Targa Resources Corp. Form SC 13G/A November 07, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 5)*

Targa Resources Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

87612G101

(CUSIP Number)

November 6, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Edgar Filing: Targa Resources Corp Form SC 13G/A
[] Rule 13d-1(b)
[] Rule 13d-1(c)
[X] Rule 13d-1(d)

The information required on 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).

^{*}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.

13G

CUSIP No. <u>87612G101</u>

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	REPORTING PERSOncus Private Equity \	
CHECK TH	E APPR∩PRIATE R	OX IF A MEMBER OF A GROUP*
CHECK TH	<u>LAITHOITHATE B</u>	(a) o
		(b) x
SEC USE (ONLY	
SEC USE C		
CITIZENSH	IIP OR PLACE OF O	RGANIZATION
Delaware		
_	5	SOLE VOTING POWER
	၁	
		0 shares of Common Stock
NUMBER O		SHARED VOTING POWER(1)
SHARES	6	
DENEELOIALI	v	
BENEFICIALI	_Y	3,035,724 shares of Common Stock
OWNED BY	,	
EACH	7	SOLE DISPOSITIVE POWER
DEDODTING	-	
REPORTING	7	
PERSON		0 shares of Common Stock
WITH		SHARED DISPOSITIVE POWER (1)
	8	5
		3,035,724 shares of Common Stock
AGGREGA	TE AMOUNT BENEI	FICIALLY OWNED BY EACH REPORTING PERSON(1)

	3,035,724 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
	DEDOENT OF CLASS DEDDESENTED BY AMOUNT IN DOW 0/0)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	7.1%
40	TYPE OF REPORTING PERSON*
12	
	PN

- (1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by such reporting person.
- (2) Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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NAME OF REPO	ORTING PERSO	DN	
Warburg Pincus	Private Equity I	K, L.P.	
CHECK THE AF	PPROPRIATE B	DX IF A MEMBER OF A GROUP*	
2 CHECK THE AP		(a)	o
		(b)	Х
050 1105 01111	,		
SEC USE ONLY			
CITIZENSHIP C Delaware	R PLACE OF C	RGANIZATION	
	5	SOLE VOTING POWER 0 shares of Common Stock	
NUMBER OF			
	6	SHARED VOTING POWER(1)	
SHARES			
BENEFICIALLY		1,672,580 shares of Common Stock	
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON		0 shares of Common Stock	
WITH	8	SHARED DISPOSITIVE POWER (1)	
		1,672,580 shares of Common Stock	
9 AGGREGATE A	MOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON(1)	

1,672,580 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
3.9%
TYPE OF REPORTING PERSON*
PN

- (1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by such reporting person.
- (2) Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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1	NAME OF REPO	ORTING PERSO	N	
	Warburg Pincus	IX LLC		
^	CHECK THE AP	PROPRIATE B	OX IF A MEMBER OF A GROUP*	
2			(a)	0
			(b)	X
3	SEC USE ONLY	,		
4	CITIZENSHIP O	R PLACE OF O	RGANIZATION	
		5	SOLE VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6	0 shares of Common Stock SHARED VOTING POWER(1) 1,672,580 shares of Common Stock	
	EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER 0 shares of Common Stock	
	LIION			
	WITH	8	SHARED DISPOSITIVE POWER (1)	
9	AGGREGATE A	MOUNT BENEF	1,672,580 shares of Common Stock FICIALLY OWNED BY EACH REPORTING PERSON(1)	

	1,672,580 shares of Common Stock
	1,07 <u>1,000</u> dilation of Common Glock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
	DEDOENT OF CLASS DEDDESENTED BY AMOUNT IN DOW 0/9)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	3.9%
	TYPE OF REPORTING PERSON*
12	THE OF REPORTING PERSON

- (1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by such reporting person.
- (2) Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

