

Innophos Holdings, Inc.  
Form SC 13G/A  
February 17, 2009

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

**SCHEDULE 13G**

**Information Statement Pursuant to Rules 13d-1 and 13d-2**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**Innophos Holdings, Inc.**

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

45774N 10 8

(CUSIP Number)

December 31, 2008

# Edgar Filing: Innophos Holdings, Inc. - Form SC 13G/A

(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)

\* 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).

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital Fund VII, LLC

EIN No.: 22-3850292

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

1,488,883 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

1,488,883 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,488,883 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.08%

12. TYPE OF REPORTING PERSON

OO- Other

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital Fund VIII, LLC

EIN No.: 20-1218594

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

1,679,015 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

1,679,015 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,679,015 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.99%

12. TYPE OF REPORTING PERSON

OO- Other

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates III, LLC

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

267,785 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

267,785 Shares

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

267,785 Shares

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.27%

12. TYPE OF REPORTING PERSON

OO- Other



1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP T Associates III, LLC

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

28,565 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

28,565 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,565 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.14%

12. TYPE OF REPORTING PERSON

OO- Other

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates III-B, LLC

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

18,308 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

18,308 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,308 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.09%

12. TYPE OF REPORTING PERSON

OO- Other

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP T Associates III-B, LLC

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

5,483 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

5,483 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,483 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%

12. TYPE OF REPORTING PERSON

OO- Other

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

The name of the issuer to which this filing on Schedule 13G/A relates is Innophos Holdings, Inc. (the Company ).

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

The principal executive offices of the Company are located at 259 Prospect Plains Road, Cranbury, New Jersey 08512.

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

This statement is being filed on behalf of the following (collectively, the Reporting Persons ): (1) Bain Capital Fund VII, LLC (Fund VII LLC ), a Delaware limited liability company, (2) Bain Capital Fund VIII, LLC (Fund VIII LLC ), a Delaware limited liability company, (3) BCIP Associates III, LLC, a Delaware limited liability company (BCIP III LLC ), (4) BCIP T Associates III, LLC, a Delaware limited liability company (BCIP T III LLC ), (5) BCIP Associates III-B, LLC, a Delaware limited liability company (BCIP III-B LLC ), and (6) BCIP T Associates III-B, LLC, a Delaware limited liability company (BCIP T III-B LLC ).

Bain Capital Investors, LLC (BCI ) is the sole general partner of Bain Capital Partners VII, L.P. (BCP VII ), which is the sole general partner of Bain Capital Fund VII, L.P. (Fund VII ), which is the managing and sole member of Fund VII LLC. BCI is the sole general partner of Bain Capital Partners VIII, L.P. (BCP VIII ), which is the sole general partner of Bain Capital Fund VIII, L.P. (Fund VIII ), which is the managing and sole member of Fund VIII LLC. BCIP Associates III, a Cayman Islands partnership (BCIP III ) is the manager and sole member of BCIP III LLC. BCIP Trust Associates III, a Cayman Islands partnership (BCIP Trust III ) is the manager and sole member of BCIP T III LLC. BCIP Associates III-B, a Cayman Islands partnership (BCIP III-B ) is the manager and sole member of BCIP III-B LLC. BCIP Trust Associates III-B, a Cayman Islands partnership (BCIP Trust III-B ) is the manager and sole member of BCIP T III-B LLC. BCI is the managing partner of each of BCIP III, BCIP Trust III, BCIP III-B, and BCIP Trust III-B.

Fund VII LLC, Fund VIII LLC, BCIP III LLC, BCIP T III LLC, BCIP III-B LLC, and BCIP III-B LLC have entered into a Joint Filing Agreement, dated February 14, 2007, pursuant to which Fund VII LLC, Fund VIII LLC, BCIP III LLC, BCIP T III LLC, BCIP III-B LLC, and BCIP T III-B LLC have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934.

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

The principal business address of each of the Reporting Persons, BCI, BCP VII, Fund VII, BCP VIII and Fund VIII is c/o Bain Capital Investors, LLC, 111 Huntington Avenue, Boston, Massachusetts 02199.

Item 2 (c). **Citizenship**

Each of the Reporting Persons, BCI, BCP VII, Fund VII, BCP VIII and Fund VIII is organized under the laws of the State of Delaware.

Item 2 (d). **Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G/A relates is Common Stock, par value \$0.001 per share.

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

The CUSIP number of the Company's Common Stock is 45774N 10 8.

