

Edgar Filing: DEX MEDIA INC - Form SC 13G/A

DEX MEDIA INC
Form SC 13G/A
January 25, 2006

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. 1)

Dex Media, Inc.
(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

25212E 10 0
(CUSIP Number)

December 31, 2005
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)

CUSIP No. 25212E 10 0

Page 2 of 7 Pages

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)
if a Member of a Group (b)

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of 5) Sole Voting
Shares Beneficially Owned by Each Reporting Person Power -0-
With:

6) Shared Voting 24,764,558 shares of
Power Common Stock

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	7)	Sole Dispositive Power	-0-
<hr/>			
	8)	Shared Dispositive Power	24,764,558 shares of Common Stock
<hr/>			
9)	Aggregate Amount Beneficially Owned by Each Reporting Person		24,764,558 shares of Common Stock
<hr/>			
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
<hr/>			
11)	Percent of Class Represented by Amount in Row (9)		16.4%
<hr/>			
12)	Type of Reporting Person		PN

-2-

CUSIP No. 25212E 10 0

Page 3 of 7 Pages

	1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	WD Investors, LLC
<hr/>			
2)	Check the Appropriate Box if a Member of a Group		(a) [X] (b) []
<hr/>			
3)	SEC Use Only		
<hr/>			
4)	Citizenship or Place of Organization		Delaware
<hr/>			
	5)	Sole Voting Power	-0-
<hr/>			
	6)	Shared Voting Power	12,202,970 shares of Common Stock
<hr/>			
	7)	Sole Dispositive Power	-0-
<hr/>			
	8)	Shared Dispositive Power	12,202,970 shares of Common Stock
<hr/>			
9)	Aggregate Amount Beneficially Owned by Each Reporting Person		12,202,970 shares of Common Stock
<hr/>			
10)	Check if the Aggregate Amount in Row (9)		

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Excludes Certain Shares

11)	Percent of Class Represented by Amount in Row (9)	8.1%
12)	Type of Reporting Person	00

-3-

CUSIP No. 25212E 10 0

Page 4 of 7 Pages

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	WCAS IX Associates, L.L.C.
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2)	Check the Appropriate Box if a Member of a Group	(a) [X] (b) []
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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-
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6)	Shared Voting Power	38,274,854 shares of Common Stock
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7)	Sole Dispositive Power	-0-
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8)	Shared Dispositive Power	38,274,854 shares of Common Stock
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9)	Aggregate Amount Beneficially Owned by Each Reporting Person	38,274,854 shares of Common Stock
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10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
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11)	Percent of Class Represented by Amount in Row (9)	25.4%
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12)	Type of Reporting Person	00
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-4-

CUSIP No. 25212E 10 0

Page 5 of 7 Pages

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Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G originally filed with the Securities and Exchange Commission on February 15, 2005 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

Item 4 - Ownership.

(a) Amount Beneficially Owned:

WCAS IX: 24,764,558 shares of Common Stock
WD: 12,202,970 shares of Common Stock
IX Associates: 38,274,854 shares of Common Stock*

(b) Percent of Class:

WCAS IX: 16.4%
WD: 8.1%
IX Associates: 25.4%

(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: 24,764,558 shares of Common Stock
WD: 12,202,970 shares of Common Stock
IX Associates: 38,274,854 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: 24,764,558 shares of Common Stock
WD: 12,202,970 shares of Common Stock
IX Associates: 38,274,854 shares of Common Stock*

-5-

CUSIP No. 25212E 10 0

Page 6 of 7 Pages

* Includes 24,764,558 shares held by WCAS IX, 12,202,970 shares held by WD, 963,453 shares held by A.S.F. Co-Investment Partners, L.P. ("ASF"), 239,162 shares held by GS Private Equity Partners II - Direct Investment Fund, L.P. ("PEP II"), 32,925 shares held by GS Private Equity Partners 1999 - Direct Investment Fund, L.P. ("PEP 99") and 71,786 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 to dispose of the shares held by it.

-6-

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CUSIP No. 25212E 10 0

Page 7 of 7 Pages

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: January 18, 2006