USIP No. <u>87612G10⁻</u>	<u></u>	13G	Page 5 of 16 Pages	
	PORTING PERSON us Partners LLC			
CHECK THE A	APPROPRIATE BOX IF A	MEMBER OF A GROUP*	(a)	o
SEC USE ONI	LY		(b)	X
CITIZENSHIP	OR PLACE OF ORGANI	ZATION		
New York				
	5	SOLE VOTING POWER 0 shares of Common Stock		
NUMBER OF SHARES	6	SHARED VOTING POWER(1)		
BENEFICIALLY OWNED BY		4,708,304 shares of Common Stock		
EACH REPORTING	7	SOLE DISPOSITIVE POWER		
PERSON		0 shares of Common Stock		
WITH	8	SHARED DISPOSITIVE POWER (1)		
		4,708,304 shares of Common Stock		

	4,708,304 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* N/A
• •	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2) 11.1%
12	TYPE OF REPORTING PERSON* OO

⁽²⁾ Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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1	NAME OF REPO	ORTING PERSO	N		
•	Warburg Pincus	& Co.			
	Ğ				
_	CHECK THE AR		DX IF A MEMBER OF A GROUP*		
2	CHECK THE AP	PROPRIATE B	(a)	Ι	0
			(b)		х
_	SEC USE ONLY	,			
3	SEC USE ONLY				
Л	CITIZENSHIP O	R PLACE OF C	RGANIZATION		
4					
	New York				
			SOLE VOTING POWER		
		5			
			0 shares of Common Stock		
	NUMBER OF	_	SHARED VOTING POWER(1)		
	SHARES	6	SHARED VOTING FOWER(1)		
	SHARLS				
	BENEFICIALLY		4,708,304 shares of Common Stock		
	OWNED BY		4,700,304 Shares of Common Stock		
	OWNEDDI				
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING				
	PERSON		0 shares of Common Stock		
	WITH				
		8	SHARED DISPOSITIVE POWER (1)		
			4,708,304 shares of Common Stock		
		•	I .		

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)
	4,708,304 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	11.1%
12	TYPE OF REPORTING PERSON*
	PN

⁽²⁾ Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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1	NAME OF REPO	ORTING PERS	ON			
•	Warburg Pincus	IIC				
	Transary i mode					
		DDODDIATE F	OV IF A MEMBER OF A OPOLIDA			
2	CHECK THE AP	PROPRIATE E	OX IF A MEMBER OF A GROUP*	(a)	0	
				(b)	X	
3	SEC USE ONLY					
4	CITIZENSHIP OI	R PLACE OF C	PRGANIZATION			
4						
	New York					
			SOLE VOTING POWER			
		5	SOLE VOTING FOWER			
			0 shares of Common Stock			
			o shares of dominion diock			
	NUMBER OF					
	OLIADEO	6	SHARED VOTING POWER(1)			
	SHARES					
ı	BENEFICIALLY					
	OWNED DV		4,708,304 shares of Common Stock			
	OWNED BY					
	EACH	7	SOLE DISPOSITIVE POWER			
	DEDODTING					
	REPORTING					
	PERSON		0 shares of Common Stock			
	WITH					
	VVIII	8	SHARED DISPOSITIVE POWER (1)			
		٥				
			4,708,304 shares of Common Stock			

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)
	4,708,304 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	11.1%
12	TYPE OF REPORTING PERSON*
	00

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by su	ıch
reporting person.	

⁽²⁾ Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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1	NAME OF REPO	RTING PERS	NO		
•	Charles R. Kaye				
	Onancs H. Raye				
2	CHECK THE AP	PROPRIATE E	SOX IF A MEMBER OF A GROUP*	(-)	T
				(a) (b)	0
				(b)	Α
3	SEC USE ONLY				
J					
4	CITIZENSHIP OI	R PLACE OF C	DRGANIZATION		
_					
	United States of	America			
			SOLE VOTING POWER		
		5	SOLE VOTING FOWER		
			0 shares of Common Stock		
	NUMBER OF				
	NOMBERTO	6	SHARED VOTING POWER(1)		
	SHARES	U			
	DENIEE (014111)				
	BENEFICIALLY		4,708,304 shares of Common St	tock	
	OWNED BY				
			SOLE DISPOSITIVE POWER		
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING				
	TIET OTTING				
	PERSON		0 shares of Common Stock		
	WITH	0	SHARED DISPOSITIVE POWER	R (1)	
		8			
			4,708,304 shares of Common St	tock	
			H, 100,004 Shales of Common Sh	IOON	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)
	4,708,304 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	11.1%
12	TYPE OF REPORTING PERSON*
	IN

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by su	ıch
reporting person.	

