

WHITNEY V LP
Form SC 13G/A
February 14, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL

OMB Number:

3235-0145

Expires:

December 31, 2005

Estimated average burden
hours per response. . 11

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Herbalife Ltd.

(Name of Issuer)

Common Shares, par value \$0.002 per share

(Title of Class of Securities)

G4412G 10 1

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this 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. G4412G 10 1

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Whitney V, L.P., a Delaware limited partnership (IRS Identification No. 06-1595614), the sole general partner of which is Whitney Equity Partners V, LLC, a Delaware limited liability company. The managing members of Whitney Equity Partners V, LLC are: Peter M. Castleman, John C. Hockin, William Laverack, Jr., Daniel J. O'Brien, Steven E. Rodgers, Michael R. Stone, Paul R. Vigano and Robert M. Williams, Jr.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited partnership. The sole general partner is a Delaware limited liability company whose members are individuals who are United States citizens.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
 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)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Whitney Strategic Partners V, L.P., a Delaware limited partnership (IRS Identification No. 06-1616392), the sole general partner of which is Whitney Equity Partners V, LLC, a Delaware limited liability company. The managing members of Whitney Equity Partners V, LLC are: Peter M. Castleman, John C. Hockin, William Laverack, Jr., Daniel J. O'Brien, Steven E. Rodgers, Michael R. Stone, Paul R. Vigano and Robert M. Williams, Jr.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited partnership. The sole partner is a Delaware limited liability company whose members are individuals who are United States citizens.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
 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)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Whitney Private Debt Fund, L.P., a Delaware limited partnership (IRS Identification No. 06-1626655), the sole general partner of which is Whitney Private Debt GP, L.L.C., a Delaware limited liability company. The managing members of Whitney Private Debt GP, L.L.C. are Daniel J. O'Brien and Michael R. Stone.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited partnership. The sole general partner is a Delaware limited liability company whose members are individuals who are United States citizens.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
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 11. Percent of Class Represented by Amount in Row (9)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CCG Investments (BVI), L.P., a British Virgin Islands limited partnership, the general partner of which is Golden Gate Capital Management, L.L.C., a Delaware limited liability company. The principal managing members of Golden Gate Capital Management, L.L.C. are David C. Dominik and Jesse T. Rogers.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☒ y
(b) ☐ o

3. SEC Use Only

4. Citizenship or Place of Organization

A British Virgin Islands limited partnership. The general partner is a Delaware limited liability company.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
29,702,690 Common Shares

7. Sole Dispositive Power
0

8. Shared Dispositive Power
29,702,690 Common Shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares

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)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.

12. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CCG Associates-QP, LLC, a Delaware limited liability company, the general partner of which is Golden Gate Capital Management, L.L.C., a Delaware limited liability company. The principal managing members of Golden Gate Capital Management, L.L.C. are David C. Dominik and Jesse T. Rogers.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited liability company. The general partner is a Delaware limited liability company.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
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 11. Percent of Class Represented by Amount in Row (9)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
OO (limited liability company)

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CCG Associates-AI, LLC, a Delaware limited liability company, the general partner of which is Golden Gate Capital Management, L.L.C., a Delaware limited liability company. The principal managing members of Golden Gate Capital Management, L.L.C. are David C. Dominik and Jesse T. Rogers.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited liability company. The general partner is a limited liability company.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
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 12. Type of Reporting Person (See Instructions)
OO (limited liability company)

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CCG Investment Fund-AI, LP, a Delaware limited partnership, the general partner of which is Golden Gate Capital Management, L.L.C., a Delaware limited liability company. The principal managing members of Golden Gate Capital Management, L.L.C. are David C. Dominik and Jesse T. Rogers.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited partnership. The general partner is a Delaware limited liability company.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
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 11. Percent of Class Represented by Amount in Row (9)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CCG AV, LLC-Series C, a Delaware limited liability company, the general partner of which is Golden Gate Capital Management, L.L.C., a Delaware limited liability company. The principal managing members of Golden Gate Capital Management, L.L.C. are David C. Dominik and Jesse T. Rogers.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited liability company. The general partner is a Delaware limited liability company.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
 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)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
OO (limited liability company)

