

Edgar Filing: CBRE GROUP, INC. - Form SC 13D/A

CBRE GROUP, INC.  
Form SC 13D/A  
September 11, 2012

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 12)\*

CBRE GROUP, INC.

-----  
(Name of Issuer)

CLASS A COMMON STOCK, \$0.01 par value

-----  
(Title of Class of Securities)

12497T101

-----  
(CUSIP Number)

Gwen G. Reinke  
Blum Capital Partners, L.P.  
909 Montgomery Street, Suite 400  
San Francisco, CA 94133  
(415) 434-1111

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

September 7, 2012

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check 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 (the "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).

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-----  
1. NAME OF REPORTING PERSON

BLUM CAPITAL PARTNERS, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

94-3205364  
-----

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

NUMBER OF SHARES 8. SHARED VOTING POWER 14,716,062\*\*

BENEFICIALLY OWNED BY EACH PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 14,716,062\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,716,062\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%\*\*

14. TYPE OF REPORTING PERSON PN, IA

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, INC.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-2967812

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

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	7. SOLE VOTING POWER	-0-
NUMBER OF	-----	-----
SHARES	8. SHARED VOTING POWER	14,716,062**
BENEFICIALLY	-----	-----
OWNED BY EACH	9. SOLE DISPOSITIVE POWER	-0-
PERSON WITH	-----	-----
	10. SHARED DISPOSITIVE POWER	14,716,062**
-----		

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,716,062\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%\*\*

14. TYPE OF REPORTING PERSON CO

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP II, L.L.C.  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3395150

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

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

-----		
	7. SOLE VOTING POWER	-0-
NUMBER OF	-----	-----
SHARES	8. SHARED VOTING POWER	14,716,062**
BENEFICIALLY	-----	-----
OWNED BY EACH	9. SOLE DISPOSITIVE POWER	-0-
PERSON WITH	-----	-----
-----		

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10. SHARED DISPOSITIVE POWER 14,716,062\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,716,062\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%\*\*

14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

\*\* See Item 5 below

\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP III, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 04-3809436

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x] (b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

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

7. SOLE VOTING POWER -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH

8. SHARED VOTING POWER 14,716,062\*\*

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 14,716,062\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,716,062\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%\*\*

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14. TYPE OF REPORTING PERSON OO (Limited Liability Company)  
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\*\* See Item 5

\* \* \* \* \*

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-----  
1. NAME OF REPORTING PERSON BLUM STRATEGIC GP III, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 02-0742606  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)   
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS\* See Item 3  
-----

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  
-----

7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
PERSON WITH

8. SHARED VOTING POWER 14,716,062\*\*  
-----

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 14,716,062\*\*  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,716,062\*\*  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]  
-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%\*\*  
-----

14. TYPE OF REPORTING PERSON PN  
-----

\*\* See Item 5

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\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP IV, L.L.C.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 26-0588693

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

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

7. SOLE VOTING POWER -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH  
8. SHARED VOTING POWER 14,716,062\*\*  
9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 14,716,062\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,716,062\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%\*\*

14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP IV, L.P.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 26-0588732

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [x]

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3. SEC USE ONLY

---

4. SOURCE OF FUNDS\* See Item 3

---

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

---

7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
PERSON WITH

8. SHARED VOTING POWER 14,716,062\*\*

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 14,716,062\*\*

---

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,716,062\*\*

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

---

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%\*\*

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14. TYPE OF REPORTING PERSON PN

\*\* See Item 5

\* \* \* \* \*

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Item 1. Security and Issuer

-----  
This Amendment No. 12 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on June 2, 2011 by Blum Capital Partners, L.P., a California limited partnership ("Blum LP"); and Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); Blum Strategic GP II, L.L.C., a Delaware limited liability company ("Blum GP II"); Blum Strategic GP III, L.L.C., a

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Delaware limited liability company ("Blum GP III"); Blum Strategic GP III, L.P., a Delaware limited partnership ("Blum GP III LP"); Blum Strategic GP IV, L.L.C., a Delaware limited liability company ("Blum GP IV"); and Blum Strategic GP IV, L.P., a Delaware limited partnership ("Blum GP IV LP") (collectively, the "Reporting Persons").