⁽²⁾ Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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1 NAME OF REPORTING PERSON Joseph P. Landy 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) b c c c c c c c c c						
Doseph P. Landy 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) b (b) k 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 5 SOLE VOTING POWER 0 shares of Common Stock NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER (1) 8 SHARED DISPOSITIVE POWER (1)	1	NAME OF REPO	RTING PERSO	DN		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)	•	losenh P. Landy				
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 5 SOLE VOTING POWER D shares of Common Stock NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER (1)		bosopii i Lanay				
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 5 SOLE VOTING POWER D shares of Common Stock NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER (1)						
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 5 SOLE VOTING POWER 0 shares of Common Stock 6 SHARED VOTING POWER(1) 4,708,304 shares of Common Stock 7 SOLE DISPOSITIVE POWER PERSON WITH 8 SHARED DISPOSITIVE POWER (1)	2	CHECK THE APP	PROPRIATE B	OX IF A MEMBER OF A GROUP*	(2)	_
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 5 SOLE VOTING POWER 0 shares of Common Stock 6 SHARED VOTING POWER(1) 4,708,304 shares of Common Stock PERSON PERSON WITH 8 SHARED DISPOSITIVE POWER (1)						0 Y
4 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 5 SOLE VOTING POWER 0 shares of Common Stock 6 SHARED VOTING POWER(1) 4,708,304 shares of Common Stock OWNED BY EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER (1)					(5)	A.
4 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 5 SOLE VOTING POWER 0 shares of Common Stock 6 SHARED VOTING POWER(1) 4,708,304 shares of Common Stock 7 SOLE DISPOSITIVE POWER PERSON WITH 8 SHARED DISPOSITIVE POWER (1)	ر	SEC USE ONLY				
United States of America 5	J					
United States of America 5						
United States of America 5						
United States of America 5	4	CITIZENSHIP OF	R PLACE OF C	RGANIZATION		
5 SOLE VOTING POWER 0 shares of Common Stock NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE DISPOSITIVE POWER (1) SHARED VOTING POWER(1) 4,708,304 shares of Common Stock 7 SOLE DISPOSITIVE POWER 0 shares of Common Stock SHARED DISPOSITIVE POWER (1)						
5 SOLE VOTING POWER 0 shares of Common Stock NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE DISPOSITIVE POWER (1) SHARED VOTING POWER(1) 4,708,304 shares of Common Stock 7 SOLE DISPOSITIVE POWER 0 shares of Common Stock SHARED DISPOSITIVE POWER (1)						
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH O shares of Common Stock SHARED VOTING POWER(1) 4,708,304 shares of Common Stock O shares of Common Stock O shares of Common Stock SOLE DISPOSITIVE POWER O shares of Common Stock				SOLE VOTING POWER		
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER(1) 4,708,304 shares of Common Stock 7 SOLE DISPOSITIVE POWER 0 shares of Common Stock SHARED DISPOSITIVE POWER (1)				O all area of Oamman Obada		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER(1) 4,708,304 shares of Common Stock O shares of Common Stock 0 shares of Common Stock SOLE DISPOSITIVE POWER 0 shares of Common Stock SHARED DISPOSITIVE POWER (1)				U snares of Common Stock		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER(1) 4,708,304 shares of Common Stock O shares of Common Stock 0 shares of Common Stock SOLE DISPOSITIVE POWER 0 shares of Common Stock SHARED DISPOSITIVE POWER (1)		NUMBER OF				
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 4,708,304 shares of Common Stock Owned BY 4,708,304 shares of Common Stock O shares of Common Stock SOLE DISPOSITIVE POWER 0 shares of Common Stock			6	SHARED VOTING POWER(1)		
OWNED BY EACH REPORTING PERSON WITH 4,708,304 shares of Common Stock SOLE DISPOSITIVE POWER 0 shares of Common Stock SHARED DISPOSITIVE POWER (1)		SHARES	0			
OWNED BY EACH REPORTING PERSON WITH 4,708,304 shares of Common Stock SOLE DISPOSITIVE POWER 0 shares of Common Stock SHARED DISPOSITIVE POWER (1)		DENEELOIALIN				
REPORTING PERSON WITH SOLE DISPOSITIVE POWER 0 shares of Common Stock SHARED DISPOSITIVE POWER (1)		BENEFICIALLY		4,708,304 shares of Common Stock		
REPORTING PERSON WITH SHARED DISPOSITIVE POWER (1)		OWNED BY				
REPORTING PERSON WITH SHARED DISPOSITIVE POWER (1)				SOLE DISPOSITIVE POWER		
PERSON WITH SHARED DISPOSITIVE POWER (1)		EACH	7	SOLE DISPOSITIVE FOWER		
PERSON WITH SHARED DISPOSITIVE POWER (1)		REPORTING				
WITH SHARED DISPOSITIVE POWER (1)						
8 SHARED DISPOSITIVE POWER (1)		PERSON		0 shares of Common Stock		
8 SHARED DISPOSITIVE POWER (1)		\A/I T I I				
		WITH	0	SHARED DISPOSITIVE POWER (1)		
4,708,304 shares of Common Stock			0			
4,708,304 shares of Common Stock						
1,7 00,00 1 01.010 01.00k				4 708 304 shares of Common Stock		

