Intelsat S.A. Form SC 13G/A February 13, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Intelsat S.A. (Name of Issuer)

Common Shares (Title of Class of Securities)

L5140P 101 (CUSIP Number)

December 31, 2014 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b) o Rule 13d-1(c) x 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).

CUSIP No. 101	L5140P	S	Page 2 of CHEDULE 13G	54
1	NAME (OF R	EPORTING PERSON	
	Serafina	S.A.		
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E ON	NLY	
4	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION	
	Luxemb	ourg		
		5	SOLE VOTING POWER	
NUMBER	RES CIALLY NED		0	
SHAF BENEFIC		6	SHARED VOTING POWER	
OWN			62,962,644	
BY EA REPOR		7	SOLE DISPOSITIVE POWER	
PERS WIT			0	
VV 11	11	8	SHARED DISPOSITIVE POWER	
			62,962,644	
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	62,962,6	44		
10	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	X
11	PERCEN	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	59.1%			
12	TYPE O	F RE	EPORTING PERSON	
	00			

CUSIP No. 101	L5140P	S	Parchedule 13G	age 3 of 5	4
1	NAME (OF R	REPORTING PERSON		
	LMBO I	EUR	OPE SAS		
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) o
3	SEC US	E Ol	NLY		
4	CITIZEI	NSH	IP OR PLACE OF ORGANIZATION		
	France				
		5	SOLE VOTING POWER		
NUMBER	OF		0		
SHAF BENEFIC		6	SHARED VOTING POWER		
OWN	ED		62,962,644		
BY EA REPOR		7	SOLE DISPOSITIVE POWER		
PERS WIT			0		
***11	11	8	SHARED DISPOSITIVE POWER		
			62,962,644		
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON	
	62,962,6	44			
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES	X
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	59.1%				
12	TYPE O	FRI	EPORTING PERSON		
	00				

CUSIP No.	L5140P	S	CHEDULE 13G	Page 4 of 5	4
1	NAME (OF R	REPORTING PERSON		
	CIE Mar	nage	ment II Limited		
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) o
3	SEC US	E Ol	NLY		
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION		
	Guernse	y, Cl	nannel Islands		
		5	SOLE VOTING POWER		
NUMBER SHAF BENEFIC	RES	6	0 SHARED VOTING POWER		
OWN	ED		62,962,644		
BY EA REPOR		7	SOLE DISPOSITIVE POWER		
PERS WIT			0		
WII	п	8	SHARED DISPOSITIVE POWER		
			62,962,644		
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON	
	62,962,6	44			
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES	X
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	59.1%				
12	TYPE O	FRI	EPORTING PERSON		
	CO				

CUSIP No. 101	L5140P	S	Page 5 of CHEDULE 13G	54				
1	NAME (OF R	EPORTING PERSON					
	BC Euro	pean	Capital VIII-1					
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o				
3	SEC US	E ON	NLY					
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION					
	United Kingdom							
		5	SOLE VOTING POWER					
NUMBER	RES		0					
SHAF BENEFIC		6	SHARED VOTING POWER					
OWN	ED		62,962,644					
BY EA REPOR		7	SOLE DISPOSITIVE POWER					
PERS WIT			0					
W11	11	8	SHARED DISPOSITIVE POWER					
			62,962,644					
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	62,962,6	44						
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	x				
11	PERCEN	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	59.1%							
12	TYPE O	F RE	EPORTING PERSON					
	PN							

CUSIP No.	L5140P	S	CHEDULE 13G	Page 6 of 5	4				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-2						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC US	E Ol	NLY						
4	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION							
	United K	Cingo	dom						
		5	SOLE VOTING POWER						
NUMBER SHAF		6	0 SHARED VOTING POWER						
BENEFIC OWN			62.062.644						
BY EA	ACH	7	62,962,644 SOLE DISPOSITIVE POWER						
REPOR PERS									
WIT	TH	8	0 SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON					
	62,962,6	44							
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X				
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	L5140P	S	CHEDULE 13G	Page 7 of 5	4				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-3						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC US	E Ol	NLY						
4	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION							
	United K	Cingo	dom						
		5	SOLE VOTING POWER						
NUMBER SHAF BENEFIC	RES	6	0 SHARED VOTING POWER						
OWN	ED		62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
***11	11	8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PA	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X				
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No. 101	L5140P	S	CHEDULE 13G	8 of 54					
1	NAME (OF R	EPORTING PERSON						
	BC Euro	pean	a Capital VIII-4						
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o					
3	SEC US	E OI	NLY						
4	CITIZEN	NSH	IP OR PLACE OF ORGANIZATION						
	United K	United Kingdom							
		5	SOLE VOTING POWER						
NUMBER	RES CIALLY NED ACH		0						
SHAF BENEFIC		6	SHARED VOTING POWER						
OWN			62,962,644						
REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
		8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	ON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	RES x					
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	FRE	EPORTING PERSON						
	PN								