This amendment relates to shares of Class A Common Stock, \$0.01 par value per share (the "Common Stock") of CBRE Group, Inc., a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is 11150 Santa Monica Boulevard, Suite 1600, Los Angeles, California 90025.

The following amendments to the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D as previously amended.

### Item 2. Identity and Background

-----

Item 2 is hereby amended and restated in its entirety with the following:

Blum LP is a California limited partnership whose principal business is acting as general partner for investment partnerships and providing investment advisory services. Blum LP is an investment adviser registered with the Securities and Exchange Commission. The sole general partner of Blum LP is RCBA Inc.

\* \* \* \* \*

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The principal business office address of Blum LP and RCBA Inc. is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the executive officers and directors of RCBA Inc., their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizenship	Principal Occupation or Employment
Richard C. Blum President, Chairman & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Murray McCabe Managing Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Director, Blum LP
Nils Colin Lind Senior Adviser	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Senior Adviser, Blum LP
Jane J. Su Managing Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Partner, Blum LP
John H. Park	909 Montgomery St.	USA	Partner,



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Partner	Suite 400 San Francisco, CA 94133		Blum LP
David H.S. Chung Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Peter Westley Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gwen G. Reinke Partner, General Counsel & Chief Compliance Officer	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, General Counsel & Chief Compliance Officer Blum LP
Marc T. Scholvinck Managing Partner, Chief Financial Officer, Assistant Secretary & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Partner & Chief Financial Officer, Blum LP

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Blum GP II is a Delaware limited liability company whose principal business is acting as the sole general partner of Blum Strategic II and also as managing limited partner of Blum Strategic Partners II GmbH & Co. KG. ("Blum Strategic II KG").

The principal business office address of Blum GP II is 909 Montgomery Street, Suite 400, San Francisco, CA 94133. The names of the managing members and members of Blum GP II, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
-----	-----	-----	-----
Richard C. Blum Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Nils Colin Lind Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Senior Adviser, Blum LP
Jane J. Su Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Partner, Blum LP
John H. Park Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
David H.S. Chung Member	909 Montgomery St. Suite 400	USA	Partner, Blum LP

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San Francisco, CA 94133

Gwen G. Reinke Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, General Counsel & Chief Compliance Officer Blum LP
Marc T. Scholvinck Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Partner & Chief Financial Officer, Blum LP

\* \* \* \* \*

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Blum GP III is a Delaware limited liability company whose principal business is acting as the general partner of Blum GP III LP, a Delaware limited partnership, whose principal business is acting as the general partner of Blum Strategic Partners III, L.P. ("Blum Strategic III"), whose principal office is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

The principal business office address of Blum GP III and Blum GP III LP is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the managing members and members of Blum GP III, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
-----	-----	-----	-----
Richard C. Blum Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Nils Colin Lind Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Senior Adviser, Blum LP
Jane J. Su Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Partner, Blum LP
John H. Park Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
David H.S. Chung Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gwen G. Reinke Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, General Counsel & Chief Compliance Officer Blum LP
Marc T. Scholvinck Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Partner & Chief Financial Officer,

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Blum LP

\* \* \* \* \*

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Blum GP IV is a Delaware limited liability company whose principal business is acting as the general partner of Blum GP IV LP, a Delaware limited partnership, whose principal business is acting as the general partner of Blum Strategic Partners IV, L.P. ("Blum Strategic IV"), whose principal office is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

The principal business office address of Blum GP IV and Blum GP IV LP is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the managing members and members of Blum GP IV, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen-ship	Principal Occupation or Employment
Richard C. Blum Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Nils Colin Lind Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Senior Adviser, Blum LP
Jane J. Su Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Partner, Blum LP
John H. Park Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
David H.S. Chung Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gwen G. Reinke Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, General Counsel & Chief Compliance Officer Blum LP
Marc T. Scholvinck Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Managing Partner & Chief Financial Officer, Blum LP

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To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2 has, during the past five years, been

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convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Considerations

-----

There have been no changes to Item 3 since the Schedule 13D Amendment filed on August 6, 2008.

