

Edgar Filing: ENCORE ACQUISITION CO - Form SC 13G/A

ENCORE ACQUISITION CO
Form SC 13G/A
March 16, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(AMENDMENT NO. 2)*

ENCORE ACQUISITION COMPANY

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

29255W100

(CUSIP Number)

March 12, 2004

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

CUSIP No. 29255W100

13G

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Warburg, Pincus Equity
Partners, L.P.

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13-3986317

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

(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

5,419,947

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

5,419,947

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,419,947

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

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

17.83%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 29255W100

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Page 3 of 10 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Warburg Pincus & Co.

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13-6358475

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

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

5,419,947

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

5,419,947

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,419,947

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

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

17.83%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 29255W100

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Warburg Pincus LLC

13-4069737

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

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

5,419,947

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

5,419,947

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,419,947

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

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

17.83%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a) Name of Issuer:

Encore Acquisition Company

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

777 Main Street, Suite 1400 Fort Worth, TX 76102

Items 2(a)

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Name of Person Filing; Address of Principal Business

Office:

Filed by and on behalf of Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership, ("WPEP"); Warburg Pincus & Co., a New York general partnership ("WP"), which is the general partner of WPEP; and Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which manages WPEP. The members of WP LLC are substantially the same as the partners of WP.

Item 2(b)

Address of Principal Business Office or, if None,

Residence

The business address of each of the foregoing is 466 Lexington Avenue, New York, NY 10017

Item 2(c)

Citizenship:

WPEP is a Delaware limited partnership, WP is a New York general partnership and WP LLC is a New York limited liability company.

Item 2(d)

Title of Class of Securities:

Common Stock, par value \$0.01 per share ("Common Stock")

Item 2(e)

CUSIP Number:

29255W100

Item 3

If this statement is filed pursuant to

ss.ss. 240.13d-1(b) or 240.13d-2(b) or (c), check

whether the person is filing as a:

Not Applicable

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Item 4.

Ownership:

Warburg, Pincus Equity Partners, L.P.

(a) Amount beneficially owned: 5,419,947 shares of
Common Stock, as of March 12, 2004.

(b) Percent of Class: 17.83%

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- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote:
5,419,947
- (iii) Sole power to dispose of or direct
the disposition of: -0-
- (iv) Shared power to dispose of or direct the
disposition of: 5,419,947

Warburg Pincus & Co.

- (a) Amount beneficially owned: 5,419,947 shares of
Common Stock, as of March 12, 2004.
- (b) Percent of Class: 17.83%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the
vote: 5,419,947
- (iii) Sole power to dispose of or direct
the disposition of: -0-
- (iv) Shared power to dispose of or
direct the disposition of: 5,419,947

Warburg Pincus LLC

- (a) Amount beneficially owned: 5,419,947 shares of
Common Stock, as of March 12, 2004.
- (b) Percent of Class: 17.83%

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- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote:
5,419,947
- (iii) Sole power to dispose of or direct
the disposition of: -0-
- (iv) Shared power to dispose of or direct the
disposition of: 5,419,947

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

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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:

By signing below the reporting persons certify that, to the best of their 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.

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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.

Dated: March 16, 2004

WARBURG, PINCUS EQUITY PARTNERS, L.P. (1)
By: Warburg Pincus & Co., General Partner

By: /s/ Scott A. Arenare 3/16/04

Name: Scott A. Arenare Date
Title: Partner

WARBURG PINCUS & CO. (1)

By: /s/ Scott A. Arenare 3/16/04

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Name: Scott A. Arenare Date
Title: Partner

WARBURG PINCUS LLC (1)

By: /s/ Scott A. Arenare 3/16/04

Name: Scott A. Arenare Date
Title: Member

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Exhibit A

Exhibit Index:

1. Exhibit A - Joint Filing Agreement, dated as of February 7, 2002 (by and among Warburg, Pincus Equity Partners, L.P., Warburg Pincus & Co. and Warburg Pincus LLC pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934) filed with the SEC with Form 13G on February 7, 2002, is incorporated by reference.

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 Sec. 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)

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