CUSIP No.	. L5140P	S	Page 9 CHEDULE 13G	of 54
1	NAME (OF R	EPORTING PERSON	
	BC Euro	pean	Capital VIII-5	
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E ON	NLY	
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION	
	United k	Kingd	lom	
		5	SOLE VOTING POWER	
NUMBER			0	
SHAI BENEFIC		6	SHARED VOTING POWER	
OWN	IED		62,962,644	
BY EA REPOR	TING	7	SOLE DISPOSITIVE POWER	
PERS WIT			0	
		8	SHARED DISPOSITIVE POWER	
			62,962,644	
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N
	62,962,6	544		
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAR	ES x
11	PERCE	NT O	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	59.1%			
12	TYPE O	F RE	EPORTING PERSON	
	PN			

CUSIP No.	L5140P	S	CHEDULE 13G	Page 10 of	54				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-6						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC US	E Oì	NLY						
4	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION							
	United K	Cingo	lom						
		5	SOLE VOTING POWER						
NUMBER SHAF	RES CIALLY	6	0 SHARED VOTING POWER						
OWN			62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
***11	11	8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PI	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X				
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	L5140P	S	Page 11 CHEDULE 13G	of 54
1	NAME (OF R	EPORTING PERSON	
	BC Euro	pean	Capital VIII-7	
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E ON	NLY	
4	CITIZEN	NSHI	IP OR PLACE OF ORGANIZATION	
	United K	Cingd	lom	
		5	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		678	0 SHARED VOTING POWER 62,962,644 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER	
9	AGGRE	GAT	62,962,644 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	62,962,6 CHECK		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S x
11	PERCEN	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	59.1%			
12	TYPE O	F RE	EPORTING PERSON	
	PN			

CUSIP No.	L5140P	S	CHEDULE 13G	Page 12 of	54				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-8						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC US	E Oì	NLY						
4	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION							
	United K	Cingo	lom						
		5	SOLE VOTING POWER						
NUMBER SHAF BENEFIC	RES CIALLY	6	0 SHARED VOTING POWER						
OWN			62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
***11	.11	8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PI	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X				
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No. 101	L5140P	S	CHEDULE 13G	Page 13 of	54			
1	NAME (OF R	REPORTING PERSON					
	BC Euro	pear	n Capital VIII-9					
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) o			
3	SEC US	E Ol	NLY					
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION					
	United Kingdom							
		5	SOLE VOTING POWER					
NUMBER	RES		0					
SHAF BENEFIC		6	SHARED VOTING POWER					
OWN	ED		62,962,644					
BY EA REPOR		7	SOLE DISPOSITIVE POWER					
PERS WIT			0					
VV 1 1	11	8	SHARED DISPOSITIVE POWER					
			62,962,644					
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON				
	62,962,6	44						
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X			
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	59.1%							
12	TYPE O	F RI	EPORTING PERSON					
	PN							

CUSIP No.	L5140P	S	CHEDULE 13G Page 14	of 54			
1	NAME (OF R	EPORTING PERSON				
	BC Euro	pean	Capital VIII-10				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3	SEC USE ONLY						
4	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION				
	United K	Kingd	lom				
		5	SOLE VOTING POWER				
NUMBER SHAF		6	0 SHARED VOTING POWER				
BENEFIC		U					
BY EA	OWNED BY EACH		62,962,644				
REPOR PERS		7	SOLE DISPOSITIVE POWER				
WIT		_	0				
		8	SHARED DISPOSITIVE POWER				
			62,962,644				
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	I			
	62,962,6	44					
10	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S x			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%						
12	TYPE O	F RE	EPORTING PERSON				
	PN						

