

Edgar Filing: ALIGN TECHNOLOGY INC - Form SC 13G/A

ALIGN TECHNOLOGY INC
Form SC 13G/A
December 02, 2002

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Amendment No. 1

Align Technology, Inc.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

016255101

(CUSIP Number)

November 21, 2002

(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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Cusip No. 016255101

13G

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1. Name of Reporting Persons: Carlyle Partners III, L.P.
I.R.S. Identification Nos. of above persons (entities only): 52-2229944

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

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4. Citizenship or Place of Organization: Delaware

Number of Shares	5. Sole Voting Power	-0-
Beneficially Owned By		
Each Reporting	6. Shared Voting Power	5,460,553
Person With		
	7. Sole Dispositive Power	-0-
	8. Shared Dispositive Power	5,460,553

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 5,460,553

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions): N/A

11. Percent of Class Represented by Amount in Row (11): 9.5%

12. Type of Reporting Person (See Instructions): PN

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1. Name of Reporting Persons: CP III Coinvestment, L.P.
I.R.S. Identification Nos. of above persons (entities only): 54-1970037

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

NUMBER OF SHARES	5. Sole Voting Power	-0-
BENEFICIALLY OWNED BY		
EACH REPORTING PERSON	6. Shared Voting Power	140,737
WITH		
	7. Sole Dispositive Power	-0-
	8. Shared Dispositive Power	140,737

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9. Aggregate Amount Beneficially Owned by Each Reporting Person: 140,737

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions): N/A

11. Percent of Class Represented by Amount in Row (11): 0.2%

12. Type of Reporting Person (See Instructions): PN

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1. Name of Reporting Persons: TC Group III, L.P.
I.R.S. Identification Nos. of above persons (entities only): 52-2287893

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares 5. Sole Voting Power -0-
Beneficially Owned By -----
Each Reporting Person 6. Shared Voting Power 5,601,290
With -----
7. Sole Dispositive Power -0-

8. Shared Dispositive Power 5,601,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 5,601,290

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions): N/A

11. Percent of Class Represented by Amount in Row (11): 9.7%

12. Type of Reporting Person (See Instructions): PN

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1. Name of Reporting Persons: TC Group III, L.L.C.
I.R.S. Identification Nos. of above persons (entities only): N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

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(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares	5. Sole Voting Power	-0-
Beneficially Owned		
By Each Reporting	6. Shared Voting Power	5,601,290
Person With		
	7. Sole Dispositive Power	-0-
	8. Shared Dispositive Power	5,601,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 5,601,290

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions): N/A

11. Percent of Class Represented by Amount in Row (11): 9.7%

12. Type of Reporting Person (See Instructions): OO (Limited Liability Company)

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1. Name of Reporting Persons: TC Group, L.L.C.
I.R.S. Identification Nos. of above persons (entities only): 54-1686957

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares	5. Sole Voting Power	-0-
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Beneficially Owned
By Each Reporting
Person With

6.	Shared Voting Power	5,601,290
7.	Sole Dispositive Power	-0-
8.	Shared Dispositive Power	5,601,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 5,601,290

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions): N/A

11. Percent of Class Represented by Amount in Row (11): 9.7%

12. Type of Reporting Person (See Instructions): OO (Limited Liability Company)

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1. Name of Reporting Persons: TCG Holdings, L.L.C.
I.R.S. Identification Nos. of above persons (entities only): 54-1686011

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares

5.	Sole Voting Power	-0-
6.	Shared Voting Power	5,601,290
7.	Sole Dispositive Power	-0-
8.	Shared Dispositive Power	5,601,290

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 5,601,290

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions): N/A

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11. Percent of Class Represented by Amount in Row (11): 9.7%

12. Type of Reporting Person (See Instructions): OO (Limited Liability Company)

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Item 1.

(a) Name of Issuer:

Align Technology, Inc

(b) Address of Issuer's Principal Executive Offices:

851 Martin Avenue, Santa Clara, California 95050.

Item 2.

(a) Name of Person Filing:

Carlyle Partners III, L.P., a Delaware limited partnership
CP III Coinvestment, L.P., a Delaware limited partnership
TC Group III, L.P., a Delaware limited partnership
TC Group III, L.L.C., a Delaware limited liability company
TC Group, L.L.C., a Delaware limited liability company
TCG Holdings, L.L.C., a Delaware limited liability company.

(b) Address of Principal Business Office or, if none, Residence:

c/o The Carlyle Group
1001 Pennsylvania Avenue, N.W.,
Suite 220 South,
Washington, D.C. 20004-2505.

