

XERIUM TECHNOLOGIES INC  
Form SC 13G/A  
February 13, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**Xerium Technologies, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**98416J118**

(CUSIP Number)

**December 31, 2017**

(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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

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**CUSIP No.**            **13G Page 2 of 10**  
**98416J118**

NAME OF REPORTING  
PERSON

1

TSSP Sub-Fund HoldCo  
LLC

CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2        (a)

(b)

3        SEC USE ONLY  
CITIZENSHIP OR PLACE  
4        OF ORGANIZATION

Delaware

SOLE VOTING  
POWER

NUMBER<sup>5</sup>  
OF

- 0 -

SHARES<sup>6</sup>        SHARED VOTING  
POWER

BENEFICIALLY<sup>5</sup> 1,561,350

SOLE  
OWNED        DISPOSITIVE  
BY        7        POWER

EACH        - 0 -

REPORTING        SHARED  
PERSON<sup>8</sup>        DISPOSITIVE  
POWER

WITH:        1,561,350

9        AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING

PERSON

1,561,350

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

9.5% (1)

12 TYPE OF REPORTING  
PERSON

CO

(1) Based on a total of 16,367,743 shares of Common Stock (as defined below) outstanding as of October 30, 2017, as reported on the Issuer's (as defined below) Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on October 30, 2017.

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NAME OF REPORTING PERSON

1

David Bonderman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5 NUMBER OF

- 0 -

6 SHARES SHARED VOTING POWER

BENEFICIALLY OWNED BY

7 1,561,350 SOLE DISPOSITIVE POWER

EACH - 0 -

8 REPORTING PERSON SHARED DISPOSITIVE POWER

9 WITH: 1,561,350

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,561,350

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

9.5% (2)  
12 TYPE OF REPORTING  
PERSON

IN

(2) Based on a total of 16,367,743 shares of Common Stock outstanding as of October 30, 2017, as reported on the Issuer's Quarterly Report on Form 10-Q filed with the Commission on October 30, 2017.

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NAME OF REPORTING PERSON

1

James G. Coulter  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)

3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
SOLE VOTING POWER

NUMBER OF

5  
- 0 -  
SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

1,561,350  
SOLE DISPOSITIVE POWER

BY EACH

7

- 0 -

REPORTING PERSON

8

SHARED DISPOSITIVE POWER

WITH:

1,561,350

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,561,350

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

12 9.5% (3)  
TYPE OF REPORTING  
PERSON

IN

(3) Based on a total of 16,367,743 shares of Common Stock outstanding as of October 30, 2017, as reported on the Issuer's Quarterly Report on Form 10-Q filed with the Commission on October 30, 2017.



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98416J118

1 NAME OF REPORTING  
PERSON

Alan Waxman

2 CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

(a)

3 (b)  
SEC USE ONLY  
CITIZENSHIP OR PLACE  
4 OF ORGANIZATION

United States

5 NUMBER OF  
SHARES 6 SOLE VOTING  
POWER  
- 0 -  
SHARED VOTING  
POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 1,561,350  
SOLE  
DISPOSITIVE  
POWER

EACH - 0 -

8 SHARED  
DISPOSITIVE  
POWER

9 1,561,350  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

10 1,561,350

CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
11 AMOUNT IN ROW 9

9.5% (4)  
12 TYPE OF REPORTING  
PERSON

IN

(4) Based on a total of 16,367,743 shares of Common Stock outstanding as of October 30, 2017, as reported on the Issuer's Quarterly Report on Form 10-Q filed with the Commission on October 30, 2017.

**Item 1** (a). Name of Issuer:  
Xerium Technologies, Inc. (the “Issuer”)  
Address of Issuer’s Principal Executive Offices:

**Item 1** (b). 14101 Capital Boulevard

Youngsville, North Carolina 27596

Name of Person Filing:

This Amendment No. 2 to Schedule 13G is being filed jointly by TSSP Sub-Fund HoldCo LLC, a Delaware limited liability company (“Sub-Fund HoldCo”), David Bonderman, James G. Coulter and Alan Waxman (each a “Reporting Person” and, together, the “Reporting Persons”), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act.

**Item 2** (a). Sub-Fund HoldCo, is the sole member of TOP III SPV GP, LLC, a Delaware limited liability company, which is the manager of PBB Investments I, LLC, a Delaware limited liability company (the “Fund”), which directly holds 1,561,350 shares of Common Stock of the Issuer (the “Shares”). Because of Sub-Fund HoldCo’s relationship to the Fund, Sub-Fund HoldCo may be deemed to beneficially own the Shares.

Sub-Fund HoldCo is managed by its board of directors, whose members are David Bonderman, James G. Coulter and Alan Waxman. Messrs. Bonderman, Coulter and Waxman disclaim beneficial ownership of the Shares except to the extent of their pecuniary interest therein.

**Item 2** (b). Address of Principal Business Office or, if none, Residence:

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, Texas 76102

**Item 2** (c). Citizenship:

See response to Item 4 of each of the cover pages.

**Item 2** (d). Title of Class of Securities:

Common Stock, par value \$0.001 per share ("Common Stock")

**Item 2** (e). CUSIP Number:

98416J118

**Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);  
Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

(k) o

If filing as a non-U.S. institution in accordance with

§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item**  
**4. Ownership**

(a) AMOUNT BENEFICIALLY OWNED:

See responses to Item 9 on each cover page.

(b) PERCENT OF CLASS:

See responses to Item 11 on each cover page.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 5 on each cover page.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 6 on each cover page.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 7 on each cover page.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 8 on each cover page.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

See response to Item 2(a) above.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certifications**

By signing below each of the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.





**SIGNATURE**

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: February [13], 2018

TSSP Sub-Fund HoldCo LLC

By: /s/ David Stiepleman \_\_\_\_\_

Name: David Stiepleman

Title: Vice President

David Bonderman

By: /s/ Clive Bode \_\_\_\_\_

Name: Clive Bode, on behalf of David Bonderman (5)

James G. Coulter

By: /s/ Clive Bode \_\_\_\_\_

Name: Clive Bode, on behalf of James G. Coulter (6)

Alan Waxman

By: /s/ David Stiepleman \_\_\_\_\_

Name: David Stiepleman,

on behalf of Alan Waxman (7)

(5) Clive Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Bonderman on June 22, 2015 (SEC File No. 005-87680).

(6) Clive Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Coulter on June 22, 2015 (SEC File No. 005-87680).

(7) David Stiepleman is signing on behalf of Mr. Waxman pursuant to an authorization and designation letter dated May 20, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13G filed by Mr. Waxman on September 18, 2015 (SEC File No. 005-81344).

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**Exhibit Index**

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.\*

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\* Incorporated herein by reference to the Agreement of Joint Filing by TSSP Sub-Fund HoldCo LLC, David Bonderman, James G. Coulter and Alex Waxman, dated as of June 20, 2016, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TSSP Sub-Fund HoldCo LLC, David Bonderman, James G. Coulter and Alan Waxman on June 20, 2016.