CUSIP No.	L5140P	S	SCHEDULE 13G	Page 15 of	54				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-11						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United K	Cingo	dom						
		5	SOLE VOTING POWER						
NUMBER SHAF BENEFIC	RES CIALLY NED ACH CTING SON	6	0 SHARED VOTING POWER						
OWN			62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
***11		8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PI	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
	59.1%								
12	TYPE OF REPORTING PERSON								
	PN								

CUSIP No.	L5140P	S	CHEDULE 13G	Page 16 of	54				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-12						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United K	Cingo	lom						
		5	SOLE VOTING POWER						
NUMBER SHAF BENEFIC	RES CIALLY NED ACH CTING SON	6	0 SHARED VOTING POWER						
OWN			62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
***11		8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON					
	62,962,6	44							
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES x								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
	59.1%								
12	TYPE OF REPORTING PERSON								
	PN								

CUSIP No.	L5140P	S	CHEDULE 13G	age 17 of :	54				
1	NAME (OF R	EPORTING PERSON						
	BC Euro	pean	Capital VIII-14						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United Kingdom								
		5	SOLE VOTING POWER						
NUMBER	RES CIALLY NED ACH RTING SON		0						
SHAF BENEFIC		6	SHARED VOTING POWER						
OWN			62,962,644						
REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
***		8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON					
	62,962,6	44							
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES x								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
	59.1%								
12	TYPE OF REPORTING PERSON								
	PN								

CUSIP No. 101	L5140P	S	CHEDULE 13G	Page 18 of	54					
1	NAME (OF R	REPORTING PERSON							
	BC Euro	pear	n Capital VIII-15							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP									
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION									
	United Kingdom									
		5	SOLE VOTING POWER							
NUMBER	RES CIALLY NED ACH RTING		0							
SHAI BENEFIC		6	SHARED VOTING POWER							
OWN			62,962,644							
BY EA REPOR		7	SOLE DISPOSITIVE POWER							
PERS			0							
WII		8	SHARED DISPOSITIVE POWER							
			62,962,644							
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PI	ERSON						
	62,962,6	44								
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X					
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	59.1%									
12	TYPE O	F RI	EPORTING PERSON							
	PN									

CUSIP No.	L5140P	S	CHEDULE 13G Page 19	of 54			
1	NAME (OF R	EPORTING PERSON				
	BC Euro	pean	Capital VIII-16				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3	SEC USE ONLY						
4	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION				
	United K	Kingd	lom				
		5	SOLE VOTING POWER				
NUMBER SHAI BENEFIC OWN	RES IALLY	6	0 SHARED VOTING POWER				
BY EA		_	62,962,644				
REPOR PERS		7	SOLE DISPOSITIVE POWER				
WIT			0				
		8	SHARED DISPOSITIVE POWER				
			62,962,644				
9	AGGRE	GAT	'E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	62,962,6	44					
10	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S x			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%						
12	TYPE O	F RE	EPORTING PERSON				
	PN						

. L5140P	S		of 54
NAME (OF R	EPORTING PERSON	
BC Euro	pean	Capital VIII-17	
CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
SEC US	E ON	NLY	
CITIZEN	NSHI	IP OR PLACE OF ORGANIZATION	
United K	Kingd	lom	
	5	SOLE VOTING POWER	
OF		0	
	6	SHARED VOTING POWER	
IED		62,962,644	
	7	SOLE DISPOSITIVE POWER	
		0	
п	8	SHARED DISPOSITIVE POWER	
		62,962,644	
AGGRE	GAT		
62,962,6	44		
		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S x
PERCEN	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
59.1%			
TYPE O	F RE	EPORTING PERSON	
PN			
	NAME OF CITIZEN United K OF RESCIALLY IED ACH TING FON TH AGGRE 62,962,60 CHECK PERCEN 59.1% TYPE O	NAME OF R BC European CHECK THE SEC USE ON CITIZENSH: United Kingd 5 OF RES 6 CIALLY TED ACH TING 7 ON TH 8 AGGREGAT 62,962,644 CHECK IF T PERCENT OF 59.1% TYPE OF RE	NAME OF REPORTING PERSON BC European Capital VIII-17 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom 5 SOLE VOTING POWER OF 0 RES 6 SHARED VOTING POWER ED 62,962,644 ACH 7 SOLE DISPOSITIVE POWER ON H 0 8 SHARED DISPOSITIVE POWER 62,962,644 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 62,962,644 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 59.1% TYPE OF REPORTING PERSON

