

XYRATEX LTD
Form SC 13G/A
February 21, 2008

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

SCHEDULE 13G

Information Statement pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

XYRATEX LTD
(Name of Issuer)

Common shares, par value \$0.01 per share
(Title of Class of Securities)

G98268-10-8
(CUSIP Number)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. G98268-10-8

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Hg Pooled Management Limited
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
- (a)
- (b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
- England
- | | | | |
|--|----|--------------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER | 0 |
| | 6. | SHARED VOTING POWER | 0 |
| | 7. | SOLE DISPOSITIVE POWER | 0 |
| | 8. | SHARED DISPOSITIVE POWER | 0 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 0%
12. TYPE OF REPORTING PERSON (See Instructions)
- OO

Item 1.

- (a) Name of Issuer
Xyratex Ltd
- (b) Address of Issuer's Principal Executive Offices
Langstone Road, Havant PO9 1SA, United Kingdom

Item 2.

- (a) Name of Person Filing
Hg Pooled Management Limited
- (b) Address of Principal Business Office or, if none, Residence
3rd Floor, Minerva House, 3-5 Montague Close, London SE1 9BB UNITED KINGDOM
- (c) Citizenship
England
- (d) Title of Class of Securities
Common shares, par value \$0.01 per share
- (e) CUSIP Number
Not applicable

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
0
- (b) Percent of class:
0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
0
 - (ii) Shared power to vote or to direct the vote
0
 - (iii) Sole power to dispose or to direct the disposition of
0
 - (iv) Shared power to dispose or to direct the disposition of
0



Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

Signature

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

February 21, 2008

Date

/s/ Stephen Bough

Stephen Bough, Finance Director

Name/Title

/s/ John Kitching

John Kitching, Company Secretary and

General Counsel

Name/Title