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)
	4,708,304 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	11.1%
12	TYPE OF REPORTING PERSON*
	IN

⁽¹⁾ The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by such reporting person.

⁽²⁾ Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

Item 1(a):	Name of Issuer:
Targa Resources C	orp.
Item 1(b):	Address of Issuer s Principal Executive Offices:
1000 Louisiana, Su	ite 4300, Houston, Texas 77002
Item 2(a): Nam	e of Person Filing:
(<u>WP VI</u> II , and to laws of the Netherl Equity IX, L.P., a I general partner of V VIII and the sole m Partners; (f) Warbu (g) Messrs. Charles and Managing Mer LLC. Each of the V referred to herein a	No. 5 to Schedule 13G is being filed on behalf of (a) Warburg Pincus Private Equity VIII, L.P, a Delaware limited partnership ogether with its two affiliated partnerships Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the ands, and WP-WPVIII Investors, L.P., a Delaware limited partnership, theWP VIII Funds); (b) Warburg Pincus Private Delaware limited partnership (_WP IX); (c) Warburg Pincus IX LLC, a New York limited liability company (_WP Partners), the general partner of WP IX; (d) Warburg Pincus Partners LLC, a New York general partnership (_WP), the managing member of WP are Pincus LLC; (e) Warburg Pincus & Co., a New York general partnership (_WP), the managing member of WP are Pincus LLC, a New York limited liability company (_WP LLC), which manages the WP VIII Funds and WP IX; and a R. Kaye and Joseph P. Landy, each a United States citizen and each a Managing General Partner of WP and Co-President of WP LLC, and who may be deemed to control the WP VIII Funds, WP IX, WP IX LLC, WP Partners, WP, and WP WP VIII Funds, WP IX, WP IX LLC, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy are sometimes collectively set theWarburg Pincus Reporting Persons. Each of the Warburg Pincus Reporting Persons expressly disclaims beneficial pect to any shares of Common Stock in which they do not have a pecuniary interest.
Item 2(b):	Address of Principal Business Office or, if None, Residence:
The principal busin York, 10017.	ness address of each Warburg Pincus Reporting Person is c/o Warburg Pincus & Co., 450 Lexington Avenue, New York, New
Item 2(c):	Citizenship:
See Item 2(a).	
Item 2(d):	Title of Class of Securities:

Common Stock, par value \$0.001 per share (<u>Common Stock</u>)		
Item 2(e):	CUSIP Number:	
87612G101		
Item 3:	If this statement is filed pursuant to Rules $13d-1(b)$ or $13d-2(b)$ or (c) , check whether the person filing is a:	
[X] Not Applicable		
(a)	[] Broker or dealer registered under Section 15 of the Act,	
(a) (b)	[] Bank as defined in Section 3(a)(6) of the Act,	
(c)	[] Insurance Company as defined in Section 3(a)(19) of the Act,	
(d)	[] Investment Company registered under Section 8 of the Investment Company Act of 1940,	
(e)	[] Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),	
(f)	[] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),	

(g) (h) (i)	[] Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G), [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act, [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940, [] Non-U.S. institution in accordance with Rule 13d-1(b)(ii)(J)			
(k)	[] Group, in accordance with Rule 13d-1(b)(1)(ii)(K).			
Iten	n 4: Ownership:			
The percentages used in this Amendment are calculated based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.				
A.	WP VIII			
(a) Amount beneficially owned: 3,035,724 shares of Common Stock				
(b)	Percent of class: 7.1%			
(c) Number of shares as to which such person has:				
(i)	(i) Sole power to vote or direct the vote: 0 shares of Common Stock			
(ii) Shared power to vote or direct the vote: 3,035,724 shares of Common Stock				
(iii) Sole power to dispose or direct the disposition: 0 shares of Common Stock				
(iv)	(iv) Shared power to dispose or direct the disposition: 3,035,724 shares of Common Stock			
В.	WP IX			
(a)	Amount beneficially owned: 1,672,580 shares of Common Stock			
(b)	(b) Percent of class: 3.9%			
(c)	Number of shares as to which such person has:			
(i)	i) Sole power to vote or direct the vote: 0 shares of Common Stock			
(ii)	i) Shared power to vote or direct the vote: 1,672,580 shares of Common Stock			

- (iii) Sole power to dispose or direct the disposition: 0 shares of Common Stock
- (iv) Shared power to dispose or direct the disposition: 1,672,580 shares of Common Stock

C. WPIXLLC

- (a) Amount beneficially owned: 1,672,580 shares of Common Stock
- (b) Percent of class: 3.9%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or direct the vote: 0 shares of Common Stock
- (ii) Shared power to vote or direct the vote: 1,672,580 shares of Common Stock
- (iii) Sole power to dispose or direct the disposition: 0 shares of Common Stock
- (iv) Shared power to dispose or direct the disposition: 1,672,580 shares of Common Stock

D. WP Partners

- (a) Amount beneficially owned: 4,708,304 shares of Common Stock
- (b) Percent of class: 11.1%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or direct the vote: 0 shares of Common Stock
- (ii) Shared power to vote or direct the vote: 4,708,304 shares of Common Stock
- (iii) Sole power to dispose or direct the disposition: 0 shares of Common Stock

E. <u>WP</u>		
(a) Amount beneficially owned: 4,708,304 shares of Common Stock		
(b) Percent of class: 11.1%		
(c) Number of shares as to which such person has:		
(i) Sole power to vote or direct the vote: 0 shares of Common Stock		
(ii) Shared power to vote or direct the vote: 4,708,304 shares of Common Stock		
(iii) Sole power to dispose or direct the disposition: 0 shares of Common Stock		
(iv) Shared power to dispose or direct the disposition: 4,708,304 shares of Common Stock		
F. WPLLC		
(a) Amount beneficially owned: 4,708,304 shares of Common Stock		
(b) Percent of class: 11.1%		
(c) Number of shares as to which such person has:		
(i) Sole power to vote or direct the vote: 0 shares of Common Stock		
(ii) Shared power to vote or direct the vote: 4,708,304 shares of Common Stock		
(iii) Sole power to dispose or direct the disposition: 0 shares of Common Stock		
(iv) Shared power to dispose or direct the disposition: 4,708,304 shares of Common Stock		
G. Mr. Kaye		
(a) Amount beneficially owned: 4,708,304 shares of Common Stock		
(b) Percent of class: 11.1%		

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

(iv) Shared power to dispose or direct the disposition: 4,708,304 shares of Common Stock