CUSIP No. 101	L5140P	S	CHEDULE 13G	Page 21 of	54			
1	NAME (OF R	REPORTING PERSON					
	BC Euro	pear	n Capital VIII-18					
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) o			
3	SEC US	E Ol	NLY					
4	CITIZEI	NSH	IP OR PLACE OF ORGANIZATION					
	United Kingdom							
		5	SOLE VOTING POWER					
NUMBER	ARES ICIALLY 'NED		0					
SHAI		6	SHARED VOTING POWER					
OWN			62,962,644					
BY EA REPOR		7	SOLE DISPOSITIVE POWER					
PERS WIT			0					
VV 1 1	11	8	SHARED DISPOSITIVE POWER					
			62,962,644					
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON				
	62,962,6	44						
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	X			
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	59.1%							
12	TYPE O	F RI	EPORTING PERSON					
	PN							

CUSIP No.	L5140P	S	SCHEDULE 13G	Page 22 of 54	4				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-19						
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP		a) x b) o				
3	SEC US	E Oì	NLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United K	Cingo	dom						
		5	SOLE VOTING POWER						
NUMBER	R OF		0						
SHAF BENEFIC		6	SHARED VOTING POWER						
OWN	ED		62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
***	-11	8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES x					
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	L5140P	S	CHEDULE 13G	age 23 of 54	
1	NAME (OF R	EPORTING PERSON		
	BC Euro	pear	Capital VIII-20		
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) 0	
3	SEC US	E OI	NLY		
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION		
	United K	Cingo	lom		
		5	SOLE VOTING POWER		
NUMBER	R OF		0		
SHAF BENEFIC		6	SHARED VOTING POWER		
OWN	ED ACH		62,962,644		
REPOR		7	SOLE DISPOSITIVE POWER		
PERS WIT			0		
***		8	SHARED DISPOSITIVE POWER		
			62,962,644		
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON	
	62,962,6	44			
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES x	
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	59.1%				
12	TYPE O	F RI	EPORTING PERSON		
	PN				

CUSIP No. 101	L5140P	S	CHEDULE 13G	Page 24 of	54				
1	NAME (OF R	EPORTING PERSON						
	BC Euro	pear	n Capital VIII-21						
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) o				
3	SEC US	SEC USE ONLY							
4	CITIZEI	NSH	IP OR PLACE OF ORGANIZATION						
	United k	United Kingdom							
		5	SOLE VOTING POWER						
NUMBER	ARES CIALLY NED		0						
SHAI		6	SHARED VOTING POWER						
OWN			62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
VV 1 1	11	8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING F	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	X				
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	L5140P	S	CHEDULE 13G	Page 25 of	54				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-22						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC US	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United k	Cingo	dom						
		5	SOLE VOTING POWER						
NUMBER	RES		0						
SHAF BENEFIC		6	SHARED VOTING POWER						
OWN	ED		62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
VV 1 1	.11	8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PI	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X				
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	L5140P	S	CHEDULE 13G Page 26	of 54
1	NAME (OF R	EPORTING PERSON	
	BC Euro	pean	Capital VIII-23	
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E ON	NLY	
4	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION	
	United K	Kingd	lom	
		5	SOLE VOTING POWER	
SHAI BENEFIC	NUMBER OF SHARES BENEFICIALLY OWNED		0 SHARED VOTING POWER 62,962,644	
BY EA REPOR PERS	TING	7	SOLE DISPOSITIVE POWER	
TIW		8	0 SHARED DISPOSITIVE POWER	
			62,962,644	
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	62,962,6 CHECK		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S x
11	PERCEN	NT O	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	59.1%			
12	TYPE O	F RE	EPORTING PERSON	
	PN			