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CCG AV, LLC-Series E, a Delaware limited liability company, the general partner of which is Golden Gate Capital Management, L.L.C., a Delaware limited liability company. The principal managing members of Golden Gate Capital Management, L.L.C. are David C. Dominik and Jesse T. Rogers.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited liability company. The general partner is a Delaware limited liability company.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
 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)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
OO (limited liability company)

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CCG CI, LLC, a Delaware limited liability company, the general partner of which is Golden Gate Capital Management, L.L.C., a Delaware limited liability company. The principal managing members of Golden Gate Capital Management, L.L.C. are David C. Dominik and Jesse T. Rogers.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☒ y
 - (b) ☐ o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited liability company. The general partner is a Delaware limited liability company.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
 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)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
OO (limited liability company)

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Golden Gate Capital Management, L.L.C., a Delaware limited liability company. The principal managing members of Golden Gate Capital Management, L.L.C. are David C. Dominik and Jesse T. Rogers.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	ý
(b)	o
 3. SEC Use Only
 4. Citizenship or Place of Organization
A Delaware limited liability company.
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
29,702,690 Common Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
29,702,690 Common Shares |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares
 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)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.
 12. Type of Reporting Person (See Instructions)
OO (limited liability company)

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David C. Dominik

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 of America

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
29,702,690 Common Shares

7. Sole Dispositive Power
0

8. Shared Dispositive Power
29,702,690 Common Shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares

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

11. Percent of Class Represented by Amount in Row (9)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.

12. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Jesse T. Rogers

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 of America

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
29,702,690 Common Shares

7. Sole Dispositive Power
0

8. Shared Dispositive Power
29,702,690 Common Shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,702,690 Common Shares

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

11. Percent of Class Represented by Amount in Row (9)
42.5% beneficial ownership based upon 69,836,665 Common Shares outstanding as of December 31, 2005.

12. Type of Reporting Person (See Instructions)
IN

Item 1.

- (a) Name of Issuer
Herbalife Ltd. (the **Issuer**)
- (b) Address of Issuer's Principal Executive Offices
P.O. Box 309GT
Ugland House, South Church Street
Grand Cayman, Cayman Islands

Item 2.

- (a) Name of Person Filing
 - (i) Whitney V, L.P. is a Delaware limited partnership. The name of the general partner of Whitney V, L.P. is Whitney Equity Partners V, LLC, a Delaware limited liability company, whose business address is 177 Broad Street, Stamford, CT 06901. The names and business address of the managing members of Whitney Equity Partners V, LLC are as follows: Peter M. Castleman, John C. Hockin, William Laverack, Jr., Daniel J. O'Brien, Steven E. Rodgers, Michael R. Stone, Paul R. Vigano and Robert M. Williams, Jr., the business address of each of whom is 177 Broad Street, Stamford, CT 06901.
 - (ii) Whitney Strategic Partners V, L.P. is a Delaware limited partnership. The name of the general partner of Whitney Strategic Partners V, L.P. is Whitney Equity Partners V, LLC, a Delaware limited liability company, whose business address is 177 Broad Street, Stamford, CT 06901. The names and business address of the managing members of Whitney Equity Partners V, LLC are as follows: Peter M. Castleman, John C. Hockin, William Laverack, Jr., Daniel J. O'Brien, Steven E. Rodgers, Michael R. Stone, Paul R. Vigano and Robert M. Williams, Jr., the business address of each of whom is 177 Broad Street, Stamford, CT 06901.
 - (iii) Whitney Private Debt Fund, L.P., is a Delaware limited partnership. The name of the general partner of Whitney Private Debt Fund, L.P., is Whitney Private Debt GP, L.L.C., a Delaware limited liability company, whose business address is 177 Broad Street, Stamford, CT 06901. The names and business address of the managing members of Whitney Private Debt GP, L.L.C. are as follows: Daniel J. O'Brien and Michael R. Stone, the business address of each of whom is 177 Broad Street, Stamford, CT 06901.
 - (iv) CCG Investments (BVI), L.P. is a British Virgin Islands limited partnership. The name of the general partner of CCG Investments (BVI), L.P. is Golden Gate Capital Management L.L.C., a Delaware limited liability company, whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111. The names and business address of the principal managing members of Golden Gate Capital are as follows: David C. Dominik and Jesse T. Rogers, the business address of each of whom is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.
 - (v) CCG Associates-QP, LLC, is a Delaware limited liability company. The name of the general partner of CCG Associates-QP, LLC is Golden Gate Capital Management, L.L.C., a Delaware limited liability company, whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111. The names

