

BAIN CAPITAL FUND VII LP
 Form 3
 November 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BAIN CAPITAL INVESTORS LLC | | | (Month/Day/Year) | Innophos Holdings, Inc. [(IPHS)] | |
| (Last) | (First) | (Middle) | 11/02/2006 | | |
| ,Â 111 HUNTINGTON AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| BOSTON,Â MAÂ 02199 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 11,392,387 | I | See foot note <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| BAIN CAPITAL FUND VII LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| BAIN CAPITAL FUND VII LP 111 HUNTINGTON AVENUE BOSTON, AZ 02199 | ^ | ^ X | ^ | ^ |
| BAIN CAPITAL PARTNERS VII LP 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| Bain Capital Fund VIII, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| BAIN CAPITAL FUND VIII, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| BAIN CAPITAL PARTNERS VIII, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| BCIP Associates III, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |
| BCIP Associates III 111 HUNTINGTON AVENUE BOSTON, MA 02199 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Bain Capital
Investors, LLC

11/02/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners VII, L.P. ("BCP VII"), which is the sole general partner of Bain Capital Fund VII, L.P., which is the sole member of Bain Capital Fund VII, LLC ("Fund VII"). As a result, BCI may be deemed to share voting and dispositive power with respect to the 4,862,880 shares held by Fund VII. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(2) BCI is also the sole general partner of Bain Capital Partners VIII, L.P. ("BCP VIII"), which is the sole general partner of Bain Capital Fund VIII, L.P., which is the sole member of Bain Capital Fund VIII, LLC ("Fund VIII"). As a result, BCI may be deemed to share voting and dispositive power with respect to the 5,483,884 shares held by Fund VIII. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3) BCI is also the managing general partner of BCIP Associates III, BCIP Trust Associates III, BCIP Associates III-B and BCIP Trust Associates III-B, which are the managers of BCIP Associates III, LLC, BCIP T Associates III, LLC, BCIP Associates III-B, LLC and BCIP T Associates III-B, LLC, respectively. As a result, BCI may be deemed to share voting and dispositive power with respect to the 1,045,623 shares held by these entities. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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