CUSIP No.	L5140P	S	Parchedule 13G	nge 27 of 5	54				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-24						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC US	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United K	Cingo	dom						
		5	SOLE VOTING POWER						
NUMBER	R OF		0						
SHAF BENEFIC		6	SHARED VOTING POWER						
OWN	ED		62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
***	-11	8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SE	HARES :	X				
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	. L5140P	S	CHEDULE 13G Page 28	of 54
1	NAME (OF R	EPORTING PERSON	
		-	Capital VIII-25	
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E ON	NLY	
4	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION	
	United K	Cingd	lom	
		5	SOLE VOTING POWER	
NUMBER			0	
SHAF BENEFIC		6	SHARED VOTING POWER	
OWN BY EA			62,962,644	
REPOR	TING	7	SOLE DISPOSITIVE POWER	
PERS WIT			0	
		8	SHARED DISPOSITIVE POWER	
			62,962,644	
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	62,962,6	44		
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	S x
11	PERCEN	NT O	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	59.1%			
12	TYPE O	F RE	EPORTING PERSON	
	PN			

CUSIP No.	L5140P	S	CHEDULE 13G Page 2	29 of 54
1	NAME (OF R	EPORTING PERSON	
	BC Euro	pean	Capital VIII-26	
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E ON	NLY	
4	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION	
	United K	Kingd	lom	
		5	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		678	0 SHARED VOTING POWER 62,962,644 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER	
9	AGGRE	GAT	62,962,644 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO)N
10	62,962,6 CHECK		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAR	RES x
11	PERCEN	O TV	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	59.1%			
12	TYPE O	F RE	EPORTING PERSON	
	PN			

CUSIP No.	. L5140P	S	CHEDULE 13G Page 30	of 54
1	NAME (OF R	EPORTING PERSON	
	BC Euro	pean	Capital VIII-27	
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E ON	NLY	
4	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION	
	United K	Kingd	lom	
		5	SOLE VOTING POWER	
NUMBER			0	
SHAF BENEFIC		6	SHARED VOTING POWER	
OWN			62,962,644	
BY EA REPOR		7	SOLE DISPOSITIVE POWER	
PERS WIT			0	
***11	.11	8	SHARED DISPOSITIVE POWER	
			62,962,644	
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	62,962,6	44		
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	3 x
11	PERCEN	NT O	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	59.1%			
12	TYPE O	F RE	EPORTING PERSON	
	PN			

CUSIP No.	L5140P	S	CHEDULE 13G	Page 31 of	54				
1	NAME (OF R	EPORTING PERSON						
	BC Euro	pean	Capital VIII-28						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC US	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United K	Cingo	lom						
		5	SOLE VOTING POWER						
NUMBER SHAF BENEFIC	RES	6	0 SHARED VOTING POWER						
OWN	ED		62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS WIT			0						
VV 1 1	11	8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES	X				
11	PERCEN	NT C	F CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	L5140P	S	CHEDULE 13G	Page 32 of	54					
1	NAME (OF R	REPORTING PERSON							
	BC Euro	pear	n Capital VIII-29							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP									
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION									
	United K	Cingo	dom							
		5	SOLE VOTING POWER							
NUMBER	RES CIALLY NED ACH RTING SON		0							
SHAF BENEFIC		6	SHARED VOTING POWER							
OWN			62,962,644							
BY EA REPOR		7	SOLE DISPOSITIVE POWER							
PERS WIT			0							
WII		8	SHARED DISPOSITIVE POWER							
			62,962,644							
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON						
	62,962,6	44								
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES	X					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)									
	59.1%									
12	TYPE OF REPORTING PERSON									
	PN									

CUSIP No. 101	L5140P	S	CHEDULE 13G	Page 33 of	54				
1	NAME (OF R	REPORTING PERSON						
	BC Euro	pear	n Capital VIII-30						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC USE ONLY								
	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United Kingdom								
		5	SOLE VOTING POWER						
NUMBER	RES CIALLY NED ACH RTING		0						
SHAI		6	SHARED VOTING POWER						
OWN			62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS			0						
WII		8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	X				
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	L5140P	S	CHEDULE 13G	Page 34 of	54					
1	NAME (OF R	REPORTING PERSON							
	BC Euro	pear	n Capital VIII-31							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP									
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION									
	United k	Cingo	dom							
		5	SOLE VOTING POWER							
NUMBER	RES CIALLY NED ACH RTING SON		0							
SHAF BENEFIC		6	SHARED VOTING POWER							
OWN			62,962,644							
REPOR		7	SOLE DISPOSITIVE POWER							
PERS WIT			0							
W11		8	SHARED DISPOSITIVE POWER							
			62,962,644							
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON						
	62,962,6	44								
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	X					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)									
	59.1%									
12	TYPE OF REPORTING PERSON									
	PN									

