

LGP MANAGEMENT INC
 Form 4
 May 15, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Green Equity Investors V, L.P.

(Last) (First) (Middle)

11111 SANTA MONICA
 BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CASCADE BANCORP [CACB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/09/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					8,822,279 ⁽¹⁾ <u>(2) (3) (4)</u>	D	
Common Stock					2,646,471 ⁽¹⁾ <u>(3) (5) (6)</u>	D	
Common Stock					3,275	I	See footnotes <u>(1) (7) (8)</u>
Common Stock	05/09/2012	<u>(9)</u>	A	4,693 A	\$ 0 ⁽¹⁰⁾ 4,693	I	See footnotes <u>(1) (11) (12)</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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				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
Green Equity Investors V, L.P. 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side V, L.P. 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X			
GEI Capital V, LLC 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X			
Green V Holdings, LLC 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X			
LEONARD GREEN PARTNERS LP 1111 SANTA MONICA BOULEVARD SUITE 2000	X			

LOS ANGELES, CA 90025

LGP MANAGEMENT INC

11111 SANTA MONICA BOULEVARD

SUITE 2000

LOS ANGELES, CA 90025

X

Signatures

/s/ Michael Gennaro as attorney-in-fact for Michael J. Connolly, Senior Vice President of
GEI Capital V, LLC, the general partner of Green Equity Investors V, L.P.

05/15/2012

__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) Green Equity Investors V, L.P. ("GEI V") and Green Equity Investors Side V, L.P. ("GEI Side V") directly hold shares of Common Stock of the Issuer (together with GEI V's Common Stock, the "Shares"). GEI Capital V, LLC ("GEIC") is the general partner of GEI V and GEI Side V. Green V Holdings, LLC ("Holdings") is a limited partner of GEI V. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI V and GEI Side V and an affiliate of GEIC and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.
 - (2) Represents shares held by GEI V.
 - (3) GEI Side V, as an affiliated entity of GEI V, LGP, as the management company of GEI V and GEI Side V, LGPM, as the general partner of LGP, GEIC, as the general partner of GEI V and GEI Side V, and Holdings, as the limited partner of GEI V directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owners of the Shares (in the case of GEI Side V, the GEI V Shares, and in the case of GEI V, the GEI Side V Shares) owned by GEI V or GEI Side V and, therefore, a "ten percent holder" hereunder.
 - (4) Each of GEI Side V, LGP, LGPM, GEIC, and Holdings disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
 - (5) Represents shares held by GEI Side V.
 - (6) Each of GEI V, LGP, LGPM, GEIC, and Holdings disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
 - (7) LGP serves as the management company of GEI V and GEI Side V. GEI V and GEI Side V, as affiliated entities of LGP, LGPM, as the general partner of LGP, GEIC, as the general partner of GEI V and GEI Side V, and Holdings, as a limited partner of GEI V directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owners of the shares of common stock owned by Mr. Connolly for the benefit of LGP.
 - (8) Reflects 3,275 shares of common stock held by Mr. Connolly for the benefit of LGP, which are held in respect of Mr. Connolly's service on the Issuer's board of directors. Each of GEI V, GEI Side V, LGPM, GEIC, and Holdings disclaims beneficial ownership of the shares of common stock reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
 - (9) Not applicable.
 - (10) Granted as compensation for services.
 - (11) LGP serves as the management company of GEI V and GEI Side V. GEI V and GEI Side V, as affiliated entities of LGP, LGPM, as the general partner of LGP, GEIC, as the general partner of GEI V and GEI Side V, and Holdings, as a limited partner of GEI V directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owners of the shares of common stock owned by LGP.

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- (12) Reflects 4,693 shares of Common Stock acquired by LGP which are held in respect of Mr. Connolly's service on the Issuer's board of directors. Each of GEI V, GEI Side V, LGPM, GEIC, and Holdings disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

Remarks:

GEI V may be deemed to be a director for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, by rea

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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