and business address of the principal managing members of Golden Gate Capital are as follows: David C. Dominik and Jesse T. Rogers, the business address of each of whom is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.

(vi) CCG Associates-AI, LLC is a Delaware limited liability company. The name of the general partner of CCG Associates-AI, LLC is Golden Gate Capital Management, L.L.C., a Delaware limited liability company, whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111. The names and business address of the principal managing members of Golden Gate Capital are as follows: David C. Dominik and Jesse T. Rogers, the business address of each of whom is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.

(vii) CCG Investment Fund-AI, LP, is a Delaware limited partnership. The name of the general partner of CCG Investment Fund-AI, LP is Golden Gate Capital Management, L.L.C., a Delaware limited liability company, whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111. The names and business address of the principal managing members of Golden Gate Capital are as follows: David C. Dominik and Jesse T. Rogers, the business address of each of whom is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.

(viii) CCG AV, LLC-Series C, is a Delaware limited liability company. The name of the general partner of CCG AV, LLC-Series C is Golden Gate Capital Management, L.L.C., a Delaware limited liability company, whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111. The names and business address of the principal managing members of Golden Gate Capital are as follows: David C. Dominik and Jesse T. Rogers, the business address of each of whom is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.

(ix) CCG AV, LLC-Series E, is a Delaware limited liability company. The name of the general partner of CCG AV, LLC-Series E is Golden Gate Capital Management, L.L.C., a Delaware limited liability company, whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111. The names and business address of the principal managing members of Golden Gate Capital are as follows: David C. Dominik and Jesse T. Rogers, the business address of each of whom is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.

(x) CCG CI, LLC, is a Delaware limited liability company. The name of the general partner of CCG CI, LLC is Golden Gate Capital Management, L.L.C., a Delaware limited liability company, whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111. The names and business address of the principal managing members of Golden Gate Capital are as follows: David C. Dominik and Jesse T. Rogers, the business address of each of whom is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.

(xi) Golden Gate Capital Management, L.L.C., a Delaware limited liability company whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111. The names and business address of the principal managing members of Golden Gate Capital Management, L.L.C. are as follows: David C. Dominik and Jesse T. Rogers, the business address of each of whom is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.

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- (xii) David C. Dominik, a U.S. citizen whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.
- (xiii) Jesse T. Rogers, a U.S. citizen whose business address is One Embarcadero Center, 33rd Floor, San Francisco, CA 94111.
- (b) Address of Principal Business Office or, if none, Residence
- (i) Whitney V, L.P.
177 Broad Street
Stamford, CT 06901
- (ii) Whitney Strategic Partners V, L.P.
177 Broad Street
Stamford, CT 06901
- (iii) Whitney Private Debt Fund, L.P.
177 Broad Street
Stamford, CT 06901
- (iv) CCG Investments (BVI), L.P.
c/o Golden Gate Private Equity, Inc.
One Embarcadero Center
33rd Floor
San Francisco, CA 94111
- (v) CCG Associates-QP, LLC
c/o Golden Gate Private Equity, Inc.
One Embarcadero Center
33rd Floor
San Francisco, CA 94111
- (vi) CCG Associates-AI, LLC
c/o Golden Gate Private Equity, Inc.
One Embarcadero Center
33rd Floor
San Francisco, CA 94111
- (vii) CCG Investments Fund-AI, LP
c/o Golden Gate Private Equity, Inc.
One Embarcadero Center
33rd Floor