CUSIP No.	L5140P	S	Page 35 C CHEDULE 13G	of 54		
1	NAME (OF R	EPORTING PERSON			
	BC Euro	pean	Capital VIII-32			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC US	E ON	NLY			
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION			
	United K	Kingd	lom			
		5	SOLE VOTING POWER			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6 7	0 SHARED VOTING POWER 62,962,644 SOLE DISPOSITIVE POWER 0			
		8	SHARED DISPOSITIVE POWER			
9	AGGRE 62,962,6		62,962,644 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	x		
11	PERCEN	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)			
10	59.1%	.	PODENIA DEDGOV			
12	TYPEO	r Ri	EPORTING PERSON			
	PN					

CUSIP No.	CUSIP No. L5140P 01 S		SCHEDULE 13G Page 36 o							
1	NAME (OF R	EPORTING PERSON							
	BC Euro	pean	Capital VIII-33							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP									
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION									
	United K	Cingo	lom							
		5	SOLE VOTING POWER							
NUMBER	RES CIALLY NED ACH RTING SON		0							
SHAF BENEFIC		6	SHARED VOTING POWER							
OWN			62,962,644							
REPOR		7	SOLE DISPOSITIVE POWER							
PERS WIT			0							
W11		8	SHARED DISPOSITIVE POWER							
			62,962,644							
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON						
	62,962,6	44								
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES	X					
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	59.1%									
12	TYPE O	F RI	EPORTING PERSON							
	PN									

CUSIP No. 101	L5140P	S	CHEDULE 13G	Page 37 of	54				
1	NAME (OF R	EPORTING PERSON						
	BC Euro	pear	n Capital VIII-34						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	United Kingdom								
		5	SOLE VOTING POWER						
NUMBER	RES CIALLY NED ACH RTING		0						
SHAI		6	SHARED VOTING POWER						
OWN			62,962,644						
BY EA REPOR		7	SOLE DISPOSITIVE POWER						
PERS			0						
WII		8	SHARED DISPOSITIVE POWER						
			62,962,644						
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING F	ERSON					
	62,962,6	44							
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	X				
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	59.1%								
12	TYPE O	F RI	EPORTING PERSON						
	PN								

CUSIP No.	L5140P	S	Pag CHEDULE 13G	ge 38 of 54
1	NAME (OF R	EPORTING PERSON	
	BC Euro	pear	n Capital VIII-35 SC	
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E OI	NLY	
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION	
	France			
		5	SOLE VOTING POWER	
NUMBER SHAF BENEFIC	RES CIALLY	6	0 SHARED VOTING POWER	
OWN BY EA	ACH TING		62,962,644	
REPOR		7	SOLE DISPOSITIVE POWER	
PERS WIT			0	
		8	SHARED DISPOSITIVE POWER	
			62,962,644	
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PER	SON
	62,962,6	44		
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	ARES x
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12	59.1%	ית בו	EDODETNIC DEDGON	
12	TYPEO	r Ki	EPORTING PERSON	
	00			

CUSIP No.	L5140P	S	CHEDULE 13G	Page 39 of	54
1	NAME (OF R	REPORTING PERSON		
	BC Euro	pear	n Capital VIII-36 SC		
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) o
3	SEC US	E Ol	NLY		
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION		
	France				
		5	SOLE VOTING POWER		
NUMBER	ER OF ARES FICIALLY VNED EACH ORTING RSON VITH		0		
		6	SHARED VOTING POWER		
			62,962,644		
REPOR		7	SOLE DISPOSITIVE POWER		
			0		
		8	SHARED DISPOSITIVE POWER		
			62,962,644		
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON	
	62,962,6	44			
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	X
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	59.1%				
12	TYPE O	F RI	EPORTING PERSON		
	OO				

