

MADISON DEARBORN CAPITAL PARTNERS IV LP  
 Form 3  
 October 27, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |                                      |  |  |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *                       |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol  |  |
| Â MADISON DEARBORN CAPITAL PARTNERS IV LP                       |         |          | (Month/Day/Year)                     | First Wind Holdings Inc. [WIND]  |  |
| (Last)  | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| THREE FIRST NATIONAL PLAZA, SUITE 4600,Â 70 WEST MADISON STREET |         |          |                                      | (Check all applicable)   |  |
| (Street)  |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner                    | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| CHICAGO,Â ILÂ 60602   |         |          |                                      | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person                      |
| (City)  | (State) | (Zip)    |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|  |  |   |   |   |   |
|--|--|---|---|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|

|                     |                    |       |                                  |          |  |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MADISON DEARBORN CAPITAL PARTNERS IV LP<br>THREE FIRST NATIONAL PLAZA, SUITE 4600<br>70 WEST MADISON STREET<br>CHICAGO, IL 60602 | ^             | ^ X       | ^       | ^     |
| MADISON DEARBORN PARTNERS IV LP<br>THREE FIRST NATIONAL PLAZA, SUITE 4600<br>70 WEST MADISON STREET<br>CHICAGO, IL 60602         | ^             | ^ X       | ^       | ^     |

## Signatures

MADISON DEARBORN CAPITAL PARTNERS IV, L.P., By: MADISON DEARBORN PARTNERS IV, L.P., Its: General Partner, By: MADISON DEARBORN PARTNERS, L.L.C., Its: General Partner, By: Mark B. Tresnowski, Its: Managing Director 10/27/2010

\*\*Signature of Reporting Person Date

MADISON DEARBORN PARTNERS IV, L.P., By: MADISON DEARBORN PARTNERS, L.L.C., Its: General Partner, By: Mark B. Tresnowski, Its: Managing Director 10/27/2010

\*\*Signature of Reporting Person Date

## Explanation of Responses:

### No securities are beneficially owned

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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### Remarks:

Immediately prior to the closing of First Wind Holdings Inc.'s (the "Issuer's") initial public offering

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.