

GREEN EQUITY INVESTORS III LP
Form SC 13D/A
May 26, 2004

OMB APPROVAL

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)*

VCA Antech, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value, per share

(Title of Class of Securities)

918194 10 1

(CUSIP Number)

Jennifer Bellah Maguire

Gibson, Dunn & Crutcher LLP

333 South Grand Avenue

Los Angeles, California 90071-3197

(213) 229-7986

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 18, 2004

(Date of Event Which Requires Filing of Statement on Schedule 13D)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box. "

* 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 Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power	0
	8. Shared Voting Power	3,396,937
	9. Sole Dispositive Power	0

10. Shared Dispositive

Power 3,396,937

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,396,937

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

8.3% beneficial ownership of the voting stock based on 40,775,396 shares of Common Stock outstanding on May 7, 2004

14. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors Side III, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power	0
	8. Shared Voting Power	3,396,937
	9. Sole Dispositive Power	0

10. Shared Dispositive

Power 3,396,937

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,396,937

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

13. Percent of Class Represented by Amount in Row (11):

8.3% beneficial ownership of the voting stock based on 40,775,396 shares of Common Stock outstanding on May 7, 2004

14. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

GEI Capital III, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power 0
 PERSON WITH:	8. Shared Voting Power 3,396,937
 PERSON WITH:	9. Sole Dispositive Power 0

10. Shared Dispositive

Power 3,396,937

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,396,937

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

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13. Percent of Class Represented by Amount in Row (11):

8.3% beneficial ownership of the voting stock based on 40,775,396 shares of Common Stock outstanding on May 7, 2004

14. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

LGP Management, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power 0
	8. Shared Voting Power 3,396,937
	9. Sole Dispositive Power 0

10. Shared Dispositive

Power 3,396,937

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,396,937

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8.3% beneficial ownership of the voting stock based on 40,775,396 shares of Common Stock outstanding on May 7, 2004

14. Type of Reporting Person (See Instructions):

CO

1. Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Leonard Green & Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power	0
	8. Shared Voting Power	3,396,937
	9. Sole Dispositive Power	0

10. Shared Dispositive

Power 3,396,937

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,396,937

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

8.3% beneficial ownership of the voting stock based on 40,775,396 shares of Common Stock outstanding on May 7, 2004

14. Type of Reporting Person (See Instructions):

PN

1. Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

John G. Danhaki

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power	0
	8. Shared Voting Power	3,396,937
	9. Sole Dispositive Power	0

10. Shared Dispositive

Power 3,396,937

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,396,937

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13. Percent of Class Represented by Amount in Row (11):

8.3% beneficial ownership of the voting stock based on 40,775,396 shares of Common Stock outstanding on May 7, 2004

14. Type of Reporting Person (See Instructions):

IN

1. Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Peter J. Nolan

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power	0
	8. Shared Voting Power	3,396,937
	9. Sole Dispositive Power	0

10. Shared Dispositive

Power 3,396,937

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,396,937

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

13. Percent of Class Represented by Amount in Row (11):

8.3% beneficial ownership of the voting stock based on 40,775,396 shares of Common Stock outstanding on May 7, 2004

14. Type of Reporting Person (See Instructions):

IN

1. Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

John M. Baumer

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7. Sole Voting Power 0
	8. Shared Voting Power 3,396,937
	9. Sole Dispositive Power 0
	10. Shared Dispositive

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Power 3,396,937

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,396,937

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

8.3% beneficial ownership of the voting stock based on 40,775,396 shares of Common Stock outstanding on May 7, 2004

14. Type of Reporting Person (See Instructions):

IN

This Amendment No. 3 to Schedule 13D (this **Amendment No. 3**) amends and supplements the Statement on Schedule 13D filed with the Securities and Exchange Commission (the **SEC**) on February 11, 2003 (the **Schedule 13D**), as amended by Amendment No. 1, dated February 25, 2003, and Amendment No. 2, dated October 28, 2003, which relates to the common stock, \$0.001 par value per share (the **Common Stock**), of VCA Antech, Inc., a Delaware corporation (the **Issuer**). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D.

This Amendment No. 3 is being filed by Green Equity Investors III, L.P., a Delaware limited partnership (**GEI III**), Green Equity Investors Side III, L.P., a Delaware limited partnership (**GEI Side III**), GEI Capital III, LLC, a Delaware limited liability company (**GEIC**), Leonard Green & Partners, L.P., a Delaware limited partnership (**LGP**), LGP Management, Inc., a Delaware corporation (**LGPM**), John G. Danhakl, Peter J. Nolan and John M. Baumer (collectively, **Reporting Persons**) pursuant to their Joint Filing Agreement (incorporated herein by reference to Exhibit 4 to the Schedule 13D filed with the SEC on February 11, 2003).

