SILVER LAKE INVESTORS LP Form SC 13D/A October 30, 2008

CUSIP No. 885118109

**Page** 

1

of

15

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

#### **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934\*** 

(Amendment No. 2)

#### THOMSON S.A.

(Name of Issuer)

Common Stock, nominal value €3.75 per share, and

American Depositary Shares, each representing one share of Common Stock

(Title of Class of Securities)

885118109

(CUSIP Number)

**Alan Austin** 

c/o Silver Lake Partners, L.P. 2775 Sand Hill Road, Suite 100

Menlo Park, CA 94025

(650) 233-8120

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

#### **September 22, 2008**

#### (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 which 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. <i>See</i> Rule 13d-7 for other parties to whom copies are to be sent.
*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 ( 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).

CUSIP No. 885118109			Page
			2
			of
			15
1.	Names of Reporting Persons		
	SLP I TSA, L.L.C.		
	I.R.S. Identification Nos. of above	e persons (enti	ties only)
	Not required.		
2.	2. Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)		
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3.	[] SEC Use Only		
3.	SEC Use Only		
4.	Source of Funds (See Instructions	s)	
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5.	Check if Disclosure of Legal Prod	ceedings is Re	quired Pursuant to Items 2(d) or 2(e)
6.	Citizenship or Place of Organizat	ion	
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Shares			01
8. Shared Voting Power Beneficially Owned by			

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11.	Aggregate Amount Beneficially O	wned by Each	
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13.	[] Percent of Class Represented by A	amount in Rov	v (11)
14.	0%¹ . Type of Reporting Person (See Instructions)		
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See It	em 5 below.		

CUSII	P No. 885118109			Page
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1.	Names of Reporting Persons			
	Silver Lake Partners II, L.P.			
	I.R.S. Identification Nos. of abov	e persons (ent	ities only)	
	Not required.			
2.	Check the Appropriate Box if a M	Iember of a G	roup (See Ins	tructions)
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11.	Aggregate Amount Beneficially	Owned by Eac	h Reporting Person		
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12.	Check if the Aggregate Amount	in Row (11) Ex	xcludes Certain Shares (See Instructions)		
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13.	3. Percent of Class Represented by Amount in Row (11)				
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14.	Type of Reporting Person (See In	nstructions)			
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<sup>1</sup> See Item 5 below.					

CUSIP No. 885118109			Page	
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			15	
1.	Names of Reporting Persons			
	Silver Lake Partners TSA, L.P.			
	I.R.S. Identification Nos. of abov	e persons (ent	ities only)	
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6.	Citizenship or Place of Organizat	ion		
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Beneficially Owned by				

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11.	Aggregate Amount Beneficially C	Owned by Each	h Reporting Person		
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14.	Type of Reporting Person (See In	structions)			
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<sup>1</sup> See Item 5 below.					

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1. Names of Reporting Persons		
SLP II TSA, L.L.C.		
I.R.S. Identification Nos. of above persons (entities only)		
Not required.		
2. Check the Appropriate Box if a Member of a Group (See Instructions)		
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8. Shared Voting Power Beneficially Owned by		

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11.	Aggregate Amount Beneficially C	Owned by Each	h Reporting Person		
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<sup>1</sup> See Item 5 below.					

CUSI	P No. 885118109		Page
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1.	Names of Reporting Persons		
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	I.R.S. Identification Nos. of above	e persons (ent	ities only)
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<sup>1</sup> See Item 5 below.					

CUSI	Page		
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1.	Names of Reporting Persons		
	Silver Lake Technology Associa	tes II, L.L.C.	
	I.R.S. Identification Nos. of above	e persons (enti	ties only)
2.	<b>Not required.</b> Check the Appropriate Box if a M	ember of a G	coup (See Instructions)
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Beneficially Owned by	8.	Shared Voting Power
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<sup>1</sup> See Item 5 below.		

CUSII	P No. 885118109		Page
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1.	Names of Reporting Persons		
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Shares			$0^1$

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Report	ing	9.	Sole Dispositive Power
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<sup>1</sup> See It	em 5 below.		

CUSII	P No. 885118109		Page
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1.	Names of Reporting Persons		
	Silver Lake Investors, L.P.		
	I.R.S. Identification Nos. of above	persons (entire	ties only)
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Shares			$0^{1}$

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<sup>1</sup> See It	em 5 below.		

CUSII	P No. 885118109		Page
			10
			of
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1.	Names of Reporting Persons		
	Silver Lake Technology Associate	tes, L.L.C.	
	I.R.S. Identification Nos. of above	persons (enti	ties only)
	Not required.		
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14.	Type of Reporting Person (See In	structions)	
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<sup>1</sup> See It	em 5 below.		

