

Edgar Filing: BERKSHIRE FUND V L P - Form SC 13D/A

BERKSHIRE FUND V L P
Form SC 13D/A
September 10, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(AMENDMENT NO. 2)

CROWN CASTLE INTERNATIONAL CORP.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

22822710

(CUSIP Number)

Carl Ferenbach
Berkshire Partners LLC
One Boston Place
Suite 3300
Boston, Massachusetts 02108
(617) 227-0050

With a copy to:
David C. Chapin, Esq.
Ropes & Gray
One International Place
Boston, Massachusetts 02110
(617) 951-7371

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 6, 2002

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
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CUSIP NO. 22822710

SCHEDULE 13D

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1. NAME OF REPORTING PERSONS

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Berkshire Fund V, Limited Partnership

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

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7. SOLE VOTING POWER

7,572,132.49

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER

7,572,132.49

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,572,132.49

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.56%

14. TYPE OF REPORTING PERSON

PN

CUSIP NO. 22822710

SCHEDULE 13D

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1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Berkshire Fund VI, Limited Partnership

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

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER
	8,159,446.64
	8. SHARED VOTING POWER
	9. SOLE DISPOSITIVE POWER
	8,159,446.64
	10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,159,446.64

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.83%

14. TYPE OF REPORTING PERSON

PN

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SCHEDULE 13D

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1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Berkshire Investors LLC

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

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3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7. SOLE VOTING POWER

846,236.66

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER

846,236.66

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

846,236.66

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.40%

14. TYPE OF REPORTING PERSON

PN

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This Amendment No. 2 to Schedule 13D is being filed to correct certain clerical errors contained in Annex A to Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed on September 9, 2002 jointly by Berkshire Fund V, Limited Partnership, a Massachusetts limited partnership, Berkshire Fund VI, Limited Partnership, a Massachusetts limited partnership and Berkshire Investors LLC, a Massachusetts limited liability company (collectively, the "Reporting Persons"). In Amendment No. 1, the Reporting Persons inadvertently listed the settlement dates rather than the trade dates as the "Date of Transaction" for their open market purchases of the Issuer's common stock. The revised Annex A attached hereto correctly lists the applicable trade dates as the "Date of Transaction" for such purchases. Unless otherwise set forth below, all

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previously reported Items are unchanged.

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SIGNATURES

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: September 10, 2002

BERKSHIRE FUND V, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC,
its General Partner

By: /s/ Carl Ferenbach

Name: Carl Ferenbach

Title: Managing Director

BERKSHIRE FUND VI, LIMITED PARTNERSHIP

By: Sixth Berkshire Associates LLC,
its General Partner

By: /s/ Carl Ferenbach

Name: Carl Ferenbach

Title: Managing Director

BERKSHIRE INVESTORS, LLC

By: /s/ Carl Ferenbach

Name: Carl Ferenbach

Title: Managing Director

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ANNEX A

COMMON STOCK

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Reporting Person	Date of Transaction	Number of Shares	Price Per Share	Where an Effectuated
Berkshire Fund V, Limited Partnership ("Fund V")	8/19/02	58,886	\$1.75*	Open Mar Broker-D
Berkshire Investors LLC ("Berkshire Investors")	8/19/02	3,114	\$1.75*	Open Mar Broker-D
Fund V	8/20/02	237,443	\$1.7481360158*	Open Mar Broker-D
Berkshire Investors	8/20/02	12,557	\$1.7481360158*	Open Mar Broker-D
Fund V	8/21/02	474,886	\$1.75*	Open Mar Broker-D
Berkshire Investors	8/21/02	25,114	\$1.75*	Open Mar Broker-D
Fund V	8/26/02	23,744	\$2.05*	Open Mar Broker-D
Berkshire Investors	8/26/02	1,256	\$2.05*	Open Mar Broker-D
Fund V	8/28/02	115,017	\$2.10*	Open Mar Broker-D
Berkshire Investors	8/28/02	6,083	\$2.10*	Open Mar Broker-D
Berkshire Fund VI, Limited Partnership ("Fund VI")	9/6/02	7,251,928	\$3.96**	Direct P
Fund V	9/6/02	7,251,928	\$3.96**	Direct S
Berkshire Investors	9/6/02	78,204	\$3.98**	Direct P
Fund V	9/6/02	78,204	\$3.98**	Direct S Investor

* The Price Per Share is calculated on a weighted average basis for all trades made by a Reporting Person on each date included on this chart and does not include amounts for brokerage commissions.

** Represents the average price per share and was obtained by dividing the aggregate amount paid (or received) for the shares by the total number of shares purchased (or sold).

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PREFERRED STOCK

Reporting Person	Date of Transaction	Number of Shares Purchased	Price Per Share*	Number of Shares of Common Stock upon Conversion	When Effective
Fund VI	9/6/02	669,295	\$16.31	907,518.64	Director V
Fund V	9/6/02	669,295	\$16.31	907,518.64	Director
Berkshire Investors	9/6/02	7,315	\$16.31	9,918.64	Director V
Fund V	9/6/02	7,315	\$16.31	9,918.64	Director Inve

* Represents the average price per share and was obtained by dividing the aggregate amount paid (or received) for the shares by the aggregate number of shares purchased (or sold)