Item 3. **Not Applicable.**

**Item 4. Ownership**

**Item 4 (a). Amount beneficially owned**

This Schedule 13G/A is being filed on behalf of the Reporting Persons. The Reporting Persons may be deemed to beneficially own in the aggregate 3,488,039, shares of Common Stock of the Company representing, in the aggregate, 16.59% of the Company's Common Stock. The percentage of Common Stock held by the Reporting Persons is based on 21,020,745 shares of Common Stock of the Company outstanding (the Outstanding Shares) as of September 30, 2008 based on the Company Form 10-Q for the period ended September 30, 2008.

As of the close of business on December 31, 2008, the following shares were owned by the Reporting Persons:

Fund VII LLC owned 1,488,883 shares of the Common Stock of the Company, representing approximately 7.08% of the Outstanding Shares. Fund VII LLC acts by and through its managing and sole member, Fund VII. Fund VII acts by and through its sole general partner, BCP VII. BCP VII acts by and through its sole general partner, BCI.

Fund VIII LLC owned 1,679,015 shares of the Common Stock of the Company, representing approximately 7.99% of the Outstanding Shares. Fund VIII LLC acts by and through its managing and sole member, Fund VIII. Fund VIII acts by and through its sole general partner, BCP VIII. BCP VIII acts by and through its sole general partner, BCI.

BCIP III LLC owned 267,785 shares of the Common Stock of the Company, representing approximately 1.27% of the Outstanding Shares. BCIP III LLC acts by and through its manager and sole member, BCIP III. BCIP III acts by and through its managing partner, BCI.

BCIP T III LLC owned 28,565 shares of the Common Stock of the Company, representing approximately 0.14% of the Outstanding Shares. BCIP T III LLC acts by and through its manager and sole member, BCIP Trust III. BCIP Trust III acts by and through its managing partner, BCI.

BCIP III-B LLC owned 18,308 shares of the Common Stock of the Company, representing approximately 0.09% of the Outstanding Shares. BCIP III-B LLC acts by and through its manager and sole member, BCIP III-B. BCIP III-B acts by and through its managing partner, BCI.

BCIP T III-B LLC owned 5,483 shares of the Common Stock of the Company, representing approximately 0.03% of the Outstanding Shares. BCIP T III-B LLC acts by and through its manager and sole member, BCIP Trust III-B. BCIP Trust III-B acts by and through its managing partner, BCI.

**Item 4 (b). Percent of Class**

See Item 4(a) hereof.

**Item 4 (c). Number of shares as to which such person has:**

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

Fund VII LLC 1,488,883

Fund VIII LLC 1,679,015

BCIP III LLC 267,785

BCIP T III LLC 28,565

BCIP III-B LLC 18,308

BCIP T III-B LLC 5,483

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

0

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

Fund VII LLC 1,488,883

Fund VIII LLC 1,679,015



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BCIP III LLC	267,785
BCIP T III LLC	28,565
BCIP III-B LLC	18,308
BCIP T III-B LLC	5,483

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

0

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

Not Applicable.

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:**

Not Applicable.

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

Not Applicable.

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

Not Applicable.

Item 10. **Certification**

Not Applicable.

**SIGNATURES**

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: February 17, 2009

**BAIN CAPITAL FUND VII, LLC**

By: Bain Capital Fund VII, L.P., its sole member  
By: Bain Capital Partners VII, L.P., its general partner  
By: Bain Capital Investors, LLC, its general partner

**BAIN CAPITAL FUND VIII, LLC**

By: Bain Capital Fund VIII, L.P., its sole member  
By: Bain Capital Partners VIII, L.P., its general partner  
By: Bain Capital Investors, LLC, its general partner

**BCIP ASSOCIATES III, LLC**

By: BCIP Associates III, its sole member  
By: Bain Capital Investors, LLC, its managing partner

**BCIP T ASSOCIATES III, LLC**

By: BCIP Trust Associates III, its sole member  
By: Bain Capital Investors, LLC, its managing partner

**BCIP ASSOCIATES III-B, LLC**

By: BCIP Associates III-B, its sole member  
By: Bain Capital Investors, LLC, its managing partner

**BCIP T ASSOCIATES III-B, LLC**

By: BCIP Trust Associates III-B, its sole member  
By: Bain Capital Investors, LLC, its managing partner

By: /s/ Michael F. Goss  
Name: Michael F. Goss  
Title: Managing Director