### Item 4. Purpose of Transaction

-----

Item 4 is hereby amended and restated in its entirety with the following:

The Reporting Persons acquired the Common Stock for investment purposes in the ordinary course of business.

The Reporting Persons intend to review their investment in the Issuer continuously. Depending on their review and evaluation of the business and prospects of the Issuer, and subject to the terms of the various advisory agreements and applicable securities laws, the price level of the Common Stock, or such other factors as they may deem relevant, the Reporting Persons may acquire additional Common Stock on the open market, in privately negotiated transactions or otherwise; may sell or dispose of all or any part of their Common Stock pursuant to Rule 144, in privately negotiated transactions, in sales registered or exempt from registration under the Securities Act of 1933 or otherwise; may distribute shares to various of their partners, members, employees or business associates; or may engage in any combination of the foregoing. Subject to applicable law, the Reporting Persons may enter into derivative transactions, hedging transactions or alternative structures with respect to the Common Stock. Any acquisitions,

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sales, dispositions, distributions or other transactions may be announced or consummated at any time without additional prior notice and prior to any further amendment to this Statement. Any alternative that the Reporting Persons may pursue will depend upon a variety of factors, including without limitation, current and anticipated future trading prices of the Common Stock, the financial condition, results of operations and prospects of the Issuer and general economic, financial market and industry conditions, other investment and business opportunities available to, or liquidity requirements of, the Reporting Persons, general stock market and economic conditions, tax considerations and other factors.

Also, in connection with the Reporting Persons' investment in the Issuer, the Reporting Persons intend to engage in communications with, directly or through intermediaries, one or more existing or prospective shareholders of

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the Issuer, one or more officers of the Issuer, one or more members of the board of directors of the Issuer, and other representatives of the Issuer. In connection with these activities, the Reporting Persons may engage in communications with sources of credit and/or other financing sources, industry participants, applicable governmental agencies, and/or other interested parties regarding the Issuer, with respect to the Issuer's operations and strategic, financial, governance and other matters. The Reporting Persons may discuss ideas that, if effected, may result in any of the following: the acquisition by persons of additional Common Stock of the Issuer, an extraordinary corporate transaction involving the Issuer, and/or changes in the board of directors or management of the Issuer. The Reporting Persons may also propose changes in the Issuer's operations, governance or capitalization; exchange information with the Issuer pursuant to confidentiality or similar agreements; or take or propose to take, alone or in conjunction with other parties, other actions intended to increase or decrease the Reporting Persons' investment in the Issuer or increase the value of their investment in the Issuer, which could include or result in one or more of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Richard C. Blum and Jane J. Su, who are executive officers or managing members of each of the Reporting Persons, are members of the Board of Directors of the Issuer.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any current plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D; provided that the Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

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Item 5. Interest in Securities of the Issuer  
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(a), (b) According to the Issuer's Form 10Q, filed with the Commission on August 9, 2012, there were 328,219,385 shares of Common Stock issued and outstanding as of July 31, 2012. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report beneficial ownership of the following shares of Common Stock: (i) 220,383 shares of Common Stock held by Blum LP and RCBA Inc. on behalf of the limited partnerships for which Blum LP serves as the general partner, which represents 0.1% of the outstanding shares of the Common Stock; (ii) 6,282,700 shares of Common Stock held by Blum GP III on behalf of the partnerships for which it serves as the general partner, which represents 1.9% of the outstanding shares of Common Stock; and (iv) 8,212,979 shares of Common Stock held by Blum GP IV on behalf of the partnerships for which it serves as the general partner, which represents 2.5% of the outstanding shares of Common Stock.

