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(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

SPRUCEGROVE INVESTMENT MANAGEMENT LTD. - ONTARIO, CANADA
JOHN WATSON - CANADIAN

	5. Sole Voting Power	JOHN WATSON - 8,000 SHARES SPRUCEGROVE INVESTMENT MANAGEMENT LTD - 5,255,016 SHARES
Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	NONE
	7. Sole Dispositive Power	JOHN WATSON - 8,000 SHARES SPRUCEGROVE INVESTMENT MANAGEMENT LTD. - 5,255,016 SHARES
	8. Shared Dispositive Power	NONE

9. Aggregate Amount Beneficially Owned by Each Reporting Person

JOHN WATSON - 8,000 SHARES
SPRUCEGROVE INVESTMENT MANAGEMENT - 5,255,016 SHARES

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11. Percent of Class Represented by Amount in Row (9)

JOHN WATSON - 0%
SPRUCEGROVE INVESTMENT MANAGEMENT - 6.3%

12. Type of Reporting Person (See Instructions)

SPRUCEGROVE INVESTMENT MANAGEMENT LTD. - IA
JOHN WATSON - IN
JOHN WATSON - HC

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ITEM 1.

(a) Name of Issuer KEMET CORPORATION

(b) Address of Issuer's Principal Executive
Offices

2835 KEMET WAY
SIMPSONVILLE, SC 29681
UNITED STATES

ITEM 2.

(a) Name of Person Filing

SPRUCEGROVE INVESTMENT MANAGEMENT LTD.
JOHN WATSON

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ITEM 10. CERTIFICATION

- (a) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

- (b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

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.

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.

February 13, 2008

Date

/s/ Blake Murphy

Signature

BLAKE MURPHY / CHIEF OPERATING OFFICER

Name / Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL

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CRIMINAL VIOLATIONS (SEE 18 V.S.C. 1001)