(i) Sole power to vote or direct	et the vote: 0 shares of Common Stock		
(ii) Shared power to vote or dis	rect the vote: 4,708,304 shares of Common Stock		
(iii) Sole power to dispose or d	irect the disposition: 0 shares of Common Stock		
(iv) Shared power to dispose or	direct the disposition: 4,708,304 shares of Common Stock		
H. Mr. Landy			
11. <u>wir. Lanuy</u>			
(a) Amount beneficially owned	: 4,708,304 shares of Common Stock		
(b) Percent of class: 11.1%			
(c) Number of shares as to which	ch such person has:		
(i) Sole power to vote or direct	et the vote: 0 shares of Common Stock		
(ii) Shared power to vote or dis	rect the vote: 4,708,304 shares of Common Stock		
(iii) Sole power to dispose or d	(iii) Sole power to dispose or direct the disposition: 0 shares of Common Stock		
(iv) Shared power to dispose or	(iv) Shared power to dispose or direct the disposition: 4,708,304 shares of Common Stock		
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: [X]			
Warburg Pincus Private Equity the class of securities.	IX, L.P. and Warburg Pincus IX LLC have each ceased to be the beneficial owner of more than five percent of		
Item 6:	Ownership of More than Five Percent on Behalf of Another Person:		
Not applicable.			
••			
Item 7: Parent Holding Company:	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the		

Not applicable.			
Item 8:	Identification and Classification of Members of the Group:		
The Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meani of Section 13(d)-3 of the Securities and Exchange Act of 1934, as amended (the <u>Exchange Act</u>). The joint filing agreement among the Warbur Pincus Reporting Persons to file this Schedule 13G jointly in accordance with Rule 13d-1(K) of the Exchange Act is attached to the Schedule 13G previously filed with the U.S. Securities and Exchange Commission by the Warburg Pincus Reporting Persons with respect to the Issuer on January 25, 2011. Each Warburg Pincus Reporting Person expressly disclaims beneficial ownership with respect to any shares of Common Stock in which they do not have a pecuniary interest.			
Item 9:	Notice of Dissolution of Group:		
Not applicable.			
Item 10: Ce	rtification:		
Not applicable.			
	[Remainder of page intentionally left blank]		

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 6, 2012

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners LLC,

its General Partner

By: Warburg Pincus & Co.,

its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS PRIVATE EQUITY IX, L.P.

By: Warburg Pincus IX LLC,

Its General Partner

By: Warburg Pincus Partners LLC,

its Sole Member

By: Warburg Pincus & Co.,

its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare

Title: Partner

^{*} The Powers of Attorney given by Mr. Kaye and Mr. Landy were previously filed with the U.S. Securities and Exchange Commission on October 4, 2012 as exhibits to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Primerica, Inc. and are hereby incorporated by reference.

WARBURG PINCUS IX LLC

By: Warburg Pincus Partners LLC,

its Sole Member

By: Warburg Pincus & Co.,

its Managing Member

By: <u>/s/ Scott A. Arenare</u>
Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co.,

its Managing Member

By: <u>/s/ Scott A. Arenare</u>
Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS & CO.

By: <u>/s/ Scott A. Arenare</u>
Name: Scott A. Arenare

Title: Partner

WARBURG PINCUS LLC

By: <u>/s/ Scott A. Arenare</u>
Name: Scott A. Arenare
Title: Managing Director

CHARLES R. KAYE

By: <u>/s/ Scott A. Arenare</u>
Name: Charles R. Kaye

By: Scott A. Arenare, Attorney-in-Fact*

^{*} The Powers of Attorney given by Mr. Kaye and Mr. Landy were previously filed with the U.S. Securities and Exchange Commission on October 4, 2012 as exhibits to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Primerica, Inc. and are hereby incorporated by reference.

JOSEPH P. LANDY

By: <u>/s/ Scott A. Arenare</u>
Name: Joseph P. Landy

By: Scott A. Arenare, Attorney-in-Fact*

^{*} The Powers of Attorney given by Mr. Kaye and Mr. Landy were previously filed with the U.S. Securities and Exchange Commission on October 4, 2012 as exhibits to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Primerica, Inc. and are hereby incorporated by reference.