

Edgar Filing: DEX MEDIA INC - Form SC 13G

DEX MEDIA INC  
Form SC 13G  
February 15, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(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)
- Rule 13d-1(d)

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1)	Name of Reporting Person	Welsh, Carson,
	I.R.S. Identification	Anderson & Stowe
	No. of Above Person	IX, L.P.
	(Entities Only)	

2)	Check the Appropriate Box	(a) <input checked="" type="checkbox"/>
	if a Member of a Group	(b) <input type="checkbox"/>

3) SEC Use Only

4)	Citizenship or Place of Organization	Delaware
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Number of Shares Beneficially Owned by Each	5)	Sole Voting Power	-0-
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Reporting Person  
With:

6)	Shared Voting Power	30,476,847 shares of Common Stock
7)	Sole Dispositive Power	-0-
8)	Shared Dispositive Power	30,476,847 shares of Common Stock
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	30,476,847 shares of Common Stock
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11)	Percent of Class Represented by Amount in Row (9)	20.3%
12)	Type of Reporting Person	PN

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1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	WD Investors, LLC
2)	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC Use Only	
4)	Citizenship or Place of Organization	Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5)	Sole Voting Power	-0-
	6)	Shared Voting Power	15,017,755 shares of Common Stock
	7)	Sole Dispositive Power	-0-
	8)	Shared Dispositive Power	15,017,755 shares of Common Stock

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9)	Aggregate Amount Beneficially Owned by Each Reporting Person	15,017,755 shares of Common Stock
-----		
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
-----		
11)	Percent of Class Represented by Amount in Row (9)	10.0%
-----		
12)	Type of Reporting Person	00

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1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	WCAS IX Associates, L.L.C.
-----		
2)	Check the Appropriate Box if a Member of a Group	(a) [ X ] (b) [   ]

3) SEC Use Only

4)	Citizenship or Place of Organization	Delaware
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Number of Shares Beneficially Owned by Each Reporting Person With:	5)	Sole Voting Power	-0-
-----			
	6)	Shared Voting Power	47,103,481 shares of Common Stock
-----			
	7)	Sole Dispositive Power	-0-
-----			
	8)	Shared Dispositive Power	47,103,481 shares of Common Stock

9)	Aggregate Amount Beneficially Owned by Each Reporting Person	47,103,481 shares of Common Stock
-----		
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
-----		
11)	Percent of Class Represented by Amount in Row (9)	31.3%
-----		
12)	Type of Reporting Person	

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Person

00

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Schedule 13G

- Item 1(a) - Name of Issuer: Dex Media, Inc.
- Item 1(b) - Address of Issuer's Principal Executive Offices:  
198 Inverness Drive West  
Englewood, CO 80112
- Item 2(a) - Name of Person Filing:  
  
This statement is being filed by Welsh, Carson, Anderson & Stowe IX, L.P., a Delaware limited partnership ("WCAS IX"), WD Investors, LLC, a Delaware limited liability company ("WD"), and WCAS IX Associates, L.L.C., a Delaware limited liability company ("IX Associates") (together, the "Reporting Persons").  
  
The Reporting Persons may be deemed to be a group with Carlyle Partners III, L.P., CP III Coinvestment, L.P., Carlyle-Dex Partners L.P., Carlyle-Dex Partners II L.P. and Carlyle High Yield Partners, L.P. by virtue of a Sponsor Stockholders Agreement dated July 27, 2004 relating to the securities of the Issuer. The Reporting Persons do not affirm that such a group has been formed, and expressly disclaim beneficial ownership of any securities beneficially owned by any other person. The securities reported herein as being beneficially owned by the Reporting Persons do not include any securities beneficially owned by any other person.
- Item 2(b) - Address of Principal Business Office:  
320 Park Avenue, Suite 2500  
New York, NY 10022
- Item 2(c) - Place of Organization:  
WCAS IX: Delaware  
WD: Delaware  
IX Associates: Delaware
- Item 2(d) - Title of Class of Securities:  
Common Stock, \$.01 par value
- Item 2(e) - CUSIP Number: 25212E 10 0

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- Item 3 - Statements Filed Pursuant to Rules 13d-1(b) or 13d-2(b):  
Not applicable.

