

Intelsat S.A.
Form SC 13G/A
February 14, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Intelsat S.A.
(Name of Issuer)
Common Shares
(Title of Class of Securities)
L5140P 101
(CUSIP Number)
December 31, 2018
(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 disclosures provided in a prior cover page.

The information required on 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).

1 NAME OF REPORTING PERSON

Serafina S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

LMBO EUROPE SAS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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56,774,455

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

CIE Management II Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Guernsey, Channel Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

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41.1%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

BC European Capital VIII-1

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-2

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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56,774,455

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-3

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-4

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

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12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-5

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-6

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
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12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-7

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-8

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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56,774,455

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-9

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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56,774,455

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-10

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-11

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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56,774,455

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-12

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-14

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-15

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-16

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-17

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-18

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-19

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-20

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-21

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-22

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
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BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
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41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-23

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
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BENEFICIALLY

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EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
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12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-24

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

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NUMBER OF

SHARES 0
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BENEFICIALLY

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EACH 7 SOLE DISPOSITIVE POWER

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PERSON 0
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12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-25

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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United Kingdom

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BENEFICIALLY

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PERSON 0
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41.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. L5140P 101

SCHEDULE 13G

Page 29 of 53

1 NAME OF REPORTING PERSON

BC European Capital VIII-26

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

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SHARES 0
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BENEFICIALLY

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EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

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12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-27

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

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United Kingdom

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BENEFICIALLY

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EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

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12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-28

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

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SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-29

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-30

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON

BC European Capital VIII-31

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-32

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-33

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-34

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-35 SC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

BC European Capital VIII-36 SC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

BC European Capital VIII-37

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital VIII-38 SC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

BC European Capital VIII-39 SC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

France

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

BC European Capital Intelsat Co-Investment

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

BC European Capital Intelsat Co-Investment 1

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 56,774,455
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

56,774,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,774,455

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.1%

12 TYPE OF REPORTING PERSON

PN

ITEM 1. (a) Name of Issuer: Intelsat S.A. (the **Issuer**)

(b) Address of Issuer's Principal Executive Offices:

4 rue Albert Borschette

Luxembourg

Grand-Duchy of Luxembourg

L-1246

ITEM 2. (a) Name of Person Filing:

This Schedule 13G is being filed by (i) Serafina S.A., a Luxembourg *Société Anonyme*; (ii) BC European Capital VIII-1 to 12 (inclusive), BC European Capital VIII-14 to 34 (inclusive), and BC European Capital VIII-37, each a United Kingdom limited partnership (collectively, the **CIE Investors**); (iii) BC European Capital Intelsat Co-Investment and BC European Capital Intelsat Co-Investment 1, each a United Kingdom limited partnership (collectively, the **Co-Investment Investors**); (iv) BC European Capital VIII-35 SC, BC European Capital VIII-36 SC, BC European Capital VIII-38 SC and BC European Capital VIII-39 SC, each a *Société Civile* organized under the laws of France (collectively, the **LMBO Investors** and collectively with the CIE Investors and the Co-Investment Investors, the **Investors**); (v) LMBO Europe SAS, a *Société par actions simplifiée* organized under the laws of France (**LMBO**); and (vi) CIE Management II Limited, a limited corporation organized under the laws of Guernsey, Channel Islands (**CIE** and, together with the Investors and LMBO, the **Reporting Persons**).

Each of the Investors is a shareholder of Serafina S.A. CIE is the general partner of each of the CIE Investors and the Co-Investment Investors. LMBO is *Gérant* as to each of the LMBO Investors. Due to their relationships with each other, each of the Reporting Persons may be deemed to have shared voting and investment power with respect to the Issuer's common shares owned by each of the other Reporting Persons and may be deemed to have shared beneficial ownership with respect to any such shares of stock owned by the other Reporting Persons. Each of the Investors, however, disclaim beneficial ownership with respect to any shares of stock owned by the other Reporting Persons.

(b) Address of Principal Business Office, or if None, Residence:

The principal office and business address of Serafina S.A. is 29, avenue de la Porte Neuve, L-2227 Luxembourg.

The principal office and business address of CIE and the CIE Investors is Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY, Channel Islands.

The principal office and business address of LMBO and the LMBO Investors is 58-60 Avenue Kleber, Paris, France 75116.

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(c) Citizenship:

See row 4 of the cover pages to this Schedule 13G.

(d) Title of Class of Securities:

This Schedule 13G relates to the Issuer's common shares, nominal value \$0.01 per share.

(e) CUSIP Number:

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**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C),
CHECK WHETHER THE PERSON FILING IS A:**

Not Applicable.

ITEM 4. OWNERSHIP.

All ownership percentages assume that there are 138,018,015 common shares outstanding, based on the Issuer's Prospectus pursuant to Rule 424(b)(5) filed with the Securities and Exchange Commission on November 30, 2018.

The common shares beneficially owned by each of the Reporting Persons include 56,774,455 common shares held of record by Serafina S.A.

The information set forth in Item 2 above is incorporated by reference for each Reporting Person.

As a result of the Shareholders Agreement described in Item 8 below, each of the Reporting Persons may be deemed to share certain dispositive power over certain common shares of the Issuer owned by the other Shareholders (as defined below).

(a) Amount beneficially owned:

See row 9 of the cover sheet of each Reporting Person.

