

BRIGHTPOINT INC
Form 4
November 17, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Nordic Capital VI LTD

(Last) (First) (Middle)

26 ESPLANADE

(Street)

ST HELIER, JERSEY JE2 3QA

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRIGHTPOINT INC [CELL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X_ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock, \$0.01 Par Value	11/13/2009		J(1)	1,312,836 D	\$ 0 9,187,164	I	See Remarks

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nordic Capital VI LTD 26 ESPLANADE ST HELIER, JERSEY JE2 3QA		X		

Signatures

/s/ Lynda Elliott,
Director

11/17/2009

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Pursuant to a restructuring, NC Telecom Holding A/S ("NC Telecom") transferred the 10,500,000 shares of Brightpoint common stock it held to certain direct and indirect equityholders in NC Telecom, which has resulted in such equityholders holding the Brightpoint common stock directly. Of these 10,500,000 shares, 1,312,836 shares were transferred to NC Telecom equityholders who are not affiliated with the reporting person. As a result, the reporting person is no longer deemed to be the beneficial owner of such 1,312,836 shares. NC Telecom transferred the remaining 9,187,164 shares to Partner Escrow Holding A/S ("PEH"), which now holds such shares directly.

Remarks:

As discussed in footnote 1, Partner Escrow Holding A/S ("PEH") directly holds the shares of Brightpoint common stock reported on this Form 4. Nordic Capital VI Limited may be deemed to exercise investment discretion and control over the shares directly held by PEH. Nordic Capital VI Limited is the sole general partner of certain limited partnerships that hold approximately 98% of the outstanding shares of Nordic Wholesale Services Limited ("NWS Limited"). These limited partnerships are Nordic Capital VI Alpha, L.P., which owns approximately 45.1% of the outstanding shares of NWS Limited, and Nordic Capital VI Beta, L.P., which owns approximately 52.9 percent of the outstanding shares of NWS Limited. NWS Limited in turn owns 100% of the outstanding shares of Nordic Wholesale Services S.a.r.l. ("NWS S.a.r.l."). PEH is required by power of attorney to carry through a restructuring plan in which NC Telecom and NWS S.a.r.l. are partaking. The restructuring plan currently contemplates that PEH will transfer the shares of Brightpoint common stock it holds to NWS S.a.r.l. in satisfaction of a claim held by NWS S.a.r.l. on PEH. Nordic Capital VI Limited

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VI Limited is managed by a six-person board, and all board action relating to the voting or disposition of these shares requires approval of the board. Nordic Capital VI Limited disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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