

Edgar Filing: ASPEN TECHNOLOGY INC /DE/ - Form SC 13D/A

ASPEN TECHNOLOGY INC /DE/  
Form SC 13D/A  
December 15, 2006

CUSIP NO. 045327103

Schedule 13D

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

SCHEDULE 13D  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(a)  
(AMENDMENT NO. 3) (1)

Aspen Technology, Inc.  
(Name of issuer)

Common Stock, par value \$0.10  
(Title of class of securities)

045327103  
(CUSIP number)

Jarlyth H. Gibson, Assistant Compliance Officer 617-951-9493  
C/o Advent International Corporation, 75 State Street, 29th Floor  
Boston, MA 02109  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

December 14, 2006  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of 20 Pages)

-----  
(1) 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 disclosures provided in a prior cover page.

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 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).

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent International Corporation  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)   
(B)

3 SEC USE ONLY  
-----

4 Source of Funds

WC  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

7 SOLE VOTING POWER

31,499,336  
-----

NUMBER OF 8 SHARED VOTING POWER

SHARES  
BENEFICIALLY  
OWNED BY

None  
-----

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON  
WITH

31,499,336  
-----

10 SHARED DISPOSITIVE POWER

None  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,499,336  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.2%  
-----

14 TYPE OF REPORTING PERSON\*

CO, IA  
-----

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Advent International Limited Partnership  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)   
(B)   
-----  
3 SEC USE ONLY  
-----  
4 Source of Funds  
  
WC  
-----  
5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----  
7 SOLE VOTING POWER  
  
30,915,611  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8 SHARED VOTING POWER  
  
None  
-----  
9 SOLE DISPOSITIVE POWER  
  
30,915,611  
-----  
10 SHARED DISPOSITIVE POWER  
  
None  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
30,915,611  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
38.7%  
-----  
14 TYPE OF REPORTING PERSON\*  
  
PN  
-----

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Global Private Equity IV Limited Partnership  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)   
(B)

3 SEC USE ONLY

4 Source of Funds  
  
WC  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

	7	SOLE VOTING POWER	
		15,397,758	
NUMBER OF	8	SHARED VOTING POWER	
SHARES		None	
BENEFICIALLY			
OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH		15,397,758	
REPORTING PERSON			
WITH	10	SHARED DISPOSITIVE POWER	
		None	

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
15,397,758  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
23.1%  
-----

14 TYPE OF REPORTING PERSON\*  
  
PN  
-----

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Global Private Equity III Limited Partnership

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)   
(B)

-----

3 SEC USE ONLY

-----

4 Source of Funds  
  
WC

-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

-----

	7	SOLE VOTING POWER
		4,409,908
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		None
	9	SOLE DISPOSITIVE POWER
		4,409,908
	10	SHARED DISPOSITIVE POWER
		None

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
4,409,908

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
7.7%

-----

14 TYPE OF REPORTING PERSON\*  
  
PN

-----

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Advent Partners GPE-IV Limited Partnership  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]  
-----

3 SEC USE ONLY  
-----

4 Source of Funds  
  
WC  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Bermuda  
-----

7 SOLE VOTING POWER  
194,890  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8 SHARED VOTING POWER  
None  
-----  
9 SOLE DISPOSITIVE POWER  
194,890  
-----  
10 SHARED DISPOSITIVE POWER  
None  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
194,890  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
0.4%  
-----

14 TYPE OF REPORTING PERSON\*  
  
PN  
-----

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Advent PGGM Global Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

3 SEC USE ONLY

4 Source of Funds  
  
WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

	7	SOLE VOTING POWER	
			440,969
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			None
	9	SOLE DISPOSITIVE POWER	
			440,969
	10	SHARED DISPOSITIVE POWER	
			None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
440,969

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
0.8%

14 TYPE OF REPORTING PERSON\*  
  
PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners GPE-III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)   
(B)

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

37,760

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING PERSON  
WITH

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

37,760

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,760

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON



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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners (NA) GPE-III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)   
(B)

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
		11,223
NUMBER OF	8	SHARED VOTING POWER
SHARES		None
BENEFICIALLY		
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		11,223
REPORTING PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,223

