

CRESUD INC  
Form SC 13G/A  
February 17, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

Cresud Sociedad Anónima Comercial, Inmobiliaria, Financiera y Agropecuaria  
(Name of Issuer)

Common Stock, 1.00 peso par value  
(Title of Class of Securities)

226406106  
(CUSIP Number)

December 31, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. 226406106

1. Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)  
D. E. Shaw Oculus Portfolios, L.L.C.  
20-0805088
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  o
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
-0-

6. Shared Voting Power  
44,770,166 (1)

7. Sole Dispositive Power  
-0-

8. Shared Dispositive Power  
44,770,166 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
44,770,166 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
8.9% (2)

12. Type of Reporting Person (See Instructions)  
OO

(1) The number of shares beneficially owned includes 41,057,030 common shares represented by 4,105,703 American depositary shares (“ADS”) and warrants exercisable into 3,713,136 shares.

(2) The percent of class is based on 501,531,865 shares of outstanding common stock and includes 3,713,136 shares from the potential exercise of the warrants for a total of 505,245,001 shares.



CUSIP No. 226406106

1. Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)  
D. E. Shaw & Co., L.L.C.  
13-3799946
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
-0-

6. Shared Voting Power  
44,770,166 (1)

7. Sole Dispositive Power  
-0-

8. Shared Dispositive Power  
44,770,166 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
44,770,166 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
8.9% (2)
12. Type of Reporting Person (See Instructions)  
OO

(1) The number of shares beneficially owned includes 41,057,030 common shares represented by 4,105,703 ADS and warrants exercisable into 3,713,136 shares.

(2) The percent of class is based on 501,531,865 shares of outstanding common stock and includes 3,713,136 shares from the potential exercise of the warrants for a total of 505,245,001 shares.



CUSIP No. 226406106

1. Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)  
D. E. Shaw & Co., L.P.  
13-3695715
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
-0-

6. Shared Voting Power  
47,998,786 (1)

7. Sole Dispositive Power  
-0-

8. Shared Dispositive Power  
47,998,786 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
47,998,786 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
9.5% (2)
12. Type of Reporting Person (See Instructions)  
IA, PN

(1) The number of shares beneficially owned includes 44,285,650 common shares represented by 4,428,565 ADS and warrants exercisable into 3,713,136 shares.

(2) The percent of class is based on 501,531,865 shares of outstanding common stock and includes 3,713,136 shares from the potential exercise of the warrants for a total of 505,245,001 shares.



CUSIP No. 226406106

1. Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)  
David E. Shaw
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
-0-
6. Shared Voting Power  
47,998,786 (1)
7. Sole Dispositive Power  
-0-
- 8.