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San Francisco, CA 94111

(viii) CCG AV, LLC-Series C
c/o Golden Gate Private Equity, Inc.
One Embarcadero Center
33rd Floor
San Francisco, CA 94111

(ix) CCG AV, LLC-Series E
c/o Golden Gate Private Equity, Inc.
One Embarcadero Center
33rd Floor
San Francisco, CA 94111

(x) CCG CI, LLC
c/o Golden Gate Private Equity, Inc.
One Embarcadero Center
33rd Floor
San Francisco, CA 94111

(xi) Golden Gate Capital Management, L.L.C.
One Embarcadero Center
33rd Floor
San Francisco, CA 94111

(xii) David C. Dominik
One Embarcadero Center
33rd Floor
San Francisco, CA 94111

(xiii) Jesse T. Rogers
One Embarcadero Center
33rd Floor
San Francisco, CA 94111

(c) Citizenship

(i) Whitney V, L.P. is a Delaware limited partnership. Its general partner is a Delaware limited liability company. All of the individual managing members of the general partner are citizens of the United States.

(ii) Whitney Strategic Partners V, L.P. is a Delaware limited partnership. Its general partner is a Delaware limited liability company. All of the individual managing members of the general partner are citizens of the United States.

(iii) Whitney Private Debt Fund, L.P. is a Delaware limited partnership. Its general partner is a Delaware limited liability company. All of the individual managing members of the general partner are citizens of the United States.

Edgar Filing: WHITNEY V LP - Form SC 13G/A

(iv) CCG Investments (BVI), L.P. is a British Virgin Islands limited partnership. Its general partner is a Delaware limited liability company.

(v) CCG Associates-QP, LLC is a Delaware limited liability company. Its general partner is a Delaware limited liability company.

(vi) CCG Associates-AI, LLC is a Delaware limited liability company. Its general partner is a Delaware limited liability company.

(vii) CCG Investments Fund-AI, LP is a Delaware limited liability company. Its general partner is a Delaware limited liability company.

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(viii) CCG AV, LLC-Series C is a Delaware limited liability company. Its general partner is a Delaware limited liability company.

(ix) CCG AV, LLC-Series E is a Delaware limited liability company. Its general partner is a Delaware limited liability company.

(x) CCG CI, LLC is a Delaware limited liability company. Its general partner is a Delaware limited liability company.

(xi) Golden Gate Capital Management, L.L.C. is a Delaware limited liability company.

(xii) David C. Dominik is a U.S. citizen.

(xiii) Jesse T. Rogers is a U.S. citizen.

(d) Title of Class of Securities

This statement relates to the Issuer's Common Shares, par value \$0.002 per share.

(e) CUSIP Number

G4412G 10 1

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|-----------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="radio"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J).
Not Applicable. |

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The following information is provided as of December 31, 2005.

(a) Amount beneficially owned:

(i) Whitney V, L.P. is the beneficial owner of 29,702,690 Common Shares;

(ii) Whitney Strategic Partners V, L.P. is the beneficial owner of 29,702,690 Common Shares;

(iii) Whitney Private Debt Fund, L.P. is the beneficial owner of 29,702,690 Common Shares;

(iv) CCG Investments (BVI), L.P. is the beneficial owner of 29,702,690 Common Shares;

(v) CCG Associates-QP is the beneficial owner of 29,702,690 Common Shares;

(vi) CCG Associates-AI, LLC is the beneficial owner of 29,702,690 Common Shares;

(vii) CCG Investment Fund-AI, LP is the beneficial owner of 29,702,690 Common Shares;

(viii) CCG AV, LLC-Series C is the beneficial owner of 29,702,690 Common Shares;

