

Sabre Corp
Form 4
November 12, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Silver Lake Group, L.L.C.

(Last) (First) (Middle)

C/O SILVER LAKE, 2775 SAND
HILL ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Sabre Corp [SABR]

3. Date of Earliest Transaction
(Month/Day/Year)

11/10/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/10/2015		S		15,912,948	D	\$ 29.05 <u>(1)</u>	57,586,941	I
									See Explanation of Responses <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>
Common Stock	11/10/2015		J		250,000	D	\$ 0 <u>(7)</u>	57,336,941	I
									See Explanation of Responses <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

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

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(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Silver Lake Group, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X
Silver Lake Technology Associates II, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X
SILVER LAKE PARTNERS II L P C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X
Silver Lake Technology Investors II, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X

11/12/2015

Date _____

11/12/2015

Date _____

11/12/2015

Date _____

11/12/2015

Date _____

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).
- (1) The price represents the public offering price of \$29.27 per share of common stock ("Common Stock") of Sabre Corporation ("the Issuer") less the underwriters' discount of \$0.22 per share of Common Stock.
- Silver Lake Group, L.L.C. ("SLG") is the managing member of Silver Lake Technology Associates II, L.L.C. ("Associates II"), which is
- (2) the general partner of (a) Silver Lake Partners II, L.P. ("Partners II"), which directly holds 31,134,858 shares of Common Stock, and (b) Silver Lake Technology Investors II, L.P. ("Investors II"), which directly holds 126,203 shares of Common Stock.
- As the sole general partner of Partners II and Investors II, Associates II may be deemed to share voting and dispositive power with respect
- (3) to the shares of Common Stock directly held by Partners II and Investors II. As the sole managing member of Associates II, SLG may be deemed to share voting and dispositive power with respect to the shares of Common Stock directly held by Partners II and Investors II.
- Partners II is a member of Sovereign Manager Co-Invest, LLC, which is the managing member of Sovereign Co-Invest, LLC
- (4) ("Co-Invest"), which directly holds 26,325,880 shares of Common Stock. Co-Invest is managed by a management committee consisting of two managers, one of which is designated by Partners II. Because of the relationship among them, each of Partners II, Associates II and SLG may be deemed to share voting and dispositive power with respect to the shares of Common Stock directly held by Co-Invest.
- (5) Each of SLG, Associates II, Partners II and Investors II (collectively, the "Reporting Persons") disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein.
- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be
- (6) deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- (7) Distribution of 250,000 shares of Common Stock by Partners II through Associates II to certain direct and indirect members of Associates II for the sole purpose of charitable giving.

Remarks:

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

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.