallon Capital Management, L.L.C. ("FCMLLC"). FCMLLC, as the registered investment adviser to such discretionary accounts, may be deemed to be the beneficial owner of the Issuer's securities held by such discretionary accounts. FCMLLC disclaims any beneficial ownership of any of the Issuer's securities reported herein for purposes of Rule 16a-1(a) under the Act or otherwise.

(17) The aggregate amount of securities shown in this row is owned directly by the Funds and the Managed Accounts. Each of Chun Ding, William Duhamel, Richard Fried, Monica R. Landry, Douglas MacMahon, William Mellin, Stephen Millham, Jason Moment, Ashish Pant, Rajiv Patel, Derek Schrier, Andrew Spokes and Mark Wehrly (collectively, the " Farallon Managing Members") and Thomas Steyer (the "Farallon Senior Managing Member"), as either a Managing Member or a Senior Managing Member of FPLLC and FCMLLC, may be deemed to be a beneficial owner of the Issuer's securities held by each of the Funds as referenced in footnotes (3) through (9) of this Form 4 and by the Managed Accounts as referenced in footnote (16) of this Form 4. The Farallon Managing Members and the Farallon Senior Managing Member disclaim any beneficial ownership of any of the Issuer's securities reported or excluded herein for purposes of Rule 16a-1(a) under the Act or otherwise.

(18) Pursuant to the merger of CaucusCom Mergerco Corp. ("Merger Sub") with and into Metromedia International Group, Inc. ("Metromedia") effected on August 22, 2007 pursuant to the Agreement and Plan of Merger, dated July 17, 2007, by and among Metromedia, CaucusCom Ventures L.P. and Merger Sub, each share of common stock of Metromedia outstanding immediately prior to the effective time of the Merger (other than shares held by Metromedia, Merger Sub or any affiliate of Merger Sub and shares as to which appraisal rights are perfected under Delaware law) was converted into the right to receive $1.80 per share in cash. The reporting persons reserve all rights to demand appraisal rights with respect to the shares of Common Stock of Metromedia reported herein and nothing in this Form 4 or the Parallel Form 4s shall be deemed a waiver of any such right.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.