(c) Citizenship:

Carlyle Partners III, L.P., a Delaware limited partnership
CP III Coinvestment, L.P., a Delaware limited partnership

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TC Group III, L.P., a Delaware limited partnership
 TC Group III, L.L.C., a Delaware limited liability company
 TC Group, L.L.C., a Delaware limited liability company
 TCG Holdings, L.L.C., a Delaware limited liability company.

(d) Title of Class of Securities:

Common Stock, par value \$.0001 per share

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(e) CUSIP Number:

016255101

Item 3. If this statement is filed pursuant to (s)(s)240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership

Reporting Person:	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or direct the disposition of:
TCG Holdings, L.L.C.	5,601,290	9.7%	0	5,601,290	0
TC Group, L.L.C.	5,601,290	9.7%	0	5,601,290	0
TC Group III, L.L.C.	5,601,290	9.7%	0	5,601,290	0
TC Group III, L.P.	5,601,290	9.7%	0	5,601,290	0
Carlyle Partners III, L.P.	5,460,553	9.5%	0	5,460,553	0
CP III Coinvestment, L.P.	140,737	.2%	0	140,737	0

Each of the entities listed below is the record owners of the number of shares of Common Stock, par value \$0.0001 per share, of Align Technology, Inc. (the "Common Stock") set forth opposite such entities name below:

Record Holders	Shares Held of Record
Carlyle Partners III, L.P.	5,460,553
CP III Coinvestment, L.P.	140,737

TC Group III, L.P. is the sole general partner of Carlyle Partners III,

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L.P. and CP III Coinvestment, L.P. TC Group III, L.L.C. is the sole general partner of TC Group III, L.P. TC Group, L.L.C. is the sole managing member of TC Group III, L.L.C. TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. Accordingly, (i) TC Group III, L.P. and TC Group III, L.L.C. each may be deemed to be a beneficial owner of shares of Common Stock owned of record by each of Carlyle Partners III, L.P. and CP III Coinvestment, L.P.; and (ii) TC Group, L.L.C. and TCG Holdings, L.L.C. each may be deemed to be a beneficial owner of the shares of Common Stock owned of record by Carlyle Partners III, L.P. and CP III Coinvestment, L.P.

William E. Conway, Jr., Daniel A D'Aniello and David M. Rubenstein are managing members (the "TCG Holdings Managing Members") of TCG Holdings, L.L.C. and, in such capacity, may be deemed to share beneficial ownership of shares of Common Stock beneficially owned by TCG Holdings, L.L.C. Such individuals expressly disclaim any such beneficial ownership. Each of the TCG Holdings Managing Members is a citizen and resident of the United States.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

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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 Holding Company

Not Applicable.

Item 8 Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Dated: December 2, 2002

CARLYLE PARTNERS III, L.P.

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By: TC Group III, L.P., its General Partner
By: TC Group III, L.L.C., its General Partner
By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.
Title: Managing Director

CP III COINVESTMENT, L.P.

By: TC Group III, L.P., its General Partner
By: TC Group III, L.L.C., its General Partner
By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.
Title: Managing Director

TC GROUP III, L.P.

By: TC Group III, L.L.C., its General Partner
By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.
Title: Managing Director

TC GROUP III, L.L.C.

By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.
Title: Managing Director

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TC GROUP, L.L.C.

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

Name:
Title: Managing Director

TCG HOLDINGS, L.L.C.

By: /s/ Willam E. Conway, Jr.

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Name: Willam E. Conway, Jr.
Title: Managing Director

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LIST OF EXHIBITS

Exhibit No.	Description
A	Joint Filing Agreement

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EXHIBIT A: Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$0.0001 per share, of Align Technology, Inc., a Delaware corporation, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

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Signature Page 1 of 2

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 13 day of February, 2002.

CARLYLE PARTNERS III, L.P.

By: TC Group III, L.P., its General Partner
By: TC Group III, L.L.C., its General Partner
By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.

Title: Managing Director

CP III COINVESTMENT, L.P.

By: TC Group III, L.P., its General Partner
By: TC Group III, L.L.C., its General Partner
By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

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By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.
Title: Managing Director

TC GROUP III, L.P.

By: TC Group III, L.L.C., its General Partner
By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.

Title: Managing Director

TC GROUP III, L.L.C.

By: TC Group, L.L.C., its Managing Member
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.
Title: Managing Director

TC GROUP, L.L.C.

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Willam E. Conway, Jr.

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Name: Willam E. Conway, Jr.
Title: Managing Director

TCG HOLDINGS, L.L.C.

By: /s/ Willam E. Conway, Jr.

Name: Willam E. Conway, Jr.
Title: Managing Director

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