BONDERMAN DAVID
Form 4
October 06, 2010

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BONDERMAN DAVID

(Last) (First) (Middle)

C/O TPG CAPITAL L.P.,, 301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Kraton Performance Polymers, Inc. [KRA]

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2010

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, $0.01 par value	10/04/2010		S		364,318	D	$ 25.3075	3,032,360	I	See Explanation of Responses (1) (3)
Common stock, $0.01 par value	10/04/2010		S		355,682	D	$ 25.3075	2,960,483	I	See Explanation of Responses (2) (3)

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
BONDERMAN DAVID C/O TPG CAPITAL L.P., 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
COULTER JAMES G C/O TPG CAPITAL, L.P., 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
TPG ADVISORS III INC C/O TPG CAPITAL, L.P., 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG CAPITAL, L.P., 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Ronald Cami, on behalf of David Bonderman (4) (5)	10/06/2010
**Signature of Reporting Person	Date
/s/ Ronald Cami, on behalf of James G. Coulter (4) (5)	10/06/2010
**Signature of Reporting Person	Date
/s/ Ronald Cami, Vice President, TPG Advisors III, Inc. (4)	10/06/2010
**Signature of Reporting Person	Date
/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors Inc. (4)	10/06/2010
**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) David Bonderman and James G. Coulter are directors, officers and sole stockholders of TPG Advisors III, Inc. ("TPG Advisors III"), which in turn is the general partner of TPG GenPar III, L.P., which in turn is the general partner of each of TPG Partners III, L.P. ("Partners III"), TPG Parallel III, L.P. ("Parallel III"), TPG Investors III, L.P. ("Investors III"), FOF Partners III, L.P. ("FOF") and FOF Partners III-B, L.P. ("FOF B") and the sole member of TPG GenPar Dutch, L.L.C., which is the general partner of TPG Dutch Parallel III, C.V. ("Dutch Parallel III"). Partners III, Parallel III, Investors III, FOF, FOF B and Dutch Parallel III are the members of TPG III Polymer Holdings LLC ("TPG III Polymer Holdings"), which directly holds 3,032,360 shares of common stock (the "Shares") of Kraton Performance Polymers, Inc. (the "Issuer") reported herein.

(2) Messrs. Bonderman and Coulter are directors, officers and sole stockholders of TPG Group Holdings (SBS) Advisors, Inc. ("TPG Group Advisors" and, together with TPG Advisors III and Messrs. Bonderman and Coulter, the "Reporting Persons") which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG GenPar IV Advisors, LLC, which is the general partner of TPG GenPar IV, L.P., which is the general partner of TPG Partners IV, L.P., which is the sole member of TPG IV Polymer Holdings LLC ("TPG IV Polymer Holdings"), which directly holds 2,960,483 Shares of the Issuer reported herein.

(3) Because of the Reporting Persons' relationships to TPG III Polymer Holdings and TPG IV Polymer Holdings, the Reporting Persons may be deemed to beneficially own the Shares reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG III Polymer Holdings and/or TPG IV Polymer Holdings. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any Shares in excess of such amounts.

Remarks:

(4) The Reporting Persons are jointly filing this Form 4 under Exchange Act Rule 16a-3(j).

(5) Ronald Cami is signing on behalf of Messrs. Bonderman and Coulter pursuant to the letters dated July 1, 2010, which wer

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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