

Edgar Filing: TRIAD HOSPITALS INC - Form SC 13D/A

TRIAD HOSPITALS INC
Form SC 13D/A
January 09, 2002

CUSIP No. 89579K 10 9

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 2)1

Triad Hospitals, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

89579K 10 9

(CUSIP Number)

Welsh, Carson, Anderson
& Stowe
320 Park Avenue, Suite 2500
New York, New York 10022
Attention: Jonathan M. Rather
Tel. (212) 893-9500

William J. Hewitt, Esq.
Reboul, MacMurray, Hewitt,
Maynard & Kristol
45 Rockefeller Plaza
New York, New York 10111
Tel. (212) 841-5700

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

December 19, 2001

(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(e), 13d-1(f) or 13d-1(g), check the following box [].

1The 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1) Name of Reporting Person and I.R.S. Identification
 No. of Above Person, if an Entity (Voluntary) Welsh, Carson, Anderson & Stowe VIII, L.P.

2) Check the Appropriate Box if a Member of a Group (a) []
(b) []

3) SEC Use Only

4) Source of Funds OO

5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person

7) Sole Voting Power 6,160,126 shares of Common Stock

8) Shared Voting Power -0-

9) Sole Dispositive Power 6,160,126 shares of Common Stock

10) Shared Dispositive Power -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 6,160,126 shares of Common Stock

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) 8.6%

14) Type of Reporting Person PN

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Amendment No. 2 to Schedule 13D

Reference is hereby made to the statement on Schedule 13D filed with the Commission on May 3, 2001 and Amendment No. 1 thereto filed on September 5, 2001 (as so amended, the "Schedule 13D"). Terms defined in the Schedule 13D are

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used herein as so defined.

Item 5 is hereby amended and restated to read in its entirety as follows:

Item 5. Interest in Securities of the Issuer.

The following information is based on a total of 72,044,520 shares of Common Stock outstanding as of October 31, 2001, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2001 filed with the Commission on November 14, 2001:

(a)

WCAS VIII and VIII Associates

WCAS VIII owns 6,160,126 shares of Common Stock, or approximately 8.6% of the Common Stock outstanding. VIII Associates, as the general partner of WCAS VIII, may be deemed to beneficially own the securities owned by WCAS VIII.

Managing Members of VIII Associates

(i) Patrick J. Welsh directly beneficially owns 137,784 shares of Common Stock and indirectly beneficially owns (through a family foundation) 30,803 shares of Common Stock, or in the aggregate approximately 0.2% of the Common Stock outstanding.

(ii) Russell L. Carson directly beneficially owns 682,966 shares of Common Stock (including 13,475 shares issuable upon exercise of stock options) and indirectly beneficially owns (through a trust for the benefit of his children) 1,232 shares of Common Stock, or in the aggregate approximately 1.0% of the Common Stock outstanding.

(iii) Bruce K. Anderson owns 428,715 shares of Common Stock, or approximately 0.6% of the Common Stock outstanding.

(iv) Thomas E. McInerney owns 117,868 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(v) Robert A. Minicucci owns 33,727 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(vi) Anthony J. deNicola owns 3,493 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(vii) Paul B. Queally owns 3,493 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

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(viii) Lawrence B. Sorrel owns 4,657 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(ix) Jonathan M. Rather owns 932 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

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(b) The managing members of VIII Associates may be deemed to share the power to vote or direct the voting of and to dispose or direct the disposition of the Common Stock owned by WCAS VIII. Each of the managing members of VIII Associates disclaims beneficial ownership of all Common Stock other than that he owns directly or by virtue of his indirect pro rata interest, as a managing member of VIII Associates, in the Common Stock owned by WCAS VIII.

(c) Between December 17, 2001 and December 26, 2001, WCAS VIII sold an aggregate 1,102,600 shares of Common Stock in open market transactions, at an average sale price of \$28.20 per share.

(d) Except as described in this statement, no person has the power to direct the receipt of dividends on or the proceeds of sales of the Common Stock owned by WCAS VIII.

(e) 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.

WELSH, CARSON, ANDERSON & STOWE VIII, L.P.
By: WCAS VIII Associates, LLC,
General Partner

By: /s/ Jonathan Rather

Managing Member

Dated: January 9, 2002