AUDAX CHART LLC Form SC 13D/A October 06, 2004

SEC 1746 (11-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# 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)

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

#### **Chart Industries, Inc.**

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

16115Q 209

(CUSIP Number)

John B. Frank
Principal and General Counsel
Oaktree Capital Management, LLC
333 South Grand Avenue, 28th Floor
Los Angeles, California 90071
(213) 830-6300

Sara D. Lipscomb Senior Vice President and General Counsel Audax Group 101 Huntington Avenue OMB APPROVAL OMB Number: 3235-0145

Expires: December 31, 2005 Estimated average burden hours per response. . 11

Boston, Massachusetts 02199 (617) 859-1500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

Carol Anne Huff Kirkland & Ellis LLP 200 East Randolph Drive Chicago, Illinois 60601 (312) 861-2110

October 1, 2004

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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 § 240.13d-7(b) for other parties to whom copies are to be sent.

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).

<sup>\*</sup>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.

CUSIP No.	16115Q 20	0 9			
1.	- 10	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Audax Chart, LLC			
2.	Cł	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	)	[ ]		
	<b>(b</b> )	)	[ X ]		
3.	SE	CC Use Only			
4.		urce of Funds (See Instrot applicable.	ructions)		
5.	Ch	neck if Disclosure of Leg	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6. Citizenship or Place of On Delaware			ganization		
		7.	Sole Voting Power ()		
Number of Shares Beneficially Owned by		8.	Shared Voting Power 4,683,898		
Each Reporting Person With	1	9.	Sole Dispositive Power ()		
		10.	Shared Dispositive Power 1,032,992		
11	1,0 be	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,992 shares beneficially owned by the Reporting Person set forth plus 3,650,906 shares beneficially owned by the non-Audax related members of the Senior Lender Group as referenced in the Preliminary Note (See Preliminary Note)			
12	2. Cł	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]			
13	19 co	Percent of Class Represented by Amount in Row (11) 19.3% attributable to the shares beneficially owned by the Reporting Person set forth above but the combined 4,683,898 shares of Common Stock beneficially owned by the Senior Lender Group represents 87.5% of the number of shares of Common Stock outstanding (See Preliminary Note)			
14	4. Ty	pe of Reporting Person	(See Instructions)		

CUSIP No.	16115Q 20 9			
1.		Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Audax Private Equity Fund, L.P.		
2.	Check tl	ne Appropriate B	Box if a Member of a Group (See Instructions)	
	(a)		[ ]	
	<b>(b)</b>		[X]	
3.	SEC Use	e Only		
4.		of Funds (See Instable.	tructions)	
5.	Check if	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [ ]		
6.	Citizens Delawa	hip or Place of O are	rganization	
		7.	Sole Voting Power ()	
Number of Shares Beneficially Owned by		8.	Shared Voting Power 4,683,898	
Each Reporting Person With		9.	Sole Dispositive Power 0	
		10.	Shared Dispositive Power 1,032,992	
11	1,032,9 benefic	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,992 shares beneficially owned by the Reporting Person set forth plus 3,650,906 shares beneficially owned by the non-Audax related members of the Senior Lender Group as reference.		
		Tenininary No	te (See Preliminary Note)	
12	Check if	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]		
13	19.3% combin	Percent of Class Represented by Amount in Row (11) 19.3% attributable to the shares beneficially owned by the Reporting Person set forth above but the combined 4,683,898 shares of Common Stock beneficially owned by the Senior Lender Group represents 87.5% of the number of shares of Common Stock outstanding (See Preliminary Note)		
14	Type of PN	Reporting Person	n (See Instructions)	

CUSIP No.	16115Q 20 9			
1.	1 (611110	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Audax Private Equity Business, L.L.C.		
2.	Check	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)		[ ]	
	<b>(b)</b>		[X]	
3.	SEC U	Use Only		
4.		e of Funds (See Instr applicable.	ructions)	
5.	Check	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citize Dela	nship or Place of Or ware	ganization	
		7.	Sole Voting Power ()	
Number of Shares Beneficially Owned by		8.	Shared Voting Power 4,683,898	
Each Reporting Person With	ı	9.	Sole Dispositive Power ()	
		10.	Shared Dispositive Power 1,032,992	
11	1,032 benef	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,992 shares beneficially owned by the Reporting Person set forth plus 3,650,906 shares beneficially owned by the non-Audax related members of the Senior Lender Group as referenced in the Preliminary Note (See Preliminary Note)		
12	2. Check	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]		
13	19.39 comb	Percent of Class Represented by Amount in Row (11) 19.3% attributable to the shares beneficially owned by the Reporting Person set forth above but the combined 4,683,898 shares of Common Stock beneficially owned by the Senior Lender Group represents 87.5% of the number of shares of Common Stock outstanding (See Preliminary Note)		
14	Type OO	of Reporting Person	(See Instructions)	