CUSIP No. 101	L5140P	S	CHEDULE 13G	40 of 54			
1	NAME (OF R	EPORTING PERSON				
	BC Euro	pean	Capital VIII-37				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3	SEC US	E ON	NLY				
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION				
	United K	Cingo	lom				
		5	SOLE VOTING POWER				
NUMBER	ARES ICIALLY 'NED EACH PRTING		0				
SHAF		6	SHARED VOTING POWER				
OWN			62,962,644				
BY EA REPOR		7	SOLE DISPOSITIVE POWER				
PERS			0				
W11		8	SHARED DISPOSITIVE POWER				
			62,962,644				
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS	ON			
	62,962,6	44					
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	RES x			
11	PERCEN	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	59.1%						
12	TYPE O	F RE	EPORTING PERSON				
	PN						

CUSIP No. 101	L5140P	S	CHEDULE 13G Page 41	of 54
1	NAME (OF R	EPORTING PERSON	
	BC Euro	pean	Capital VIII-38 SC	
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o
3	SEC US	E ON	NLY	
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION	
	France			
		5	SOLE VOTING POWER	
NUMBER SHAF BENEFIC	RES CIALLY	6	0 SHARED VOTING POWER	
OWN BY EA	ACH TING SON TH		62,962,644	
REPOR		7	SOLE DISPOSITIVE POWER	
PERS WIT			0	
		8	SHARED DISPOSITIVE POWER	
			62,962,644	
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	62,962,6	44		
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	3 x
11	PERCEN	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	59.1%			
12	TYPE O	F RE	EPORTING PERSON	
	00			

CUSIP No.	L5140P	S	CHEDULE 13G	Page 42 of	54
1	NAME (OF R	EPORTING PERSON		
	BC Euro	pean	Capital VIII-39 SC		
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) o
3	SEC US	E ON	NLY		
4	CITIZEN	NSH	IP OR PLACE OF ORGANIZATION		
	France				
		5	SOLE VOTING POWER		
NUMBER	OF		0		
SHAF BENEFIC		6	SHARED VOTING POWER		
OWN	ED		62,962,644		
BY EA REPOR	TING SON	7	SOLE DISPOSITIVE POWER		
PERS WIT			0		
***		8	SHARED DISPOSITIVE POWER		
			62,962,644		
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON	
	62,962,6	44			
10			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	X
11	PERCEN	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	59.1%				
12	TYPE O	F RE	EPORTING PERSON		
	OO				

CUSIP No.	L5140P	S	CHEDULE 13G	ge 43 of	54
1	NAME (OF R	EPORTING PERSON		
	BC Euro	pean	Capital—Intelsat Co-Investment		
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) o
3	SEC US	E OI	NLY		
4	CITIZEN	NSH	IP OR PLACE OF ORGANIZATION		
	United K	ingc	lom		
		5	SOLE VOTING POWER		
NUMBER	ARES ICIALLY NED EACH RTING		0		
SHAF BENEFIC		6	SHARED VOTING POWER		
OWN			62,962,644		
BY EA REPOR		7	SOLE DISPOSITIVE POWER		
PERS WIT			0		
***11	11	8	SHARED DISPOSITIVE POWER		
			62,962,644		
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PER	RSON	
	62,962,6	44			
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	IARES	X
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	59.1%				
12	TYPE O	F RI	EPORTING PERSON		
	PN				

CUSIP No.	L5140P	S	CHEDULE 13G	Page 44 of	54		
1	NAME (OF R	REPORTING PERSON				
	BC Euro	pear	Capital—Intelsat Co-Investment 1				
2	CHECK		(a) x (b) o				
3	SEC USE ONLY						
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION				
	United K	Cingo	lom				
		5	SOLE VOTING POWER				
NUMBER SHAF BENEFIC	RES	6	0 SHARED VOTING POWER				
OWN	ED		62,962,644				
BY EA REPOR		7	SOLE DISPOSITIVE POWER				
PERS WIT			0				
VV 1 1	111	8	SHARED DISPOSITIVE POWER				
			62,962,644				
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON			
	62,962,6	44					
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES	X		
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	59.1%						
12	TYPE O	FRI	EPORTING PERSON				
	PN						

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1	NAME (OF R	REPORTING PERSON				
	BC Euro	pear	n Capital—Intelsat Syndication L.P.				
2	CHECK		(a) x (b) o				
3	SEC USE ONLY						
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION				
	Guernse	y, Cl	nannel Islands				
		5	SOLE VOTING POWER				
NUMBER SHAF	ARES CIALLY NED EACH RTING		0				
BENEFIC		6	SHARED VOTING POWER				
OWN BY EA			62,962,644				
REPOR		7	SOLE DISPOSITIVE POWER				
PERS WIT			0				
		8	SHARED DISPOSITIVE POWER				
			62,962,644				
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON			
	62,962,6	44					
10	CHECK	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES	X		
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	59.1%						
12	TYPE O	F RI	EPORTING PERSON				
	PN						

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I T E M(a) 1. 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(a) 2.