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended to add the following information:

On May 18, 2004, GEI III and GEI Side III disposed of 3,450,000 shares of Common Stock (the **Shares**) with a public offering price of \$38.75 per share, less an underwriting discount of \$0.83 per share, pursuant to an underwriting agreement, filed with the SEC as an exhibit to the Issuer's Form 8-K on May 17, 2004 (the **Underwriting Agreement**) and under a registration statement of the Issuer on Form S-3 (File No. 333-114471) and amendments and supplements thereto filed with the SEC (collectively, the **Registration Statement**). GEI Side III is an affiliated fund of GEI III and invests in tandem with GEI III. GEI Side III's investments represent less than 1% of the amount invested in each transaction.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) and (b)

Reporting Persons	Number of Shares With Sole Voting and Dispositive Power	Number of Shares With Shared Voting and Dispositive Power	Aggregate	Percentage of Class Beneficially Owned
			Number of Shares Beneficially Owned	
GEI III	0	3,396,937	3,396,937	8.3%

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and GEI Side III

Other Reporting Persons	0	3,396,937	3,396,937	8.3%
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- (c) Other than as reported in this Amendment No. 3, none of the Reporting Persons has effected any transactions involving the Common Stock in the 60 days prior to filing this Amendment No. 3.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended to add the following:

On May 12, 2004, GEI III, the Issuer and the underwriter entered into the Underwriting Agreement. The Underwriting Agreement provided for the sale by GEI III and GEI Side III of 3,000,000 shares of Common Stock and granted the underwriter an over-allotment option to purchase an additional 450,000 shares of Common Stock. The over-allotment option was exercised and the aggregate number of shares of Common Stock sold was 3,450,000.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended to add the following:

6. Underwriting Agreement, dated May 12, 2004 (incorporated herein by reference to Exhibit 1.1 to VCA Antech, Inc.'s form 8-K, as filed with the SEC on May 17, 2004, File No. 1-16783).

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment No. 3 is true, complete and correct.

Dated as of May 24, 2004

Green Equity Investors III, L.P.
By: GEI Capital III, LLC, its General Partner

By: /s/ Jonathan D. Sokoloff

Name: Jonathan D. Sokoloff
Title: Manager

Green Equity Investors Side III, L.P.
By: GEI Capital III, LLC, its General Partner

By: /s/ Jonathan D. Sokoloff

Name: Jonathan D. Sokoloff
Title: Manager

GEI Capital III, LLC

By: /s/ Jonathan D. Sokoloff

Name: Jonathan D. Sokoloff
Title: Manager

Leonard Green & Partners, L.P.
By: LGP Management, Inc., its General Partner

By: /s/ Jonathan D. Sokoloff

Name: Jonathan D. Sokoloff
Title: Vice President

LGP Management, Inc.

By: /s/ Jonathan D. Sokoloff

Name: Jonathan D. Sokoloff
Title: Vice President

/s/ John G. Danhakl

John G. Danhaki

/s/ Peter J. Nolan

Peter J. Nolan

/s/ John M. Baumer

John M. Baumer

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
1.	Stockholders Agreement, dated as of September 20, 2000 (incorporated by reference to Exhibit 4.1 to VCA Antech, Inc. s Form S-1, as filed with the SEC on August 9, 2001).
2.	Amendment No. 1 to Stockholders Agreement, dated as of November 27, 2001 (incorporated by reference to Exhibit 4.2 to VCA Antech, Inc. s Amendment No. 2 to Form S-1, as filed with the SEC on October 31, 2001).
3.	Amendment No. 2 to Stockholders Agreement, dated as of January 9, 2003 (incorporated by reference to Exhibit 4.3 to VCA Antech, Inc. s Amendment No. 1 to Form S-3, as filed with the SEC on January 17, 2003).
4.	Joint Filing Agreement, dated February 5, 2003 (incorporated herein by reference to Exhibit 4 to the Schedule 13D filed with the SEC on February 11, 2003).
5.	Power of Attorney, dated February 5, 2003 (incorporated herein by reference to Exhibit 5 to the Schedule 13D filed with the SEC on February 11, 2003).
6.	Underwriting Agreement, dated May 12, 2004 (incorporated herein by reference to Exhibit 1.1 to VCA Antech, Inc. s Form 8-K, as filed with the SEC on May 17, 2004).