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- (ix) CCG AV, LLC-Series E is the beneficial owner of 29,702,690 Common Shares;
 - (x) CCG CI, LLC is the beneficial owner of 29,702,690 Common Shares;
 - (xi) Golden Gate Capital Management, L.L.C. is the beneficial owner of 29,702,690 Common Shares;
 - (xii) David C. Dominik is the beneficial owner of 29,702,690 Common Shares; and
 - (xiii) Jesse T. Rogers is the beneficial owner of 29,702,690 Common Shares.
- (b) Percent of class: (based upon 69,836,665 Common Shares outstanding as of December 31, 2005):
- (i) 42.5% for Whitney V, L.P.;
 - (ii) 42.5% for Whitney Strategic Partners V, L.P.;
 - (iii) 42.5% for Whitney Private Debt Fund, L.P.;
 - (iv) 42.5% for CCG Investments (BVI), L.P.;
 - (v) 42.5% for CCG Associates-QP, LLC;
 - (vi) 42.5% for CCG Associates-AI, LLC;
 - (vii) 42.5% for CCG Investments Fund-AI, LP;
 - (viii) 42.5% for CCG AV, LLC-Series C;

- (ix) 42.5% for CCG AV, LLC-Series E;
- (x) 42.5% for CCG CI, LLC;
- (xi) 42.5% for Golden Gate Capital Management, L.L.C.;
- (xii) 42.5% for David C. Dominik; and
- (xiii) 42.5% for Jesse T. Rogers.

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0 Common Shares for Whitney V, L.P.;

0 Common Shares for Whitney Strategic Partners V, L.P.;

0 Common Shares for Whitney Private Debt Fund, L.P.;

0 Common Shares for CCG Investments (BVI), L.P.;

0 Common Shares for CCG Associates-QP, LLC;

0 Common Shares for CCG Associates-AI, LLC;

0 Common Shares for CCG Investment Fund-AI, LP;

0 Common Shares for CCG AV, LLC-Series C;

0 Common Shares for CCG AV, LLC-Series E;

0 Common Shares for CCG CI, LLC;

0 Common Shares for Golden Gate Capital Management, L.L.C.;

0 Common Shares for David C. Dominik; and

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- (ii) 0 Common Shares for Jesse T. Rogers.
Shared power to vote or to direct the vote

29,702,690 Common Shares for Whitney V, L.P.;

29,702,690 Common Shares for Whitney Strategic Partners V, L.P.;

29,702,690 Common Shares for Whitney Private Debt Fund, L.P.;

29,702,690 Common Shares for CCG Investments (BVI), L.P.;

29,702,690 Common Shares for CCG Associates-QP, LLC;

29,702,690 Common Shares for CCG Associates-AI, LLC;

29,702,690 Common Shares for CCG Investment Fund-AI, LP;

29,702,690 Common Shares for CCG AV, LLC-Series C;

29,702,690 Common Shares for CCG AV, LLC-Series E;

29,702,690 Common Shares for CCG CI, LLC;

29,702,690 Common Shares for Golden Gate Capital Management, L.L.C.;

29,702,690 Common Shares for David C. Dominik; and

29,702,690 Common Shares for Jesse T. Rogers.

(iii) Sole power to dispose or to direct the disposition of

0 Common Shares for Whitney V, L.P.;

0 Common Shares for Whitney Strategic Partners V, L.P.;

0 Common Shares for Whitney Private Debt Fund, L.P.;

0 Common Shares for CCG Investments (BVI), L.P.;

0 Common Shares for CCG Associates-QP, LLC;

0 Common Shares for CCG Associates-AI, LLC;

0 Common Shares for CCG Investment Fund-AI, LP;

0 Common Shares for CCG AV, LLC-Series C;

0 Common Shares for CCG AV, LLC-Series E;

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0 Common Shares for CCG CI, LLC;

