PATHEON INC Form SC 13G/A February 14, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

PATHEON INC. (Name of Issuer)

Restricted Voting Shares (Title of Class of Securities)

70319W108 (CUSIP Number)

December 31, 2012 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

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 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).

^{*} 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.

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CUSIP No. 70319W108		13G	Page	2	of	30	Pages				
	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)										
2. CHECK THE A GROUP	JLL Patheon Holdings, Cooperatief U.A. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) o (b) o										
3. SEC USE ONL	SEC USE ONLY										
4. CITIZENSHIP	4. CITIZENSHIP OR PLACE OF ORGANIZATION										
The Netherland	s 5.	SOLE	VOTING F	POWE	R						
NUMBER OF SHARES	6.	None SHAR	RED VOTIN	IG PO'	WER						
BENEFICIALLY	78,144	-		OWED							
OWNED BY EACH REPORTING	7.	SOLE	DISPOSIT	IVEP	JWEK						
PERSON WITH	8.	None SHAR	ED DISPO	SITIV	E POW	ER					
AGGREGATE 9.	AMOUNT BENEF	78,144 ICIALLY O	-	EACH	I REPO	ORTIN	G PERSON				
EXCLUDES C	78,144,986 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)										
11. 55.9% (based of	55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013)										
TYPE OF REPO	TYPE OF REPORTING PERSON (See Instructions)										
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CUSIP No. 70319W108 13G Page 3 of 30 **Pages** NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) JLL Patheon Holdings, LLC 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o **GROUP** (b) o (See Instructions) 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Delaware 5. SOLE VOTING POWER None SHARED VOTING POWER NUMBER OF 6. **SHARES BENEFICIALLY** 78,144,986 SOLE DISPOSITIVE POWER OWNED BY EACH 7. **REPORTING** PERSON WITH None 8. SHARED DISPOSITIVE POWER 78,144,986 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 78,144,986 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) 10. 0 EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013) TYPE OF REPORTING PERSON (See Instructions) 12. OO

CUSIP No. 70319W108 13G Page of 30 **Pages** NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) JLL Partners Fund V (Patheon), L.P. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o **GROUP** (b) o (See Instructions) 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Cayman Islands 5. **SOLE VOTING POWER** None NUMBER OF 6. SHARED VOTING POWER **SHARES BENEFICIALLY** 78,144,986 OWNED BY EACH 7. SOLE DISPOSITIVE POWER **REPORTING** PERSON WITH None 8. SHARED DISPOSITIVE POWER 78,144,986 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 78,144,986 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) 10. o **EXCLUDES CERTAIN SHARES (See Instructions)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013) TYPE OF REPORTING PERSON (See Instructions) 12. PN

CUSIP No. 70319W108 13G Page 5 of 30 **Pages** NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) JLL Associates V (Patheon), L.P. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o **GROUP** (b) o (See Instructions) 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Cayman Islands 5. **SOLE VOTING POWER** None NUMBER OF 6. SHARED VOTING POWER **SHARES BENEFICIALLY** 78,144,986 OWNED BY EACH 7. SOLE DISPOSITIVE POWER **REPORTING** PERSON WITH None 8. SHARED DISPOSITIVE POWER 78,144,986 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 78,144,986 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) 10. o **EXCLUDES CERTAIN SHARES (See Instructions)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013) TYPE OF REPORTING PERSON (See Instructions) 12. PN

CUSIP No. 70319W108 13G Page of 30 **Pages** NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) JLL Partners Associates G.P. V (Patheon), Ltd. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o **GROUP** (b) o (See Instructions) 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Cayman Islands 5. **SOLE VOTING POWER** None NUMBER OF 6. SHARED VOTING POWER **SHARES BENEFICIALLY** 78,144,986 OWNED BY EACH 7. SOLE DISPOSITIVE POWER **REPORTING** PERSON WITH None 8. SHARED DISPOSITIVE POWER 78,144,986 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 78,144,986 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) 10. o **EXCLUDES CERTAIN SHARES (See Instructions)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013) TYPE OF REPORTING PERSON (See Instructions) 12. CO

CUSIP	No. 70319W108		13G	Page	7	of	30	Pages	
1.	NAMES OF REPORTING I.R.S. IDENTIFICATION			RSONS (E	ENTIT	ES O	NLY)		
2.	Paul S. Levy CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						(a) (b)	0 0	
3.	SEC USE ONLY								
4.	CITIZENSHIP OR PLACE	E OF ORG	ANIZATION	N					
	United States of America	5.	SOLE V	OTING I	POWE	R			
	NUMBER OF SHARES	6.	None SHARE	D VOTIN	IG PO	WER			
	ENEFICIALLY VNED BY EACH REPORTING	7.	78,144,9 SOLE D	986 PISPOSIT	IVE PO	OWER			
F	PERSON WITH	8.	None SHARE	D DISPO	SITIV	E POW	/ER		
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11.	55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013)								
12.	TYPE OF REPORTING P	ERSON (S	ee Instruction	ns)					

CUSIP No. 70319W108 13G Page 30 **Pages** of NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Daniel Agroskin 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o **GROUP** (b) o (See Instructions) 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. United States of America 5. **SOLE VOTING POWER** None NUMBER OF 6. SHARED VOTING POWER **SHARES BENEFICIALLY** 78,144,986 OWNED BY EACH 7. SOLE DISPOSITIVE POWER **REPORTING** PERSON WITH None 8. SHARED DISPOSITIVE POWER 78,144,986 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 78,144,986 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) 10. o **EXCLUDES CERTAIN SHARES (See Instructions)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013) TYPE OF REPORTING PERSON (See Instructions) 12. IN

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CUSIP No. 70319W108 13G Page 10 of 30 **Pages** NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Michael J. Schwartz 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o **GROUP** (b) o (See Instructions) 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. United States of America 5. **SOLE VOTING POWER** None NUMBER OF 6. SHARED VOTING POWER **SHARES BENEFICIALLY** 78,144,986 OWNED BY EACH 7. SOLE DISPOSITIVE POWER **REPORTING** PERSON WITH None 8. SHARED DISPOSITIVE POWER None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 78,144,986 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) 10. o **EXCLUDES CERTAIN SHARES (See Instructions)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013) TYPE OF REPORTING PERSON (See Instructions) 12. IN

CUSIP No. 70319W108 13G Page 11 of 30 **Pages** NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Frank J. Rodriguez 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o **GROUP** (b) o (See Instructions) 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. United States of America 5. **SOLE VOTING POWER** None NUMBER OF 6. SHARED VOTING POWER **SHARES BENEFICIALLY** 78,144,986 OWNED BY EACH 7. SOLE DISPOSITIVE POWER **REPORTING** PERSON WITH None 8. SHARED DISPOSITIVE POWER None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. 78,144,986 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) 10. o **EXCLUDES CERTAIN SHARES (See Instructions)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013) TYPE OF REPORTING PERSON (See Instructions) 12. IN

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CUSIP	No. 70319W108	1	3G	Page	13	of	30	Pages			
1.	 NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 										
2.	Kevin T. Hammond CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) o (b) o										
3.	SEC USE ONLY										
4.	4. CITIZENSHIP OR PLACE OF ORGANIZATION										
	United States of America	5.	SOLE V	OTING I	POWER	₹					
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