

TA ASSOCIATES INC

Form 4

July 10, 2008

**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 \*  
TA ASSOCIATES INC

2. Issuer Name **and** Ticker or Trading  
Symbol  
CLAYTON HOLDINGS INC  
[CLAY]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
JOHN HANCOCK TOWER, 200  
CLARENDON ST, 56TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/02/2008

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☒ Other (specify  
below)

See General Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

BOSTON, MA 02116

(City) (State) (Zip)

**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                    | 07/02/2008                           |                                                    | D                              |                                                                   | 6,297,362 <u>(1)</u>                                                                          | D \$ <u>6 (11)</u>                                       | 0 I                                                   | See Footnote 6 <u>(6)</u> |
| Common Stock                    | 07/02/2008                           |                                                    | D                              |                                                                   | 1,484,323 <u>(2)</u>                                                                          | D \$ <u>6 (11)</u>                                       | 0 I                                                   | See Footnote 7 <u>(7)</u> |
| Common Stock                    | 07/02/2008                           |                                                    | D                              |                                                                   | 128,937 <u>(3)</u>                                                                            | D \$ <u>6 (11)</u>                                       | 0 I                                                   | See Footnote 8 <u>(8)</u> |
| Common                          | 07/02/2008                           |                                                    | D                              |                                                                   | 23,142 <sup>(4)</sup>                                                                         | D \$ 6                                                   | 0 I                                                   | See                       |

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|                 |            |   |                |   |              |   |   |                                       |
|-----------------|------------|---|----------------|---|--------------|---|---|---------------------------------------|
| Stock           |            |   |                |   | (11)         |   |   | Footnote<br>9 <sup>(9)</sup>          |
| Common<br>Stock | 07/02/2008 | D | 219,136<br>(5) | D | \$ 6<br>(11) | 0 | I | See<br>Footnote<br>10 <sup>(10)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title<br>or<br>Number<br>of<br>Shares               |                                                                             |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

TA ASSOCIATES INC  
JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR  
BOSTON, MA 02116

X X See General Remarks

TA IX LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES IX LLC  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

See General Remarks

TA / ATLANTIC & PACIFIC IV LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

TA ASSOCIATES AP IV LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND A LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND B LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES SPF LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA SUBORDINATED DEBT FUND LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES SDF LLC  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

## Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer

07/10/2008

\_\_Signature of Reporting Person

Date

TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

07/10/2008

\_\_Signature of Reporting Person

Date

TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

07/10/2008

\_\_Signature of Reporting Person

Date

TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

07/10/2008

\_\_Signature of Reporting Person

Date

TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

07/10/2008

\_\_Signature of Reporting Person

Date

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|                                                                                                                                                                             |            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer | 07/10/2008 |
| __Signature of Reporting Person                                                                                                                                             | Date       |
| TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer | 07/10/2008 |
| __Signature of Reporting Person                                                                                                                                             | Date       |
| TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer                                                            | 07/10/2008 |
| __Signature of Reporting Person                                                                                                                                             | Date       |
| TA Subordinated Debt Fund L.P., By TA Associates SDF LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer             | 07/10/2008 |
| __Signature of Reporting Person                                                                                                                                             | Date       |
| TA Associates SDF LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer                                                                     | 07/10/2008 |
| __Signature of Reporting Person                                                                                                                                             | 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) These securities were sold solely by TA IX L.P.
- (2) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
- (3) These securities were sold solely by TA Strategic Partners Fund A L.P.
- (4) These securities were sold solely by TA Strategic Partners Fund B L.P.
- (5) These securities were sold solely by TA Subordinated Debt Fund L.P.
- (6) These securities were owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P.
- (7) These securities were owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P.
- (8) These securities were owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P.
- (9) These securities were owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P.
- (10) These securities were owned solely by TA Subordinated Debt Fund L.P. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner of TA Subordinated Debt Fund L.P.
- (11) Converted pursuant to the merger agreement by and among the issuer, Cobra Acquisition Corp. and Cobra Green LLC into the right to receive \$6.00 per share in cash, without interest.

### Remarks:

The Reporting Persons had a representative on the Issuer's board of directors. Roger B. Kafker served as the Reporting Person

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.