0 Common Shares for Golden Gate Capital Management, L.L.C.;

0 Common Shares for David C. Dominik; and

0 Common Shares for Jesse T. Rogers.

(iv) Shared power to dispose or to direct the disposition of

29,702,690 Common Shares for Whitney V, L.P.;

29,702,690 Common Shares for Whitney Strategic Partners V, L.P.;

29,702,690 Common Shares for Whitney Private Debt Fund, L.P.;

29,702,690 Common Shares for CCG Investments (BVI), L.P.;

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29,702,690 Common Shares for CCG Associates-QP, LLC;

29,702,690 Common Shares for CCG Associates-AI, LLC;

29,702,690 Common Shares for CCG Investment Fund-AI, LP;

29,702,690 Common Shares for CCG AV, LLC-Series C;

29,702,690 Common Shares for CCG AV, LLC-Series E;

29,702,690 Common Shares for CCG CI, LLC;

29,702,690 Common Shares for Golden Gate Capital Management, L.L.C.;

29,702,690 Common Shares for David C. Dominik; and

29,702,690 Common Shares for Jesse T. Rogers.

Item 5. Ownership of Five Percent or Less of a Class
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
Not Applicable.

Item 8. Identification and Classification of Members of the Group
The identities of the persons called for by this Item are set forth above under Item 2(a) Name of Person Filing, and are incorporated herein by reference.

Item 9. Notice of Dissolution of Group
Not Applicable.

Item 10.

Certification
Not Applicable.

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Exhibit No.	Description
1	Joint Filing Agreement, dated December 15, 2004 (incorporated herein by reference to Exhibit No. 1 to Schedule 13G filed with the SEC on December 16, 2004).
2	Disposition Agreement, dated December 13, 2004 (incorporated herein by reference to Exhibit No. 99.1 to Amendment No. 5 to the Registration Statement on Form S-1 filed with the SEC on December 14, 2004).
3	Voting Agreement, dated February 14, 2005 (incorporated herein by reference to Exhibit No. 3 to Amendment No. 1 to the Schedule 13G filed with the SEC on February 14, 2005).

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of February 14, 2006.

WHITNEY V, L.P.

By: Whitney Equity Partners V, LLC
General Partner

By: /s/ Daniel J. O'Brien
Name: Daniel J. O'Brien
Title: Managing Member

CCG ASSOCIATES-QP, LLC

By: /s/ Jesse T. Rogers
Name: Jesse T. Rogers
Title: Managing Member

WHITNEY STRATEGIC PARTNERS V, L.P.

By: Whitney Equity Partners V, LLC
General Partner

By: /s/ Daniel J. O'Brien
Name: Daniel J. O'Brien
Title: Managing Member

CCG ASSOCIATES-AI, LLC

By: /s/ Jesse T. Rogers
Name: Jesse T. Rogers
Title: Managing Member

WHITNEY PRIVATE DEBT FUND, L.P.

By: Whitney Private Debt GP, LLC

By: /s/ Daniel J. O'Brien
Name: Daniel J. O'Brien
Title: Managing Member

CCG INVESTMENT FUND-AI, LP

By: /s/ Jesse T. Rogers
Name: Jesse T. Rogers
Title: Managing Member

CCG AV, LLC-SERIES C

By: /s/ Jesse T. Rogers
Name: Jesse T. Rogers

CCG INVESTMENTS (BVI), L.P.

By: /s/ Jesse T. Rogers
Name: Jesse T. Rogers

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Title: Managing Member

Title: Managing Member

CCG AV, LLC-SERIES E

By: /s/ Jesse T. Rogers
Name: Jesse T. Rogers
Title: Managing Member

CCG CI, LLC

By: /s/ Jesse T. Rogers
Name: Jesse T. Rogers
Title: Managing Member

GOLDEN GATE CAPITAL MANAGEMENT, L.L.C.

By: /s/ Jesse T. Rogers
Name: Jesse T. Rogers
Title: Managing Member

/s/ Jesse T. Rogers
JESSE T. ROGERS

/s/ David C. Dominik
DAVID C. DOMINIK