

Edgar Filing: GRAVITY Co., Ltd. - Form SC 13D/A

GRAVITY Co., Ltd.  
Form SC 13D/A  
November 09, 2006

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 8)

Gravity Co., Ltd.

-----  
(Name of Issuer)

Common Stock, Par Value Won 500 Per Share

Shares of Common Stock in the form of American Depositary  
Shares\*

-----  
(Title of Class of Securities)  
38911N107

-----  
(CUSIP Number)

Moon Capital Master Fund Ltd.  
c/o Moon Capital Management LP  
499 Park Avenue, 8th Floor  
New York, NY 10022  
Attention: Andrew L. Wright, Esq.  
General Counsel  
(212) 652-4567

with a copy to:  
Chadbourne & Parke LLP  
30 Rockefeller Plaza  
New York, NY 10112  
Attention: Sey-Hyo Lee, Esq.  
(212) 408-5100

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

November 8, 2006

-----  
(Date of Event which Requires Filing of this Statement)  
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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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☒ X

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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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\* Each American Depositary Share represents one-fourth of one share of common

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stock, par value Won 500 per share (the "Common Stock").

## SCHEDULE 13D

CUSIP No. 38911N107

Page 2 of 11 Pages

1		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
		Moon Capital Master Fund Ltd.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES	7	SOLE VOTING POWER  -0-
BENEFICIALLY	8	SHARED VOTING POWER  OWNED BY 583,240.5*
EACH	9	SOLE DISPOSITIVE POWER  REPORTING -0-
PERSON	10	SHARED DISPOSITIVE POWER  WITH 583,240.5*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  583,240.5*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.4% of outstanding shares of Common Stock	

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14 TYPE OF REPORTING PERSON

CO

\* Includes 105,971 shares of Common Stock and 1,909,078 American Depositary Shares ("ADSs") representing 477,269.5 shares of Common Stock.

## SCHEDULE 13D

CUSIP No. 38911N107

Page 3 of 11 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Moon Capital Leveraged Master Fund Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☒ [X]  
(b) ☐ [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 7,644.5\*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER

WITH 7,644.5\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,644.5\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES

[ ]

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

0.1% of outstanding shares of Common Stock

14 TYPE OF REPORTING PERSON

CO

\* Represents 30,578 ADSs.

## SCHEDULE 13D

CUSIP No. 38911N107

Page 4 of 11 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Moon Capital Management LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) ☒  
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
NUMBER OF

SHARES -0-

8 SHARED VOTING POWER  
BENEFICIALLY

OWNED BY 590,885\*

9 SOLE DISPOSITIVE POWER  
EACH

REPORTING -0-

10 SHARED DISPOSITIVE POWER  
PERSON

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	WITH	590,885*
-----		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	590,885*	
-----		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]	
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.5% of outstanding shares of Common Stock	
-----		
14	TYPE OF REPORTING PERSON	
	PN	
-----		

\* Includes 105,971 shares of Common Stock and 1,939,656 ADSs representing 484,914 shares of Common Stock.

SCHEDULE 13D

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CUSIP No. 38911N107  
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Page 5 of 11 Pages  
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	JWM Capital LLC
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [ ]
-----		
3	SEC USE ONLY	
-----		
4	SOURCE OF FUNDS	
	OO	
-----		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]	
-----		
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
-----		
	7	SOLE VOTING POWER
NUMBER OF		
SHARES		-0-
-----		
	8	SHARED VOTING POWER
BENEFICIALLY		

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OWNED BY	590,885*	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	-0-	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	590,885*	

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

590,885\*

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES [ ]

---

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

8.5% of outstanding shares of Common Stock

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14 TYPE OF REPORTING PERSON

OO

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\* Includes 105,971 shares of Common Stock and 1,939,656 ADSs representing 484,914 shares of Common Stock.

SCHEDULE 13D

CUSIP No. 38911N107

Page 6 of 11 Pages

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

John W. Moon

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X]  
(b) [ ]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS

OO

---

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

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NUMBER OF	7	SOLE VOTING POWER
SHARES	-0-	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	590,885*	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	-0-	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	590,885*	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	590,885*	
12	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
13	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8.5% of outstanding shares of Common Stock	
14	TYPE OF REPORTING PERSON	
	IN	

\* Includes 105,971 shares of Common Stock and 1,939,656 ADSs representing 484,914 shares of Common Stock.

