### Edgar Filing: GTCR GOLDER RAUNER II LLC - Form 4

GTCR GOLDER RAUNER II LLC Form 4 June 01, 2009 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).									OMB Number: Expires: Estimated a burden hour response		
(Print or Type I	Responses)										
GTCR PARTNERS VIII L P Symbol					l Ticker or Ti Holdings, l	C		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/D 300 N. LASALLE STREET, SUITE 05/29/20				of Earliest Transaction Day/Year) 2009				Director     _X_ 10% Owner       Officer (give title     Other (specify below)			
Filed(Mor				endment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li> Form filed by One Reporting Person</li> <li>_X_ Form filed by More than One Reporting</li> </ul>			
Person Person								1 0			
(City)		(Zip)		e I - Non-D	Derivative Se	ecuriti	ies Acqı	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			of (D)	5. Amount of Securities6.BeneficiallyOwnershipBeneficiallyForm: DirectOwned(D) orFollowingIndirect (I)Reported(Instr. 4)Transaction(s)(Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, par value \$0.01 per share	05/29/2009			S	118,745 (1)	D	\$ 6.12 (2)	0	D		
Common Stock, par value \$0.01 per share								6,759,998	Ι	See footnote (3)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Securi (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
GTCR PARTNERS VIII L P 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654		Х					
GTCR GOLDER RAUNER II LLC 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654		Х					
Signatures							
/s/ Dennis M. Myers under a Power of Attorney	of	06/0	1/2009				
**Signature of Reporting Person		D	ate				

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).

Reflects shares received by GTCR Partners VIII, L.P. ("GTCR Partners VIII") as a result of pro rata distributions from GTCR Fund VIII,
 (1) L.P. ("Fund VIII") and GTCR Fund VIII/B, L.P. ("Fund VIII/B") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

(2)

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Reflects the weighted average price of the shares sold. The prices actually received ranged from \$6.12 to \$6.15. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Reflects 5,750,766 shares held directly by Fund VIII and 1,009,232 shares held directly by Fund VIII/B. GTCR Partners VIII is the general partner of Fund VIII and Fund VIII/B, and GTCR Golder Rauner II, L.L.C. ("GTCR II") is the general partner of GTCR Partners VIII. As such, GTCR Partners VIII and GTCR II may be deemed to be beneficial owners of the 6,759,998 shares reported in Table I.

(3) VIII. As such, OTCR Fathers VIII and OTCR II may be declined to be beneficial owners of the 0,757,576 shares reported in Table I. GTCR Partners VIII and GTCR II expressly disclaim beneficial ownership of such shares reported in Table I, except to the extent of their pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR Partners VIII or GTCR II is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.

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.