

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:

- 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 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 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).

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JLL Patheon Holdings, Cooperatief U.A.

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

(a)	<input type="radio"/>
(b)	<input type="radio"/>

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

78,144,986

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

78,144,986

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 78,144,986

10. 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 on 139,806,375 restricted voting shares outstanding as of February 12, 2013)

TYPE OF REPORTING PERSON (See Instructions)

12. OO

- 1. 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 GROUP

(a)	o
(b)	o

(See Instructions)

- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- 5. SOLE VOTING POWER

None

- 6. SHARED VOTING POWER

78,144,986

- 7. SOLE DISPOSITIVE POWER

None

- 8. SHARED DISPOSITIVE POWER

78,144,986

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 9. 78,144,986

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

- 12. TYPE OF REPORTING PERSON (See Instructions)
OO

CUSIP No. 70319W108 13G Page 4 of 30 Pages

1. 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 GROUP (See Instructions)
- | | | |
|--|-----|---|
| | (a) | o |
| | (b) | o |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

78,144,986

- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

78,144,986

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 78,144,986

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- o

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

1. 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 GROUP (See Instructions)

(a)	o
(b)	o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

78,144,986

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

78,144,986

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 78,144,986

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

o

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 6 of 30 Pages

- 1. 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 GROUP (See Instructions)

(a)	o
(b)	o

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

- 5. SOLE VOTING POWER

None

- 6. SHARED VOTING POWER
- 7. SOLE DISPOSITIVE POWER
- 8. SHARED DISPOSITIVE POWER

78,144,986

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,144,986

- 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

o

- 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

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul S. Levy

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

United States of America

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER
- 78,144,986
7. SOLE DISPOSITIVE POWER
8. SHARED DISPOSITIVE POWER

78,144,986

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,144,986

10. 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 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 8 of 30 Pages

1. 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 GROUP (See Instructions)

(a)	o
(b)	o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER

78,144,986

8. SHARED DISPOSITIVE POWER

78,144,986

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,144,986

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

o

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

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Eugene Hahn

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

NUMBER OF
SHARES

78,144,986

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 78,144,986

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- o

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

1. 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 GROUP (See Instructions)
- | | | |
|--|-----|---|
| | (a) | o |
| | (b) | o |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

NUMBER OF
SHARES

78,144,986

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 78,144,986

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) o

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

1. 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 GROUP (See Instructions)

(a)	<input type="radio"/>
(b)	<input type="radio"/>

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

NUMBER OF
SHARES

78,144,986

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 78,144,986

10. 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 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 12 of 30 Pages

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alexander R. Castaldi

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

(a)	o
(b)	o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

NUMBER OF
SHARES

78,144,986

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 78,144,986

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

o

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 13 of 30 Pages

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kevin T. Hammond

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

	(a)	o
	(b)	o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

None

6. SHARED VOTING POWER

NUMBER OF
SHARES

78,144,986

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

None

8. SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 78,144,986

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

o

11. 55.9% (based on 139,806,375 restricted voting shares outstanding as of February 12, 2013)