CUSIP No. 885118109	Page
	11
	of
	15

This Amendment amends and supplements the statement on Schedule 13D, originally filed with the Securities and Exchange Commission (the "SEC") on January 30, 2006, as amended by Amendment No. 1 thereto filed with the SEC on May 4, 2006 (the "Schedule 13D") by SLP I TSA, L.L.C., SLP II TSA, L.L.C., SLP AFL TSA, L.L.C., Silver Lake Partners II, L.P., Silver Lake Partners TSA, L.P., Silver Lake Partners II TSA, L.P., Silver Lake Investors, L.P., Silver Lake Technology Associates, L.L.C., and Silver Lake Technology Associates II, L.L.C. (collectively, the SLP Entities or the Reporting Persons), with respect to the Common Stock, nominal value EUR 3.75 per share, and American Depositary Shares, each representing one share of Common Stock, of Thomson S.A., a société anonyme organized under the laws of the Republic of France (Thomson or the Issuer) (such shares, whether in the form of Common Stock or American Depositary Shares, Thomson Shares). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Unless otherwise indicated herein, terms used but not defined in this Amendment shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

#### Item 4.

#### **Purpose of Transaction.**

Pursuant to a written redemption notice delivered to the Issuer by certain of the SLP Entities on September 16, 2008, the 3.0% Convertible/Exchangeable Junior Subordinated Bonds Due 2010 of Thomson were redeemed for an aggregate cash consideration (inclusive of accrued interest) of \$503,499,436.08 on September 22, 2008. Immediately following the redemption, the Reporting Persons ceased to beneficially own any Thompson Shares.

#### Item 5.

#### Interest in Securities of the Issuer.

- (a) and (b) The information contained on the cover pages and in Item 4 of this Amendment is incorporated herein by reference.
  - (c) The information contained in Item 4 of this Amendment is incorporated herein by reference.
- (e) Immediately following the redemption on September 22, 2008, the Reporting Persons ceased to beneficially own any Thompson Shares.

CUSIP No. 885118109	Page
	12
	of
	15
<u>Signature</u>	<u>es</u>
After reasonable inquiry and to the best of their knowledge and forth in this statement is true, complete and correct.	belief, the undersigned certify that the information set
DATED:	
October 29, 2008	
SLP I TSA, L.L.C.	
By:	
SILVER LAKE PARTNERS TSA, L.P., its Managing Member	
By:	
SILVER LAKE TECHNOLOGY ASSOCIATES, L.L.C., its Go	eneral Partner
By: /s/ Alan K. Austin	
Name: Alan K. Austin	
Title: Managing Director and	
Executive Vice President	

SILVER LAKE PARTNERS TSA, L.P.
Ву:
SILVER LAKE TECHNOLOGY ASSOCIATES, L.L.C., its General Partner
By: /s/ Alan K. Austin
Name: Alan K. Austin
Title: Managing Director and
Executive Vice President

CUSIP No. 885118109	Page
	13
	of
	15
SLP II TSA, L.L.C.	
By:	
SILVER LAKE PARTNERS II TSA, L.P., its Managing Memb	per
By:	
SILVER LAKE TECHNOLOGY ASSOCIATES II, L.L.C., its	General Partner
By: /s/ Alan K. Austin	
Name: Alan K. Austin	
Title: Managing Director and	
Executive Vice President	
SILVER LAKE PARTNERS II, L.P.	
÷	
By:	
SILVER LAKE TECHNOLOGY ASSOCIATES II, L.L.C., its	General Partner

By: /s/ Alan K. Austin
Name: Alan K. Austin
Title: Managing Director and
Executive Vice President
SILVER LAKE PARTNERS II TSA, L.P.
By:
SILVER LAKE TECHNOLOGY ASSOCIATES II, L.L.C., its General Partner
By:/s/ Alan K. Austin
Name: Alan K. Austin
Title: Managing Director and
Executive Vice President

CUSIP No. 885118109	Page
	14
	of
	15
SILVER LAKE TECHNOLOGY ASSOCIATES II, L.L.C.	
By: /s/ Alan K. Austin	
Name: Alan K. Austin	
Title: Managing Director and	
Executive Vice President	
SLP AFL TSA, L.L.C.	
By:	
SILVER LAKE INVESTORS, L.P., its Managing Member	
By:	
SILVER LAKE TECHNOLOGY ASSOCIATES, L.L.C., its G	eneral Partner
Den Jalan W. Ametin	
By: /s/ Alan K. Austin	

Name: Alan K. Austin

27

Title: Managing Director and
Executive Vice President
SILVER LAKE INVESTORS, L.P.
By:
SILVER LAKE TECHNOLOGY ASSOCIATES, L.L.C., its General Partner
By: /s/ Alan K. Austin
Name: Alan K. Austin
Title: Managing Director and
Executive Vice President
SILVER LAKE TECHNOLOGY ASSOCIATES, L.L.C.
By: /s/ Alan K. Austin

CUSIP No. 885118109 Page
15
of

15

Name: Alan K. Austin

Title: Managing Director and

Executive Vice President