

DEX MEDIA INC
Form SC 13G
February 17, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

Dex Media, Inc.

(Name of Issuer)

Edgar Filing: DEX MEDIA INC - Form SC 13G

Common Stock, \$.01 par value

(Title of Class of Securities)

25212E 10 0

(CUSIP Number)

July 21, 2004

(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).

Page 1 of 25 pages

CUSIP No 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

TCG Holdings, L.L.C.

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

Delaware

5. Sole Voting Power

NUMBER OF
SHARES

6. Shared Voting Power

BENEFICIALLY

48,017,809

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

48,017,809

Edgar Filing: DEX MEDIA INC - Form SC 13G

9. Aggregate Amount Beneficially Owned by Each Reporting Person

48,017,809

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

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

31.9%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

Page 2 of 25 pages

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

TC Group, L.L.C.

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

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

48,017,809

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

48,017,809

Edgar Filing: DEX MEDIA INC - Form SC 13G

9. Aggregate Amount Beneficially Owned by Each Reporting Person

48,017,809

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

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

31.9%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

Page 3 of 25 pages

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

TC Group, III, L.L.C.

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

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

46,533,028

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

46,533,028

Edgar Filing: DEX MEDIA INC - Form SC 13G

9. Aggregate Amount Beneficially Owned by Each Reporting Person

46,533,028

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

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

31.0%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

Page 4 of 25 pages

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

TC Group III, L.P.

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

Delaware

5. Sole Voting Power

NUMBER OF
SHARES

6. Shared Voting Power

BENEFICIALLY

46,533,028

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

46,533,028

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

46,533,028

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

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

31.0%

12. Type of Reporting Person (See Instructions)

PN

Page 5 of 25 pages

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

TCG High Yield Holdings, L.L.C.

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

Delaware

5. Sole Voting Power

NUMBER OF
SHARES

6. Shared Voting Power

BENEFICIALLY

1,484,781

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

1,484,781

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,484,781

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

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

1.0%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

Page 6 of 25 pages

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

TCG High Yield, L.L.C.

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

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

1,484,781

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

1,484,781

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,484,781

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

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

1.0%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Carlyle Partners III, L.P.

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

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

30,175,874

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

30,175,874

9. Aggregate Amount Beneficially Owned by Each Reporting Person

30,175,874

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

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

20.1%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

CP III Coinvestment, L.P.

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

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

1,060,933

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

1,060,933

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,060,933

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

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

0.7%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Carlyle-Dex Partners L.P.

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

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

6,472,283

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

6,472,283

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,472,283

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

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

4.3%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 25212E 10 0

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Carlyle-Dex Partners II L.P.

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

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

8,823,938

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

8,823,938

9. Aggregate Amount Beneficially Owned by Each Reporting Person