CUSIP NO. 38911N107

SCHEDULE 13D

Page 7 of 11 Pages

This Amendment No. 8 (this "Amendment No. 8") further amends and supplements the Schedule 13D dated March 28, 2006 filed by Moon Capital Master Fund Ltd., Moon Capital Management LP, JWM Capital LLC and Mr. John W. Moon (the "Schedule 13D") in connection with the American Depositary Shares of Gravity Co., Ltd., as amended and supplemented by Amendment No. 1 to Schedule 13D dated May 4, 2006 ("Amendment No. 1"), Amendment No. 2 to Schedule 13D dated May 23, 2006 ("Amendment No. 2"), Amendment No. 3 to Schedule 13D dated June 1, 2006 ("Amendment No. 3"), Amendment No. 4 to Schedule 13D dated July 18, 2006 ("Amendment No. 4"), Amendment No. 5 to Schedule 13D dated July 31, 2006 ("Amendment No. 5"), Amendment No. 6 to Schedule 13D dated August 22, 2006 ("Amendment No. 6") and Amendment No. 7 to Schedule 13D dated August 25, 2006 ("Amendment No. 7") filed by Moon Capital Master Fund Ltd., Moon Capital Leveraged Master Fund Ltd., Moon Capital Management LP, JWM Capital LLC and Mr. John W. Moon (collectively, the "Reporting Persons") in connection with the American Depositary Shares and shares of common stock of Gravity Co., Ltd. Capitalized terms used in this Amendment No. 8 and not otherwise defined herein

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have the meanings assigned to such terms in Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7 and/or the Schedule 13D.

Item 2. Identity and Background.

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The second paragraph of Item 2 is hereby amended and restated in its entirety as follows:

The Master Fund, the Leveraged Fund, the Investment Manager, the IMGP and Mr. Moon are hereinafter sometimes collectively referred to as the "Reporting Persons". Any disclosures made herein with respect to persons or entities other than the Reporting Persons are made on information and belief. By virtue of the communications among the Reporting Persons and representatives of Ramius Capital Group, LLC and certain of its affiliates (collectively the "Ramius Entities") and certain actions as to the matters more fully described in Item 4 and the Sharing Agreement, dated as of March 28, 2006, between the Reporting Persons and the Ramius Entities as to the sharing of certain information and expenses attached as an exhibit to the Schedule 13D, the Reporting Persons may be deemed to be a "group" with the Ramius Entities for purposes of the Securities Exchange Act of 1934, as amended (the "Act"). On the basis of information provided to the Reporting Persons by the Ramius Entities, the Reporting Persons believe that the Ramius Entities are the beneficial owners of an aggregate of 2,104,695 ADSs and 105,973 shares of Common Stock representing in the aggregate approximately 9.1% of the outstanding shares of Common Stock. The Reporting Persons expressly disclaim beneficial ownership of securities held by any person or entity other than the various accounts under the Reporting Persons' management and control. The securities reported herein as being beneficially owned by the Reporting Persons do not include any securities held by the Ramius Entities (including but not limited to accounts or entities under its control) or any other person or entity other than the various entities and accounts under the Reporting Persons' management and control.

CUSIP NO. 38911N107

SCHEDULE 13D

Page 8 of 11 Pages

Item 5. Interest in Securities of the Issuer.

-----  
Section A of Item 5 is hereby amended and supplemented as follows:

A. As of the date hereof, the Reporting Persons have the following interests in the securities of Gravity:

(a) Moon Capital Master Fund Ltd.

(i) Amount beneficially owned: 583,240.5\*

The percentages used herein and in the rest of this Schedule 13D are calculated based upon the 6,948,900 shares of Common Stock issued and outstanding as of the date hereof, including through ADSs.

(ii) Percent of class: 8.4% of outstanding shares of Common Stock

(iii) Number of shares as to which such person has:



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- (a) Sole power to vote or direct the vote: -0-
- (b) Shared power to vote or direct the vote: 583,240.5\*
- (c) Sole power to dispose or direct the disposition: -0-
- (d) Shared power to dispose or direct the disposition:  
583,240.5\*

(b) Moon Capital Leveraged Master Fund Ltd.

