

XERIUM TECHNOLOGIES INC  
Form SC 13G  
June 20, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Amendment No. \_\_)\***

**Under the Securities Exchange Act of 1934**

**Xerium Technologies, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Titles of Class of Securities)

**98416J118**

(CUSIP Number)

**June 8, 2016**

(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)

o Rule 13d-1(d)

\* The remainder of this cover page shall be filled out of 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 in 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, as amended (the "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.**                      **13G**  
**98416J118**

NAME OF  
 REPORTING PERSON

1

TSSP Sub-Fund HoldCo  
 LLC  
 CHECK THE  
 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP\*

2

(a) o

(b) o

3

SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF

4

ORGANIZATION

Delaware

NUMBER 5  
 OF

SOLE  
 VOTING  
 POWER

SHARES

- 0 -

BENEFICIALLY 6

SHARED  
 VOTING  
 POWER

OWNED  
 BY

1,182,878  
 SOLE  
 DISPOSITIVE  
 POWER

EACH 7

REPORTING  
 PERSON 8

- 0 -  
 SHARED  
 DISPOSITIVE  
 POWER

WITH:

1,182,878

9

AGGREGATE  
 AMOUNT  
 BENEFICIALLY

OWNED BY EACH  
REPORTING PERSON

1,182,878

CHECK BOX IF THE  
AGGREGATE  
10 AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW 9

7.4% (1)  
TYPE OF REPORTING  
PERSON\*  
12

CO

(1) Based on a total of 15,994,057 shares of Common Stock (as defined below) of the Issuer (as defined below) outstanding as of May 1, 2016, as reported on the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on May 4, 2016.

**CUSIP No.**  
**98416J118**                      **13G**

NAME OF  
 REPORTING PERSON

1

David Bonderman  
 CHECK THE  
 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP\*

2

(a)   
 (b)

3      SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF  
 4      ORGANIZATION

United States

NUMBER 5      SOLE  
 OF              VOTING  
                     POWER

SHARES              - 0 -  
 BENEFICIALLY 6      SHARED  
                             VOTING  
                             POWER

OWNED              1,182,878  
 BY                  SOLE  
 EACH              7      DISPOSITIVE  
                             POWER

REPORTING              - 0 -  
 PERSON              8      SHARED  
                             DISPOSITIVE  
                             POWER

WITH:  
 9      1,182,878  
             AGGREGATE  
             AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

1,182,878

CHECK BOX IF THE  
AGGREGATE  
10 AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW 9

7.4% (2)  
TYPE OF REPORTING  
PERSON\*  
12

IN

(2) Based on a total of 15,994,057 shares of Common Stock outstanding as of May 1, 2016, as reported on the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2016.

**CUSIP No.**                    **13G**  
**98416J118**

NAME OF  
REPORTING PERSON

1

James G. Coulter  
CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A  
GROUP\*

2

(a)

(b)

3    SEC USE ONLY  
4    CITIZENSHIP OR  
     PLACE OF  
     ORGANIZATION

United States

5    SOLE  
     VOTING  
     POWER  
NUMBER OF

- 0 -

6    SHARED  
     VOTING  
     POWER  
BENEFICIALLY

7    1,182,878  
     SOLE  
     DISPOSITIVE  
     POWER  
OWNED BY EACH

8    - 0 -  
     SHARED  
     DISPOSITIVE  
     POWER  
REPORTING PERSON

9    1,182,878  
     AGGREGATE  
     AMOUNT  
     BENEFICIALLY  
     OWNED BY EACH  
WITH:

REPORTING PERSON

1,182,878

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

12 7.4% (3)  
TYPE OF REPORTING  
PERSON\*

IN

(3) Based on a total of 15,994,057 shares of Common Stock outstanding as of May 1, 2016, as reported on the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2016.