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, and BC European Capital—Intelsat Syndication L.P., a limited partnership organized under the laws of Guernsey, Channel Islands (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 Civiles 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:

L5140P 101

I T E MIF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK 3. WHETHER THE PERSON FILING IS A:

Not Applicable.

ITE MOWNERSHIP.

4.

All ownership amounts are as of February 10, 2015, the most recent practicable date prior to this filing. All ownership percentages assume that there are 106,600,000 common shares outstanding, based on the Issuer's Report on Form 6-K filed with the Securities and Exchange Commission on October 30, 2014.

The common shares beneficially owned by each of the Reporting Persons include 62,962,644 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 Governance Agreement described in Item 8 below, each of the Reporting Persons may be deemed to beneficially own and share voting and dispositive power over certain common shares of the Issuer owned by the other Governance 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.

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ITEM OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

5.

Not Applicable.

ITEM OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF

6. ANOTHER PERSON.

Not Applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE

7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

8.

The information for forth in Item 2 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"), SLP III Investment Holding S.ár.l. (the "Silver Lake Shareholder"), David McGlade (collectively with the Silver Lake Shareholder and the BC Shareholder, the "Governance Shareholders") and the Issuer entered into a governance agreement (as amended from time to time, the "Governance Agreement"). Under the Governance Agreement, the BC Shareholder currently has the right to nominate four directors for election to the Issuer's board of directors and the Silver Lake Shareholder currently has the right to nominate one director for election to the Issuer's board of directors. The Governance Agreement also provides that a majority of the directors then in office (or, if the board has delegated such authority, the nomination or similar committee of the board) shall nominate the remaining directors for election to the board, one of whom shall be the Issuer's highest ranking executive officer, who is currently Mr. McGlade. Under the Governance Agreement, each of the Governance Shareholders has agreed to vote all shares held by it in favor of the directors nominated under the terms of the Governance Agreement and in furtherance of the removal of any directors by the BC Shareholder or the Silver Lake Shareholder under the terms of the Governance Agreement. Under the Governance Agreement, the BC Shareholder has drag-along rights with respect to the Silver Lake Shareholder under certain circumstances and the Silver Lake Shareholder has certain tag-along rights on transfers by the BC Shareholder. The form of Governance Agreement is filed as an exhibit hereto, and the foregoing summary is qualified in its entirety by the terms thereof.

Given the terms of the Governance Agreement, the Reporting Persons collectively with SLP III Investment Holding S.á r.l. and certain related parties (collectively, the "SLP Parties") and Mr. McGlade may be deemed to constitute a "group" that, as of the date hereof, collectively beneficially owns approximately 80,920,000 common shares, or approximately 74.4%, 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 CERTIFICATIONS.

10.

Not Applicable.

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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, 2015

SERAFINA S.A.:

/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

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101 SCHEDULE 13G
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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

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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

For and on behalf of

BC EUROPEAN CAPITAL—INTELSAT SYNDICATION L.P.:

/S/ MATTHEW ELSTON

Name: Matthew Elston

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

Partner to

BC European Capital—Intelsat Syndication L.P.

/S/ MARK RODLIFFE

Name: Mark Rodliffe

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

Partner to

BC European Capital—Intelsat Syndication L.P.

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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

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Exhibit Index

ExhibitJoint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities

- 1. Exchange Act of 1934, as amended (previously filed).
- ExhibitForm of Governance Agreement, by and among Intelsat S.A. and the shareholders of
- 2. Intelsat S.A. party thereto (previously filed as Exhibit 10.80 to Amendment No. 8 to Intelsat S.A.'s Registration Statement on Form F-1, File No. 333-181527, filed on April 2, 2013).