lululemon athletica inc.

Form 3/A

October 25, 2007

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

OMB APPROVAL

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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 *

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

lululemon athletica inc. [LULU]

 ADVENT INTERNATIONAL LLC (Month/Day/Year) 07/26/2007

(Last)

(First) (Middle) 4. Relationship of Reporting

5. If Amendment, Date Original

Person(s) to Issuer

Filed(Month/Day/Year) 07/26/2007

(Check all applicable)

C/O ADVENT **INTERNATIONAL**

CORPORATION, Â 75 STATE STREET, 29TH FLOOR

(Street)

Director 10% Owner

_X__ Other

Officer (give title below) (specify below) 6. Individual or Joint/Group Member of Group >10%

BOSTON. MAÂ 02109

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

(City) (State)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Zip)

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	(2)	(3)	Common Stock	24,820,054	\$ <u>(1)</u>	I	See Footnote (4)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ADVENT INTERNATIONAL LLC C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MAÂ 02109

 \hat{A} \hat{A} \hat{A} Member of Group >10%

Signatures

/s/ Jarlyth H. Gibson, Assistant Compliance Officer 10/25/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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) These securities will be exchanged for shares of common stock of the Issuer on the effective date of the Issuer's initial public offering in a corporate reorganization.
- (2) Immediately exercisable.
- (3) No expiration date.

These securities are indirectly beneficially owned as General Partner of the following entities: Advent Partners GPE V Limited Partnership, Advent Partners GPE V-B Limited Partnership, Advent Partners III

(4) Limited Partnership and GPE V GP Limited Partnership. GPE V GP Limited Partnership is the General Partner of the following entities: Advent International GPE V Limited Partnership, Advent International GPE V-A Limited Partnership, Advent International GPE V-B Limited Partnership, Advent International GPE V-I Limited Partnership.

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Remarks:

As of the original filing date of the Form 3, the Reporting Person had a contractual right to de

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.

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