(b) Percent of class:

See row 11 of the cover sheet of each Reporting Person.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See row 5 of the cover sheet of each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See row 6 of the cover sheet of each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See row 7 of the cover sheet of each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See row 8 of the cover sheet of each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable.

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.

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

The information set forth in Items 2 and 4 above is incorporated herein by reference.

On April 23, 2013, in connection with the initial public offering of the Issuer, Serafina S.A. (the **BC Shareholder**), certain shareholders affiliated with Silver Lake Group, L.L.C. (the **Silver Lake Shareholder**), David McGlade and certain of his affiliated trusts and entities (the **McGlade Shareholder**, and, together with the Silver Lake Shareholder and the BC Shareholder, the **Shareholders**) and the Issuer entered into a governance agreement (as amended from time to time, the **Prior Governance Agreement**). In December 2018, this Prior Governance Agreement and other shareholders agreements were terminated, a new Governance Agreement was entered into between the Issuer and the BC Shareholder (as amended from time to time, the **Governance Agreement**) and a new shareholders agreement was entered into among the Issuer and the Shareholders (as amended from time to time, the **Shareholders Agreement**). Under the Governance Agreement, the BC Shareholder currently has the right to nominate two directors for election to the Issuer's board of directors. Under the Shareholders Agreement, the BC Shareholder has drag-along rights with respect to the Silver Lake Shareholder and the McGlade Shareholder under certain circumstances and each of the Silver Lake Shareholder and the McGlade Shareholder has certain tag-along rights on transfers by the BC Shareholder.

Given the terms of the Shareholders Agreement, the Reporting Persons, collectively with the Silver Lake Shareholder and certain related parties (collectively, the **SLP Parties**) and the McGlade Shareholder, may be deemed to constitute a group that, as of the date hereof, collectively owns approximately 73,692,685 common shares, or approximately 52.6%, of the Issuer's outstanding common shares for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the **Act**), assuming the conversion of all outstanding equity awards held by David McGlade that are vested or that will vest within the next 60 days. Each Reporting Person disclaims beneficial ownership of the common shares of the Issuer other than the shares directly held by such Reporting Person. Pursuant to Rule 13d-1(k)(2) under the Act, the SLP Parties and Mr. McGlade are each filing separate Schedule 13Gs with respect to the common shares of the Issuer.

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10. CERTIFICATIONS.

Not Applicable.

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 14, 2019

SERAFINA S.A.:

/s/ Christelle Rétif
Name: Christelle Rétif
Title: Director

/s/ Pierre Stemper
Name: Pierre Stemper
Title: Director

For and on behalf of the Limited Partnerships
comprising
**BC EUROPEAN CAPITAL VIII 1 to 12
and 14 to 34 and 37:**

/s/ Matthew Elston
Name: Matthew Elston
Title: Director, CIE Management II Limited,
acting as General Partner to BC European
Capital VIII 1 to 12 and 14 to 34 and 37

/s/ Mark Rodliffe
Name: Mark Rodliffe
Title: Director, CIE Management II Limited,
acting as General Partner to BC European
Capital VIII 1 to 12 and 14 to 34 and 37

For and on behalf of the Limited Partnerships comprising
**BC EUROPEAN CAPITAL VIII 35 SC, 36 SC, 38
SC and 39 SC:**

/s/ Matthew Elston

Name: Matthew Elston

Title: Director, LMBO Europe SAS, acting as *Gérant* to
BC European

Capital VIII

35 SC, 36 SC, 38 SC and 39 SC

/s/ Graeme Dell

Name: Graeme Dell

Title: Director, LMBO Europe SAS, acting as *Gérant* to
BC European

Capital VIII

35 SC, 36 SC, 38 SC and 39 SC

For and on behalf of

**BC EUROPEAN CAPITAL INTELSAT
CO-INVESTMENT:**

/s/ Matthew Elston

Name: Matthew Elston

Title: Director, CIE Management II Limited, acting as
General Partner to

BC European Capital Intelsat Co-Investment

/s/ Mark Rodliffe

Name: Mark Rodliffe

Title: Director, CIE Management II Limited, acting as
General Partner to

BC European Capital Intelsat Co-Investment

For and on behalf of
**BC EUROPEAN CAPITAL INTELSAT
CO-INVESTMENT 1:**

/s/ Matthew Elston

Name: Matthew Elston

Title: Director, CIE Management II Limited, acting as
General Partner to

BC European Capital Intelsat Co-Investment 1

/s/ Mark Rodliffe

Name: Mark Rodliffe

Title: Director, CIE Management II Limited, acting as
General Partner to

BC European Capital Intelsat Co-Investment 1

CIE MANAGEMENT II LIMITED:

/s/ Matthew Elston

Name: Matthew Elston

Title: Director, CIE Management II Limited

/s/ Mark Rodliffe

Name: Mark Rodliffe

Title: Director, CIE Management II Limited

LMBO EUROPE SAS:

/s/ Matthew Elston

Name: Matthew Elston

Title: Director, LMBO Europe SAS

/s/ Graeme Dell

Name: Graeme Dell

Title: Director, LMBO Europe SAS

Exhibit Index

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (incorporated by reference to Exhibit 1 of Intelsat S.A.'s Schedule 13G filed by the Reporting Persons, File No. 005-87961, filed on February 14, 2014).