4



**CUSIP No.**                    **13G**  
**98416J118**

NAME OF  
 REPORTING PERSON

1

Alan Waxman  
 CHECK THE  
 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP\*

2

(a)   
 (b)

3    SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF  
 4    ORGANIZATION

United States  
 SOLE  
 VOTING  
 POWER

NUMBER 5  
 OF

- 0 -

SHARES

SHARED  
 VOTING  
 POWER

BENEFICIALLY 6

OWNED  
 BY

1,182,878  
 SOLE  
 DISPOSITIVE  
 POWER

EACH 7

REPORTING  
 PERSON 8

- 0 -  
 SHARED  
 DISPOSITIVE  
 POWER

WITH:

1,182,878

9    AGGREGATE  
 AMOUNT  
 BENEFICIALLY  
 OWNED BY EACH

REPORTING PERSON

1,182,878

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW 9

7.4% (4)  
12 TYPE OF REPORTING  
PERSON\*

IN

(4) Based on a total of 15,994,057 shares of Common Stock outstanding as of May 1, 2016, as reported on the Issuer's Quarterly Report on Form 10-Q filed with the Commission on May 4, 2016.

5

**Item 1(a). Name of Issuer:**

Xerium Technologies, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

14101 Capital Boulevard

Youngsville, North Carolina 27596

**Item 2(a). Name of Person Filing:**

This Schedule 13G is being filed jointly by TSSP Sub-Fund HoldCo LLC, a Delaware limited liability company ("Sub-Fund HoldCo"), David Bonderman, James G. Coulter and Alan Waxman (each a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing attached hereto in accordance with Rule 13d-1(k)(1) under the Act.

Sub-Fund HoldCo, is the sole member of TOP III SPV GP, LLC, a Delaware limited liability company, which is the manager of PBB Investments I, LLC, a Delaware limited liability company (the "Fund"), which directly holds 1,182,878 shares of Common Stock of the Issuer (the "Shares"). Because of Sub-Fund HoldCo's relationship to the Fund, Sub-Fund HoldCo may be deemed to beneficially own the Shares.

Sub-Fund HoldCo is managed by its board of directors, whose members are David Bonderman, James G. Coulter and Alan Waxman. Messrs. Bonderman, Coulter and Waxman disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC

301 Commerce Street, Suite 3300

Forth Worth, Texas 76102

**Item 2(c). Citizenship:**

See response to Item 4 of each of the cover pages.

**Item 2(d). Titles of Classes of Securities:**

Common Stock, par value \$0.001 per share ("Common Stock")

**Item 2(e). CUSIP Number:**

98416J118

Item 3. If this Statement is Filed Pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a(n):

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_

**Item 4. Ownership**

(a) **Amount beneficially owned:**

See responses to Item 9 on each cover page.

(b) **Percent of class:**

See responses to Item 11 on each cover page.

(c) **Number of shares as to which such person has:**

(i) Sole power to vote or to direct the vote:

See responses to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

See responses to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See responses to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

See response to Item 2(a) above.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

By signing below each of the undersigned certifies that, to the best of its or his 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, other than activities solely in connection with a nomination under § 240.14a-11.

**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.

Dated: June 20, 2016

TSSP Sub-Fund HoldCo LLC

By: /s/ David Stiepleman

Name: David Stiepleman

Title: Vice President

David Bonderman

By: /s/ Clive Bode

Name: Clive Bode, on behalf of David Bonderman (5)

James G. Coulter

By: /s/ Clive Bode

Name: Clive Bode, on behalf of James G. Coulter (6)

Alan Waxman

By: /s/ David Stiepleman

Name: David Stiepleman, on behalf of Alan Waxman (7)

\_\_\_\_\_

(5) Clive Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Bonderman on June 22, 2015 (SEC File No. 005-87680).



(6) Clive Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Coulter on June 22, 2015 (SEC File No. 005-87680).

(7) David Stiepleman is signing on behalf of Mr. Waxman pursuant to an authorization and designation letter dated May 20, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13G filed by Mr. Waxman on September 18, 2015 (SEC File No. 005-81344).

**Exhibit Index**

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act.

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