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

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Digital Media & Communications III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,036,076

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,036,076

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,036,076

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.7%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-A Limited Partnership

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,008,020

NUMBER OF SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 1,008,020

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,008,020

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.9%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-B Limited Partnership

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)  
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

251,952

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING PERSON  
WITH

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

251,952

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

251,952

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-C Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

4,031,978

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING PERSON  
WITH

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

4,031,978

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,031,978

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-D C.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

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3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

7 SOLE VOTING POWER

755,963

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING PERSON  
WITH

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

755,963

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,963

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Digital Media & Communications III-E C.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

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3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

7 SOLE VOTING POWER

504,010

8 SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

9 SOLE DISPOSITIVE POWER

504,010

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

504,010

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners DMC III Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

3 SEC USE ONLY

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4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

116,850

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

116,850

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

116,850

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Energy II Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

3 SEC USE ONLY



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4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,078,977

8 SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING PERSON

WITH

None

9 SOLE DISPOSITIVE POWER

2,078,977

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,078,977

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.8%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners II Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A) [X]  
(B) [ ]

3 SEC USE ONLY

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4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

223,002

8 SHARED VOTING POWER

None

9 SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 223,002

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,002

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4%

14 TYPE OF REPORTING PERSON\*

PN

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Amendment No. 3 to Schedule 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on August 22, 2003, as amended by Amendment No. 1 thereto filed with the Commission on June 6, 2006 and Amendment No. 2 thereto filed with the commission on July 26, 2006 (as so amended, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

Item 4. Purpose of the Transaction

Item 4 is hereby amended by adding the following thereto after the first paragraph of Item 4 contained in the Schedule 13D:

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On December 14, 2006, the Reporting Persons entered into Rule 10b5-1 Plans, in the form filed as Exhibit A to this Amendment No. 3, relating to the proposed sale of shares of Common Stock by UBS Securities LLC (the "Broker"). The Rule 10b5-1 Plans provide that the Broker may, commencing March 1, 2007, sell shares of Common Stock in amounts up to the volume limitations set forth in Rule 144 promulgated under the Securities Act of 1933, as amended, at prices specified in each Rule 10b5-1 Plan. The term of the Rule 10b5-1 Plans continues until August 27, 2007 (the date which is 180 days after March 1, 2007), unless terminated earlier in accordance with the 10b5-1 Plans.

The form of Rule 10b5-1 Plan is attached hereto as Exhibit A and any description thereof is qualified in its entirety by reference thereto.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended by adding the following thereto: On December 14, 2006, the Reporting Persons entered into the 10b5-1 Plans described above.

Item 7. Material to be Filed as Exhibits.

Exhibit A Form of Rule 10b5-1 Plans between the Reporting Persons and UBS Securities LLC.

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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.

December 15, 2006

Global Private Equity IV Limited Partnership  
Global Private Equity III Limited Partnership  
Advent PGGM Global Limited Partnership  
Digital Media & Communications III Limited Partnership  
Digital Media & Communications III-A Limited Partnership  
Digital Media & Communications III-B Limited Partnership  
Digital Media & Communications III-C Limited Partnership  
Digital Media & Communications III-D C.V.  
Digital Media & Communications III-E C.V.  
Advent Energy II Limited Partnership

By: Advent International Limited Partnership,  
General Partner

By: Advent International Corporation,  
General Partner

By: Jarlyth H. Gibson, Assistant Compliance Officer\*

Advent International Limited Partnership  
Advent Partners II Limited Partnership  
Advent Partners GPE-IV Limited Partnership  
Advent Partners GPE-III Limited Partnership  
Advent Partners (NA) GPE-III Limited Partnership  
Advent Partners DMC-III Limited Partnership

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By: Advent International Corporation,  
General Partner

By: Jarlyth H. Gibson, Assistant Compliance Officer\*

ADVENT INTERNATIONAL CORPORATION

By: Jarlyth H. Gibson, Assistant Compliance Officer\*

\* For all of the above:

/s/ Jarlyth H. Gibson

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Jarlyth H. Gibson, Assistant Compliance Officer