- (i) Amount beneficially owned 7,644.5\*\*
- (ii) Percent of class: 0.1% of outstanding shares of Common Stock
- (iii) Number of shares as to which such person has:
  - (a) Sole power to vote or direct the vote: -0-
  - (b) Shared power to vote or direct the vote: 7,644.5\*\*
  - (c) Sole power to dispose or direct the disposition: -0-
  - (d) Shared power to dispose or direct the disposition:  
7,644.5\*\*

-----  
\* Includes 105,971 shares of Common Stock and 1,909,078 ADSs representing 477,269.5 shares of Common Stock.

\*\* Represents 30,578 ADSs.

CUSIP NO. 38911N107

SCHEDULE 13D

Page 9 of 11 Pages

(c) Moon Capital Management LP

- (i) Amount beneficially owned: 590,885\*\*\*
- (ii) Percent of class: 8.5% of outstanding shares of Common Stock
- (iii) Number of shares as to which such person has:
  - (a) Sole power to vote or direct the vote: -0-
  - (b) Shared power to vote or direct the vote: 590,885\*\*\*
  - (c) Sole power to dispose or direct the disposition: -0-
  - (d) Shared power to dispose or direct the disposition:  
590,885\*\*\*

(d) JWM Capital LLC

- (i) Amount beneficially owned: 590,885\*\*\*
- (ii) Percent of class: 8.5% of outstanding shares of Common Stock

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(iii) Number of shares as to which such person has:

(a) Sole power to vote or direct the vote: -0-

(b) Shared power to vote or direct the vote: 590,885\*\*\*

(c) Sole power to dispose or direct the disposition: -0-

(d) Shared power to dispose or direct the disposition:  
590,885\*\*\*

(e) Mr. John W. Moon

(i) Amount beneficially owned: 590,885\*\*\*

(ii) Percent of class: 8.5% of Outstanding shares of Common Stock

(iii) Number of shares as to which such person has:

(a) Sole power to vote or direct the vote: -0-

(b) Shared power to vote or direct the vote: 590,885\*\*\*

(c) Sole power to dispose or direct the disposition: -0-

-----  
\*\*\* Includes 105,971 shares of Common Stock and 1,939,656 ADSs representing  
484,914 shares of Common Stock.

CUSIP NO. 38911N107

SCHEDULE 13D

Page 10 of 11 Pages

(d) Shared power to dispose or direct the disposition: 590,885\*\*\*

Section C of Item 5 is hereby supplemented as follows:

On November 3, 2006 the Master Fund purchased 1,099 ADSs on the open market at a price of \$4.97 per share.

On November 7, 2006, the Master Fund purchased 11,052 ADSs on the open market at a price of \$6.39 per share.

On November 7, 2006 the Leveraged Fund purchased 100 ADSs on the open market at a price of \$6.39 per share.

On November 8, 2006 the Master Fund purchased 54,800 ADSs on the open market at a price of \$6.24 per share.

On November 8, 2006 the Leveraged Fund purchased 700 ADSs on the open market at a price of \$6.24 per share.

Item 7. Material to be Filed as Exhibits.

Exhibit 1. Joint Filing Agreement Pursuant to Rule 13d-1(k) is  
incorporated by reference to Exhibit 1 to Amendment No. 2 to

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Schedule 13D.

- Exhibit 2. Sharing Agreement dated as of March 28, 2006 between the Reporting Persons and the Ramius Entities is incorporated by reference to Exhibit 2 to Schedule 13D.
- Exhibit 3. Press Release dated May 24, 2006 is incorporated by reference to Exhibit 3 to Amendment No. 2 to Schedule 13D.
- Exhibit 4. Press Release dated June 1, 2006 is incorporated by reference to Exhibit 4 to Amendment No. 3 to Schedule 13D.
- Exhibit 5. Press Release dated July 19, 2006 is incorporated by reference to Exhibit 5 to Amendment No. 4 to Schedule 13D.
- Exhibit 6. Press Release dated August 22, 2006 is incorporated by reference to Exhibit 6 to Amendment No. 6 to Schedule 13D.

-----  
\*\*\* Includes 105,971 shares of Common Stock and 1,939,656 ADSs representing 484,914 shares of Common Stock

CUSIP NO. 38911N107

SCHEDULE 13D

Page 11 of 11 Pages

SIGNATURE

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

Dated: November 9, 2006

/s/ John W. Moon

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John W. Moon,  
individually and as managing member of  
JWM Capital LLC,  
for itself and as the general partner of  
Moon Capital Management LP,  
for itself and as the investment manager of  
Moon Capital Master Fund Ltd. and  
Moon Capital Leveraged Master Fund Ltd.