DEX MEDIA INC Form SC 13G February 17, 2005

OMB APPROVAL

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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)

#### 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)
- x Rule 13d-1(d)

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

<sup>\*</sup> 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.

1.	Names of Repo	orting	Persons.
	I.R.S. Identific	cation	Nos. of above persons (entities only).
2.		ngs, l propri	L.L.C. ate Box if a Member of a Group (See Instructions)
	(a) "		
	(b) x SEC Use Only	7	
4.	Citizenship or	Place	of Organization
	Delaware	5.	Sole Voting Power
	UMBER OF	6.	Shared Voting Power
	NEFICIALLY	48,0	17,809
О	WNED BY EACH	7.	Sole Dispositive Power
R	EPORTING		
	PERSON	8.	Shared Dispositive Power
	WITH		
		48,0	17,809

9.	Aggregate Amount Beneficially Owned by Each Reporting Person
10.	48,017,809 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
12.	31.9% Type of Reporting Person (See Instructions)
	OO (Limited Liability Company)
	Page 2 of 25 pages

1. Names of Reporting Persons.

	I.R.S. Identification Nos. of above persons (entities only).		
2.	TC Group, I	L.L.C propria	te Box if a Member of a Group (See Instructions)
	(a) "		
3.	(b) x SEC Use Only	1	
4.	Citizenship or	Place	of Organization
	Delaware	5.	Sole Voting Power
NII	IIMDED OE		
	UMBER OF SHARES	6.	Shared Voting Power
	NEFICIALLY	48,01	7,809
O	WNED BY	7.	Sole Dispositive Power
	EACH		•
	EPORTING		
	PERSON	8.	Shared Dispositive Power
	WITH		
		48,01	7,809

9.	Aggregate Amount Beneficially Owned by Each Reporting Person
10.	48,017,809 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
12.	31.9% Type of Reporting Person (See Instructions)
	OO (Limited Liability Company)
	Page 3 of 25 pages

1. Names of Reporting Persons.

	I.R.S. Identific	cation	Nos. of above persons (entities only).
2.	TC Group, I Check the App	III, L propri	ate Box if a Member of a Group (See Instructions)
	(a) "		
	(b) x SEC Use Only	7	
4.	Citizenship or	Place	of Organization
	Delaware	5.	Sole Voting Power
N	UMBER OF	6	Shared Voting Power
	SHARES	0.	Shared voting rower
BEN	NEFICIALLY	46,5	33,028
О	WNED BY	,	
	EACH	7.	Sole Dispositive Power
R	EPORTING		
	PERSON	8.	Shared Dispositive Power
	WITH		
		46,5	33,028

9.	Aggregate Amount Beneficially Owned by Each Reporting Person
10.	46,533,028 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
12	31.0% Type of Reporting Person (See Instructions)
12.	Type of Reporting Person (See instructions)
	OO (Limited Liability Company)
	Page 4 of 25 pages
	1 age + 01 25 pages

1. Names of Reporting Persons.

I.R.S. Identific	cation Nos. of above persons (entities only).
TC Group I  2. Check the App  (a) "	II, L.P. propriate Box if a Member of a Group (See Instructions)
(b) x 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 WITH	8. Shared Dispositive Power
	46,533,028

9.	Aggregate Amount Beneficially Owned by Each Reporting Person
10.	46,533,028 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
12.	31.0% 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) x 3. SEC Use Only 4. Citizenship or Place of Organization Delaware 5. Sole Voting Power NUMBER OF 6. Shared Voting Power **SHARES** BENEFICIALLY 1,484,781 OWNED BY 7. Sole Dispositive Power **EACH** REPORTING

8. Shared Dispositive Power

1,484,781

PERSON

WITH

9.	Aggregate Amount Beneficially Owned by Each Reporting Person
10.	1,484,781 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
12.	1.0% Type of Reporting Person (See Instructions)
	OO (Limited Liability Company)  Page 6 of 25 pages

1. Names of Reporting Persons.

I.R.S. Identific	cation	Nos. of above persons (entities only).
TCG High `2. Check the App		, L.L.C. ate Box if a Member of a Group (See Instructions)
(a) "		
(b) x 3. SEC Use Only	ī	
4. Citizenship or	Place	of Organization
Delaware	5.	Sole Voting Power
NUMBER OF		
SHARES	6.	Shared Voting Power
BENEFICIALLY		
OWNED BY	-	34,781
EACH	7.	Sole Dispositive Power
REPORTING		
PERSON	8.	Shared Dispositive Power
WITH		
9. Aggregate Am		34,781 Beneficially Owned by Each Reporting Person

10.	1,484,781 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
12.	1.0% Type of Reporting Person (See Instructions)
	OO (Limited Liability Company)
	Page 7 of 25 pages

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) x 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

10.	30,175,874 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
12.	20.1% Type of Reporting Person (See Instructions)
	PN
	Page 8 of 25 pages

1. Names of Rep	orting Persons.
I.R.S. Identific	cation Nos. of above persons (entities only).
	vestment, L.P. propriate Box if a Member of a Group (See Instructions)
(a) "	
(b) x 3. SEC Use Only	1
4 Citizenshin or	Place of Organization
Ciuzananp ci	Time 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	
9. Aggregate Am	1,060,933 nount Beneficially Owned by Each Reporting Person

	PN Page 9 of 25 pages
	DNI
12.	0.7% Type of Reporting Person (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
10.	1,060,933 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

1.	Names of Reporting Persons.			
	I.R.S. Identific	ation Nos. of above persons (entities only)		
		D		
2.		Partners L.P. copriate Box if a Member of a Group (See	Instructions)	
	(a) "			
3.	(b) x SEC Use Only			
4.	Citizenship or Place of Organization			
The Control of Control				
	Delaware	5. Sole Voting Power		
N	UMBER OF			
	SHARES	6. Shared Voting Power	Shared Voting Power	
BENEFICIALLY				
C	OWNED BY	6,472,283	72 283	
	EACH	7. Sole Dispositive Power		
REPORTING				
	PERSON	Shared Dispositive Power		
	WITH			
9.	Aggregate Am	6,472,283 ount Beneficially Owned by Each Reportin	ng Person	

	Page 10 of 25 pages
	PN
12.	4.3% Type of Reporting Person (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
10.	6,472,283 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Names of Report	ting Persons.
I.R.S. Identifica	tion Nos. of above persons (entities only).
	Partners II L.P. opriate Box if a Member of a Group (See Instructions)
(a) "	
(b) x 3. SEC Use Only	
4 Citizenshin or P	lace of Organization
i. Citizenship of I	nee or organization
Delaware	
	5. Sole Voting Power
NUMBER OF	
SHARES	6. Shared Voting Power
BENEFICIALLY	
OWNED BY	3,823,938
EACH	7. Sole Dispositive Power
REPORTING	
PERSON	8. Shared Dispositive Power
WITH	
	3,823,938 unt Beneficially Owned by Each Reporting Person