Voting and investment power concerning the above shares are held solely by Blum LP, Blum GP III, and Blum GP IV. The Reporting Persons therefore may be deemed to be members in a group, in which case the group would be deemed to have beneficial ownership of an aggregate of 14,716,062 shares of the Common

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Stock, which is 4.5% of the outstanding Common Stock. As the sole general partner of Blum LP, RCBA Inc. is deemed the beneficial owner of the securities over which Blum LP has voting and investment power. The filing of this Schedule shall not be construed as an admission that any of the shareholders, directors or executive officers of RCBA Inc. or the managing members and members of Blum GP III, Blum GP III LP, Blum GP IV or Blum GP IV LP, is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc., Blum GP III, Blum GP III LP, Blum GP IV or Blum GP IV LP.

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(c) During the last 60 days, the Reporting Persons have sold the following shares of Common Stock in the open market:

Entity	Trade Date	Shares	Price/Share
-----	-----	-----	-----
Investment partnerships for which Blum LP serves as the general partner.	09-07-2012	151,500	17.6940
	09-10-2012	243,300	17.3582
	09-11-2012	193,400	17.3840

Additionally, on September 7, 2012, the Reporting Persons distributed, on a pro rata basis, 6,282,759 shares of Common Stock to limited partners in two of the limited partnerships for which Blum GP II serves as the general partner and managing limited partner in a liquidating distribution.

(d) Not applicable.

(e) The Reporting Persons ceased to beneficially own 5% of the Issuer's issued and outstanding Common Stock on September 7, 2012.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

-----

Item 6 is hereby amended to add the following:

The disclosure set forth above in Item 4 is hereby incorporated by reference in its entirety.

Item 7. Material to be Filed as Exhibits

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Exhibit A - Joint Filing Undertaking

\* \* \* \* \*

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 11, 2012

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.  
By: Richard C. Blum & Associates, Inc.  
its general partner

By: /s/ Gwen G. Reinke

By: /s/ Gwen G. Reinke

-----  
Gwen G. Reinke,  
Gwen G. Reinke,  
Partner, General Counsel &  
Chief Compliance Officer

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Gwen G. Reinke,  
Gwen G. Reinke,  
Partner, General Counsel &  
Chief Compliance Officer

BLUM STRATEGIC GP II, L.L.C.

BLUM STRATEGIC GP III, L.L.C.

By: /s/ Gwen G. Reinke

By: /s/ Gwen G. Reinke

-----  
Gwen G. Reinke,  
Member

-----  
Gwen G. Reinke,  
Member

BLUM STRATEGIC GP III, L.P.

BLUM STRATEGIC GP IV, L.L.C.

By: Blum Strategic GP III, L.L.C.  
its general partner

By: /s/ Gwen G. Reinke

By: /s/ Gwen G. Reinke

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Gwen G. Reinke,  
Member

-----  
Gwen G. Reinke,  
Member

BLUM STRATEGIC GP IV, L.P.

By: Blum Strategic GP IV, L.L.C.  
its general partner

By: /s/ Gwen G. Reinke

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Gwen G. Reinke  
Member

\* \* \* \* \*

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The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: September 11, 2012

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.  
By: Richard C. Blum & Associates, Inc.  
its general partner

By: /s/ Gwen G. Reinke

By: /s/ Gwen G. Reinke

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Gwen G. Reinke,  
Partner, General Counsel &  
Chief Compliance Officer

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Gwen G. Reinke,  
Partner, General Counsel &  
Chief Compliance Officer

BLUM STRATEGIC GP II, L.L.C.

BLUM STRATEGIC GP III, L.L.C.

By: /s/ Gwen G. Reinke

By: /s/ Gwen G. Reinke

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Gwen G. Reinke,  
Member

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Gwen G. Reinke,  
Member

BLUM STRATEGIC GP III, L.P.

BLUM STRATEGIC GP IV, L.L.C.

By: Blum Strategic GP III, L.L.C.  
its general partner

By: /s/ Gwen G. Reinke

By: /s/ Gwen G. Reinke

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Gwen G. Reinke,  
Member

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Gwen G. Reinke,  
Member

BLUM STRATEGIC GP IV, L.P.

By: Blum Strategic GP IV, L.L.C.  
its general partner

By: /s/ Gwen G. Reinke

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Gwen G. Reinke  
Member

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