CUSIP No.	16115Q	20 9		
1.	-	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Audax Private Equity Business, L.P.		
2.	. (	Check the Appropriate Box	if a Member of a Group (See Instructions)	
	(	(a)	[ ]	
	(	<b>(b)</b>	[X]	
3.		SEC Use Only		
4.		Source of Funds (See Instru Not applicable.	ctions)	
5.	. (	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [ ]		
6.		Citizenship or Place of Orga Delaware	anization	
		7.	Sole Voting Power 0	
Number of Shares Beneficially Owned by		8.	Shared Voting Power 4,683,898	
Each Reporting Person With	1	9.	Sole Dispositive Power ()	
		10.	Shared Dispositive Power 1,032,992	
11	1	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,992 shares beneficially owned by the Reporting Person set forth plus 3,650,906 shares beneficially owned by the non-Audax related members of the Senior Lender Group as referenced in the Preliminary Note (See Preliminary Note)		
12	2.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]		
13		Percent of Class Represented by Amount in Row (11) 19.3% attributable to the shares beneficially owned by the Reporting Person set forth above but the combined 4,683,898 shares of Common Stock beneficially owned by the Senior Lender Group represents 87.5% of the number of shares of Common Stock outstanding (See Preliminary Note)		
14		Гуре of Reporting Person (S PN	See Instructions)	

CUSIP No.	16115Q 20 9			
1.	1 turnes of Itepotering 1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Audax Holdings I, L.L.C.		
2.	Check the Appropriat	e Box if a Member of a Group (See Instructions)		
	(a)			
	<b>(b)</b>	[X]		
3.	SEC Use Only			
4.	Source of Funds (See I Not applicable.	Instructions)		
5.	Check if Disclosure of	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6. Citizenship or Place of Organization Delaware		f Organization		
	7.	Sole Voting Power 0		
Number of Shares Beneficially Owned by	8.	Shared Voting Power 4,683,898		
Each Reporting Person With	9.	Sole Dispositive Power ()		
	10.	Shared Dispositive Power 1,032,992		
11	1,032,992 shares be beneficially owned	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,992 shares beneficially owned by the Reporting Person set forth plus 3,650,906 shares beneficially owned by the non-Audax related members of the Senior Lender Group as referenced in the Preliminary Note (See Preliminary Note)		
12	2. Check if the Aggregate	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]		
13	19.3% attributable combined 4,683,89	Percent of Class Represented by Amount in Row (11) 19.3% attributable to the shares beneficially owned by the Reporting Person set forth above but the combined 4,683,898 shares of Common Stock beneficially owned by the Senior Lender Group represents 87.5% of the number of shares of Common Stock outstanding (See Preliminary Note)		
14	Type of Reporting Per OO	rson (See Instructions)		

CUSIP No.	16115Q 20 9			
1.	Names of Reporting Pe Audax Group, L.P.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Audax Group, L.P.		
2.	Tr Tr	e Box if a Member of a Group (See Instructions)		
	(a)			
	<b>(b)</b>	[ X ]		
3.	SEC Use Only			
4.	Source of Funds (See In Not applicable.	nstructions)		
5.	Check if Disclosure of	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6. Citizenship or Place of Organization Delaware		Organization		
	7.	Sole Voting Power ()		
Number of Shares Beneficially Owned by	8.	Shared Voting Power 4,683,898		
Each Reporting Person With	9.	Sole Dispositive Power ()		
	10.	Shared Dispositive Power 1,032,992		
11	1,032,992 shares be beneficially owned	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,992 shares beneficially owned by the Reporting Person set forth plus 3,650,906 shares beneficially owned by the non-Audax related members of the Senior Lender Group as referenced in the Preliminary Note (See Preliminary Note)		
12	2. Check if the Aggregate	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]		
13	19.3% attributable to combined 4,683,898	Percent of Class Represented by Amount in Row (11) 19.3% attributable to the shares beneficially owned by the Reporting Person set forth above but the combined 4,683,898 shares of Common Stock beneficially owned by the Senior Lender Group represents 87.5% of the number of shares of Common Stock outstanding (See Preliminary Note)		
14	Type of Reporting Pers PN	son (See Instructions)		

CUSIP No.	16115Q 20	9			
1.	1 100	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). 101 Huntington Holdings, L.L.C.			
2.	Ch	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)		[ ]		
	<b>(b)</b>		[ X ]		
3.	SE	C Use Only			
4.		urce of Funds (See Instruction applicable.	uctions)		
5.	Ch	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6. Citizenship or I Delaware		izenship or Place of Org claware	ganization		
		7.	Sole Voting Power ()		
Number of Shares Beneficially Owned by		8.	Shared Voting Power 4,683,898		
Each Reporting Person With	1	9.	Sole Dispositive Power ()		
		10.	Shared Dispositive Power 1,032,992		
11	1,0 ber	Aggregate Amount Beneficially Owned by Each Reporting Person 1,032,992 shares beneficially owned by the Reporting Person set forth plus 3,650,906 shares beneficially owned by the non-Audax related members of the Senior Lender Group as referenced in the Preliminary Note (See Preliminary Note)			
12	2. Ch	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]			
13	19 cor	Percent of Class Represented by Amount in Row (11) 19.3% attributable to the shares beneficially owned by the Reporting Person set forth above but the combined 4,683,898 shares of Common Stock beneficially owned by the Senior Lender Group represents 87.5% of the number of shares of Common Stock outstanding (See Preliminary Note)			
14	4. Tyj	pe of Reporting Person (	(See Instructions)		

**CUSIP No.** 16115Q 20 9

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Marc B. Wolpow

2.