

AVENTINE RENEWABLE ENERGY HOLDINGS INC  
Form SC 13G  
February 13, 2007

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**Aventine Renewable Energy Holdings, Inc.**

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(Name of Issuer)

**Common Stock, par value \$0.001 per share**

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(Title of Class of Securities)

**05356X403**

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(CUSIP Number)

**December 31, 2006**

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(Date of Event which Requires Filing of this Statement)

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).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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CUSIP No. 05356X403

13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Aventine Renewable Energy Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  <div style="text-align: right;">(a) <input type="radio"/></div> <div style="text-align: right;">(b) <input checked="" type="radio"/></div>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  11,833,495
	6	SHARED VOTING POWER  0
	7	SOLE DISPOSITIVE POWER  11,833,495
	8	SHARED DISPOSITIVE POWER  0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,833,495	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  <div style="text-align: right;">0</div>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  28.3%	
12	TYPE OF REPORTING PERSON  CO	



CUSIP No. 05356X403

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Morgan Stanley Dean Witter Capital Partners IV, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		9,837,908
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		9,837,908
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	9,837,908	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	<input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	23.5%	
12	TYPE OF REPORTING PERSON	
	PN	



CUSIP No. 05356X403

13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  MSDW IV 892 Investors, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  <input type="radio"/> (a) o <input checked="" type="radio"/> (b) x	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  839,340
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  839,340
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  839,340	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  <input type="radio"/> o	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  2.0%	
12	TYPE OF REPORTING PERSON  PN	





CUSIP No. 05356X403

13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Metalmark Capital LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="radio"/>	
	(b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		10,679,472
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		10,679,472
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	10,679,472	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	<input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	25.5%	
12	TYPE OF REPORTING PERSON	
	CO, IA	



CUSIP No. 05356X403

13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Morgan Stanley Dean Witter Capital Investors IV, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  <input type="radio"/> (a) o <input checked="" type="radio"/> (b) x	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  269,172
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  269,172
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  269,172	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  <input type="radio"/> o	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.6%	
12	TYPE OF REPORTING PERSON  PN	



CUSIP No. 05356X403

13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  MSDW Capital Partners IV LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input type="checkbox"/></div>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  269,172
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  269,172
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  269,172	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  <div style="text-align: right;">0</div>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.6%	
12	TYPE OF REPORTING PERSON  CO, IA	



CUSIP No. 05356X403

13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	MSDW Capital Partners IV, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="radio"/>	
	(b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		269,172
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		269,172
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	269,172	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	<input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.6%	
12	TYPE OF REPORTING PERSON	
	CO, IA	





**Item 1(a). Name of Issuer:**

Aventine Renewable Energy Holdings, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

1300 South 2<sup>nd</sup> Street, Pekin, Illinois, 61554

**Item 2(a). Name of Person Filing:**

See item 2(b) below.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

- (1) Aventine Renewable Energy Holdings LLC (["AVR LLC"])  
c/o Metalmark Capital LLC  
1177 Avenue of the Americas, 40th Floor  
New York, NY 10036
- (2) Morgan Stanley Dean Witter Capital Partners IV, LP (["MSDW IV"])  
c/o Metalmark Capital LLC  
1177 Avenue of the Americas, 40th Floor  
New York, NY 10036
- (3) MSDW IV 892 Investors, LP (["MSDW 892"])  
c/o Metalmark Capital LLC  
1177 Avenue of the Americas, 40th Floor  
New York, NY 10036
- (4) Metalmark Capital LLC (["Metalmark"])  
c/o Metalmark Capital LLC  
1177 Avenue of the Americas, 40th Floor  
New York, NY 10036
- (5) Morgan Stanley Dean Witter Capital Investors IV, L.P. (["MSDW Capital Investors"])  
c/o Metalmark Capital LLC  
1177 Avenue of the Americas, 40th Floor  
New York, NY 10036
- (6) MSDW Capital Partners IV LLC (["MSDW Capital Partners"])  
c/o Metalmark Capital LLC  
1177 Avenue of the Americas, 40th Floor  
New York, NY 10036
- (7) MSDW Capital Partners IV, Inc. (["MSDW Inc."])  
c/o Metalmark Capital LLC  
1177 Avenue of the Americas, 40th Floor  
New York, NY 10036

**Item 2(c). Citizenship:**

See item 4 on Cover Pages to this Schedule 13G

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.001 per share

**Item 2(e). CUSIP Number:**

05356X403

**Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not Applicable

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

**(a) Amount beneficially owned:**

See item 9 on Cover Pages to this Schedule 13G

MSDW IV may be deemed to indirectly beneficially own 9,837,908 shares of the reported securities and MSDW 892, may be deemed to indirectly beneficially own 839,340 shares of the reported securities, in each case by virtue of their direct ownership interest in AVR LLC. Metalmark may be deemed to have beneficial ownership of the 10,679,472 shares of the reported securities, including the 10,677,248 shares indirectly beneficially owned by MSDW IV and MSDW 892.

MSDW Capital Investors may be deemed to indirectly beneficially own 269,172 shares of the reported securities through its direct ownership interest in AVR LLC. MSDW Capital Partners is the general partner of MSDW Capital Investors. MSDW Inc. is the institutional managing member of MSDW Capital Partners. By virtue of these relationships, each of MSDW Capital Partners and MSDW Inc. may be deemed to have beneficial ownership of the 269,172 shares of the reported securities indirectly beneficially owned by MSDW Capital Investors.

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MSDW IV, MSDW 892, MSDW Capital Investors, MSDW Capital Partners, MSDW Inc. and Metalmark each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

**(b) Percent of class:**

See item 11 on Cover Pages to this Schedule 13G.

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**(c) Number of shares as to which such person has:**

**(i) Sole power to vote or to direct the vote:**

See item 5 on Cover Pages to this Schedule 13G.

**(ii) Shared power to vote or to direct the vote:**

See item 6 on Cover Pages to this Schedule 13G.

**(iii) Sole power to dispose or to direct the disposition of:**

See item 7 on Cover Pages to this Schedule 13G.

**(iv) Shared power to dispose or to direct the disposition of:**

See item 8 on Cover Pages to this Schedule 13G

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

Not Applicable

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

None

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

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. Certifications.**

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 13, 2007

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(Date)

/s/ Kenneth F. Clifford

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By: Kenneth F. Clifford, as authorized  
signatory of Aventine Renewable Energy  
Holdings LLC

/s/ Kenneth F. Clifford

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By: Kenneth F. Clifford, as authorized  
signatory of Metalmark

/s/ Kenneth F. Clifford

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By: Kenneth F. Clifford, Chief Financial  
Officer of Metalmark, as attorney-in-fact for,  
MSDW Capital Partners and MSDW Inc.  
and for the institutional managing member of  
the general partner of each of MSDW IV,  
MSDW 892, and MSDW Capital Investors

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).**