

Edgar Filing: DIALOG SEMICONDUCTOR PLC - Form SC 13G/A

DIALOG SEMICONDUCTOR PLC
Form SC 13G/A
February 14, 2003

OMB APPROVAL

OMB Number: 3235-0145

Expires: December 31, 2005

Estimated average burden
hours per response. . . 11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

DIALOG SEMICONDUCTOR PLC

(Name of Issuer)

Ordinary Shares, (pound)0.10 par value per Share

(Title of Class of Securities)

252498902

(CUSIP Number)

December 31, 2002

(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)
[X] 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 the 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

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but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 252498902

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1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Apax Scotland VI LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Scotland

5. SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6. SHARED VOTING POWER
11,795,793

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
11,795,793

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,795,793

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
26.8%

12. TYPE OF REPORTING PERSON (See Instructions)
PN

CUSIP NO. 252498902

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1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Apax Scotland VI Co. Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) []

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Scotland

5. SOLE VOTING POWER
0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

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(See Instructions) []

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26.8%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

CUSIP NO. 252498902

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1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Apax Partners Holdings Ltd

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
England

5. SOLE VOTING POWER
0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6. SHARED VOTING POWER
11,795,793

7. SOLE DISPOSITIVE POWER
0

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8. SHARED DISPOSITIVE POWER
11,795,793

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,795,793

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
26.8%

12. TYPE OF REPORTING PERSON (See Instructions)
PN

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1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Apax Partners Ltd

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Scotland

5. SOLE VOTING POWER
0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6. SHARED VOTING POWER
11,795,793

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
11,795,793

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11,795,793

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
26.8%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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1. NAMES OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Apax Germany II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER
0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6. SHARED VOTING POWER
11,795,793

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
11,795,793

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,795,793

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
26.8%

12. TYPE OF REPORTING PERSON (See Instructions)
PN

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Item 1. (a) Name of Issuer:

Dialog Semiconductor PLC

(b) Address of Issuer's Principal Executive Offices:

Neue Strasse 95
D-73230 Kirchheim/Tech-Nabern
Germany

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

(i) Apax Scotland VI Co. Limited, a limited liability company organised under the laws of Scotland, (ii) Apax Scotland VI LP, a limited liability partnership organised under the laws of Scotland, (iii) Apax Partners Holdings Ltd, a limited liability company organised under the laws of England and Wales, and (iv) Apax Partners Limited, a limited liability company organised under the laws of England and Wales, under the following capacities:

Apax Scotland VI Co. Limited is the General Partner of Apax Scotland VI LP, which is the General Partner of the following funds (the "Funds"), each of which owns Ordinary Shares of the Issuer:

APAX UK VI-A, L.P.
APAX UK VI-B, L.P.
APAX UK VI-C, L.P.
APAX UK VI-D, L.P.
APAX UK VI-E, L.P.

Apax Partners Holdings Ltd is the controlling stockholder of Apax Partners Ltd, which is the Manager of each of the Funds.

and (v) Apax Germany II, L.P., a Delaware limited partnership,

The filing of this statement is not an admission by any Reporting Person that such Reporting Person and any other Reporting Person or Reporting Persons constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that any Reporting Person is the beneficial owner of any securities owned by any other Reporting Person.

(b) Address of Principal Business Office or, if none, Residence:

15 Portland Place
London, W1B 1PT England

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(c) Citizenship:

Apax Scotland VI LP and Apax Scotland VI Co. Limited
Scotland

Apax Partners Ltd and Apax Partners Holdings Ltd
England and Wales

Apax Germany II, L.P.
Delaware

(d) Title of Class of Securities:

Ordinary Shares, (pound)0.10 par value per Share

(e) CUSIP Number:

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252498902

- Item 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under Section 15 of the Act.
 - (b) Bank as defined in Section 3(a)(6) of the Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
 - (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
 - (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 11,795,793.
- (b) Percent of class: 26.8.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote NIL.
 - (ii) Shared power to vote or to direct the vote 11,795,793.
 - (iii) Sole power to dispose or to direct the disposition of NIL.
 - (iv) Shared power to dispose or to direct the disposition of 11,795,793.

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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 or Control Person.

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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.

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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.

12 February 2003

(Date)

APAX SCOTLAND VI LP
By: APAX SCOTLAND VI CO LIMITED
its General Partner

By: /s/ Clive Richard Sherling

Clive Richard Sherling, Director

By: /s/ Peter David Englander

Peter David Englander, Director

APAX PARTNERS LTD

By: /s/ Clive Richard Sherling

Clive Richard Sherling, Director

By: /s/ Peter David Englander

Peter David Englander, Director

APAX GERMANY II, LP
By: APAX PARTNERS & CO. (GERMANY) II LTD.
its Managing General Partner

By: /s/ Ronald Mourad Cohen

APAX SCOTLAND VI CO LIMITED

By: /s/ Clive Richard Sherling

Clive Richard Sherling,
Director

By: /s/ Peter David Englander

Peter David Englander,
Director

APAX PARTNERS HOLDINGS LTD

By: /s/ Clive Richard Sherling

Clive Richard Sherling,
Director

By: /s/ Peter David Englander

Peter David Englander,
Director

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Ronald Mourad Cohen, Director

By: /s/ Paul Adrian Barlow Beecroft

Paul Adrian Barlow Beecroft,
Director

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the persons named below agree to the joint filing of a statement on Schedule 13G, including amendments thereto, with respect to the ordinary shares of Dialog Semiconductors plc, and further agree that this Joint Filing Agreement be included as an exhibit to such filings, provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in any number of counterparts, all of which collectively shall constitute one and the same instrument.

12 February 2003

(Date)

APAX SCOTLAND VI LP
By: APAX SCOTLAND VI CO LIMITED
its General Partner

By: /s/ Clive Richard Sherling

Clive Richard Sherling, Director

By: /s/ Peter David Englander

Peter David Englander, Director

APAX SCOTLAND VI CO LIMITED

By: /s/ Clive Richard Sherling

Clive Richard Sherling,
Director

By: /s/ Peter David Englander

Peter David Englander,
Director

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APAX PARTNERS LTD

By: /s/ Clive Richard Sherling

Clive Richard Sherling, Director

By: /s/ Peter David Englander

Peter David Englander, Director

APAX GERMANY II, LP
By: APAX PARTNERS & CO. (GERMANY) II LTD.
its Managing General Partner

By: /s/ Ronald Mourad Cohen

Ronald Mourad Cohen, Director

By: /s/ Paul Adrian Barlow Beecroft

Paul Adrian Barlow Beecroft,
Director

APAX PARTNERS HOLDINGS LTD

By: /s/ Clive Richard Sherling

Clive Richard Sherling,
Director

By: /s/ Peter David Englander

Peter David Englander,
Director