

FLOW INTERNATIONAL CORP

Form 3

March 24, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

^ Third Point LLC

(Last) (First) (Middle)

360 MADISON AVENUE,
24TH FLOOR,^

(Street)

NEW YORK, NY^ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/21/2005

3. Issuer Name **and** Ticker or Trading Symbol

FLOW INTERNATIONAL CORP [FLOW]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock ⁽¹⁾4,033,000 ⁽¹⁾ ⁽²⁾

I

See footnote ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Â <u>(3)</u>	03/16/2010	Common Stock ⁽¹⁾	403,300 ^{(1) (2)}	\$ 4.07	I	See footnote <u>(2)</u>

Reporting Owner Name / Address

Director 10% Owner Officer Other

Loeb Daniel S
C/O THIRD POINT LLC
360 MADISON AVENUE, 24TH FLOOR
NEW YORK, NY 10017

THIRD POINT LLC, /s/ Daniel S. Loeb, Managing
Member

****Signature of Reporting Person**

Date _____

* If the form is filed by more than one reporting person, see Instruction 5(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) Pursuant to a Securities Purchase Agreement, dated as of March 21, 2005, between the Issuer and the purchasers identified therein, including certain funds (the "Funds") managed by Third Point LLC (f/k/a Third Point Management Company L.L.C.) ("Third Point"), the Issuer sold to the Funds, and the Funds purchased from the Issuer, 4,033,000 equity units of securities of the Issuer, each unit comprised of one share of common stock and a warrant to purchase one-tenth of a share of common stock.

(2) All securities disclosed in this Form 3 are owned by the Funds. The Funds are managed by Third Point. Daniel S. Loeb is the Managing Member of Third Point. By reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended, Third Point and Mr. Loeb may be deemed to be the beneficial owners of the securities beneficially owned by the Funds. Third Point and Mr. Loeb each disclaim beneficial ownership of all such securities, except to the extent of any indirect pecuniary interest therein.

(3) Immediately.

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.