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- Item 4 - Ownership.
- (a) Amount Beneficially Owned:
- WCAS IX: 30,476,847 shares of Common Stock  
WD: 15,017,755 shares of Common Stock  
IX Associates: 47,103,481 shares of Common Stock\*
- (b) Percent of Class:
- WCAS IX: 20.3%  
WD: 10.0 %  
IX Associates: 31.3%
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: -0-
- (ii) shared power to vote or to direct the vote:
- WCAS IX: 30,476,847 shares of Common Stock  
WD: 15,017,755 shares of Common Stock  
IX Associates: 47,103,481 shares of Common Stock\*
- (iii) sole power to dispose or to direct the disposition of: -0-
- (iv) shared power to dispose or to direct the disposition of:
- WCAS IX: 30,476,847 shares of Common Stock  
WD: 15,017,755 shares of Common Stock  
IX Associates: 47,103,481 shares of Common Stock\*
- \* Includes 30,476,847 shares held by WCAS IX, 15,017,755 shares held by WD, 1,185,687 shares held by A.S.F. Co-Investment Partners, L.P. ("ASF"), 294,328 shares held by GS Private Equity Partners II - Direct Investment Fund, L.P. ("PEP II"), 40,520 shares held by GS Private Equity Partners 1999 - Direct Investment Fund, L.P. ("PEP 99") and 88,344 shares held by GS Private Equity Partners 2000 - Direct Investment Fund, L.P. ("PEP 2000"). None of ASF, PEP II, PEP 99 or PEP 2000 has the power to vote or dispose of the shares held by it.

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- Item 5 - Ownership of Five Percent or Less of a Class:
- Not applicable.
- Item 6 - Ownership of More than Five Percent on Behalf of Another Person:
- Not applicable.
- Item 7 - Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Company:

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Not applicable.

Item 8 - Identification and Classification of Members of the Group:

See Exhibit 2.

Item 9 - Notice of Dissolution of Group:

Not applicable.

Item 10 - Certification:

Not applicable.

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Signature:

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

WELSH, CARSON, ANDERSON & STOWE IX, L.P.  
By: WCAS IX Associates, LLC, General Partner

By /s/ Jonathan M. Rather  
Managing Member

WD INVESTORS, LLC  
By: WCAS IX Associates, LLC, Manager

By /s/ Jonathan M. Rather  
Managing Member

WCAS IX ASSOCIATES, LLC

By /s/ Jonathan M. Rather  
Managing Member

Date: February 10, 2005

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EXHIBIT 1

AGREEMENT OF  
WELSH, CARSON, ANDERSON & STOWE IX, L.P.  
WD INVESTORS, LLC  
AND

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WCAS IX ASSOCIATES, LLC  
PURSUANT TO RULE 13d-1(f)

The undersigned hereby agree that the Information Statement on Schedule 13G to which this Agreement is annexed as Exhibit 1 is filed on behalf of each of them in accordance with provisions of 13d-1(f) under the Securities Exchange Act of 1934, as amended.

WELSH, CARSON, ANDERSON & STOWE IX, L.P.  
By: WCAS IX Associates, LLC, General Partner

By /s/ Jonathan M. Rather  
Managing Member

WD INVESTORS, LLC  
By: WCAS IX Associates, LLC, Manager

By /s/ Jonathan M. Rather  
Managing Member

WCAS IX ASSOCIATES, LLC

By /s/ Jonathan M. Rather  
Managing Member

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Identification and Classification  
of Members of the Group

Welsh, Carson, Anderson & Stowe IX, L.P, WD Investors, LLC and WCAS IX Associates, LLC are filing this statement on Schedule 13G as a group.

Welsh, Carson, Anderson & Stowe IX, L.P is a Delaware limited partnership. Its sole general partner is WCAS IX Associates, L.L.C., a Delaware limited liability company.

WCAS IX Associates, L.L.C. is a Delaware limited liability company.

WD Investors, LLC is a Delaware limited liability company.