

Edgar Filing: AVIALL INC - Form SC 13D/A

AVIALL INC
Form SC 13D/A
February 15, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3) *

Aviall, Inc.
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

CUSIP NUMBER

05366B102
(CUSIP Number)

Peter J. Clare
The Carlyle Group
1001 Pennsylvania Avenue, N.W.
Suite 220 South
Washington, D.C. 20004
(202) 347-2626

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

Copies to:
David M. McPherson, Esq.
Latham & Watkins LLP
555 Eleventh Street, N.W.
Suite 1000
Washington, D.C. 20004
(202) 637-2200

February 11, 2005

(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
.[]

Note: Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See Rule 13d-7(b) for other

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parties to whom copies are to be sent.

*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).

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Page 2 of 17 Pages

1. Name of Reporting Persons:

Carlyle Partners III, L.P.

IRS Identification Number of Above Person:

52-2229944

2. Check the Appropriate Box if a Member of a Group

3. SEC Use Only

4. Source of Funds

Not Applicable

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:

8. Shared Voting Power:

9. Sole Dispositive Power:

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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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):
- 14. Type of Reporting Person:
PN

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- 1. Name of Reporting Persons:
CP III Coinvestment, L.P.
IRS Identification Number of Above Person:
54-1970037
- 2. Check the Appropriate Box if a Member of a Group
- 3. SEC Use Only
- 4. Source of Funds
Not Applicable
- 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:
- 8. Shared Voting Power:
- 9. Sole Dispositive Power:
- 10. Shared Dispositive Power:
- 11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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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):

14. Type of Reporting Person:

PN

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1. Name of Reporting Persons:

Carlyle High Yield Partners, L.P.

IRS Identification Number of Above Person:

52-2175223

2. Check the Appropriate Box if a Member of a Group

3. SEC Use Only

4. Source of Funds

Not Applicable

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:

8. Shared Voting Power:

9. Sole Dispositive Power:

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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

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

14. Type of Reporting Person:

PN

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1. Name of Reporting Persons:

Carlyle-AviAll Partners II, L.P.

IRS Identification Number of Above Person:

N/A

2. Check the Appropriate Box if a Member of a Group

3. SEC Use Only

4. Source of Funds

Not Applicable

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:

8. Shared Voting Power:

9. Sole Dispositive Power:

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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

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

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14. Type of Reporting Person:
PN

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1. Name of Reporting Persons:

TC Group III, L.P.

IRS Identification Number of Above Person:

52-2287893

2. Check the Appropriate Box if a Member of a Group

3. SEC Use Only

4. Source of Funds

Not Applicable

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:

8. Shared Voting Power:

9. Sole Dispositive Power:

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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

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

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14. Type of Reporting Person:

PN

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CUSIP No. 05366B102

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1. Name of Reporting Persons:

TC Group III, L.L.C.

IRS Identification Number of Above Person:

N/A

2. Check the Appropriate Box if a Member of a Group

3. SEC Use Only

4. Source of Funds

Not Applicable

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:

8. Shared Voting Power:

9. Sole Dispositive Power:

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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

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

14. Type of Reporting Person:

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OO (Limited Liability Company)

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1. Name of Reporting Persons:
TCG High Yield, L.L.C.
IRS Identification Number of Above Person:
52-2175223
2. Check the Appropriate Box if a Member of a Group
3. SEC Use Only
4. Source of Funds
Not Applicable
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:
8. Shared Voting Power:
9. Sole Dispositive Power:
10. Shared Dispositive Power:
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11):
14. Type of Reporting Person:
OO (Limited Liability Company)

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1. Name of Reporting Persons:
TCG High Yield Holdings, L.L.C.
IRS Identification Number of Above Person:
N/A
2. Check the Appropriate Box if a Member of a Group
3. SEC Use Only
4. Source of Funds
Not Applicable
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:
8. Shared Voting Power:
9. Sole Dispositive Power:
10. Shared Dispositive Power:
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11):
14. Type of Reporting Person:
OO (Limited Liability Company)

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1. Name of Reporting Persons:
TC Group, L.L.C.
IRS Identification Number of Above Person:
54-1686957
2. Check the Appropriate Box if a Member of a Group
3. SEC Use Only
4. Source of Funds
Not Applicable
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:
8. Shared Voting Power:
9. Sole Dispositive Power:
10. Shared Dispositive Power:
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11):
14. Type of Reporting Person:
OO (Limited Liability Company)

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1. Name of Reporting Persons:
TCG Holdings, L.L.C.
IRS Identification Number of Above Person:
54-1686011
2. Check the Appropriate Box if a Member of a Group
3. SEC Use Only
4. Source of Funds
Not Applicable
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:
8. Shared Voting Power:
9. Sole Dispositive Power:
10. Shared Dispositive Power:
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11):
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Item 1. Security and Issuer.

This statement on Schedule 13D relates to the Common Stock, par value \$.01 per share ("Common Stock"), of Aviall, Inc., a Delaware corporation ("Aviall" or the "Issuer"). The principal executive offices of Aviall are located at 2750 Regent Blvd., DFW Airport, Texas 75261.

Item 2. Identity and Background.

(a) - (c), (f). The names of the persons filing this Schedule are: (i) Carlyle Partners III, L.P., a Delaware limited partnership ("CPIII"); (ii) CP III Coinvestment, L.P., a Delaware limited partnership ("Coinvestment"); (iii) Carlyle High Yield Partners, L.P., a Delaware limited partnership ("CHYP"); (iv) Carlyle-Aviall Partners II, L.P., a Delaware limited partnership ("CAP" and, together with CPIII, Coinvestment and CHYP, the "Sellers"); (v) TC Group III, L.P., a Delaware limited partnership ("TCLP"); (vi) TC Group III, L.L.C., a Delaware limited liability company ("TCLLC"); (vii) TCG High Yield, L.L.C., a Delaware limited liability company ("TCG High Yield"); (viii) TCG High Yield Holdings, L.L.C., a Delaware limited liability company ("TCG High Yield Holdings"); (ix) TC Group, L.L.C., a Delaware limited liability company ("TC Group"); and (x) TCG Holdings, L.L.C., a Delaware limited liability company ("TCG Holdings" and together with the Sellers, TCLP, TCLLC, TCG High Yield, TCG High Yield Holdings and TC Group, the "Reporting Persons").

TCLP is the sole general partner of CPIII, Coinvestment and CAP. TCLLC is the sole general partner of TCLP. TCG High Yield is the sole general partner of CHYP. TCG High Yield Holdings is the sole managing member of TCG High Yield. TC Group is the sole managing member of TCLLC and TCG High Yield Holdings. TCG Holdings is the sole managing member of TC Group. Accordingly, (i) TCLP and TCLLC each may be deemed to be a beneficial owner of shares of Common Stock owned of record by each of CPIII, Coinvestment and CAP; (ii) TCG High Yield and TCG High Yield Holdings each may be deemed to be a beneficial owner of shares of Common Stock owned of record by CHYP and (iii) TC Group and TCG Holdings each may be deemed to be a beneficial owner of the shares of Common Stock owned of record by each of the Sellers.

William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein are managing members (the "TCG Holdings Managing Members") of TCG Holdings and, in such capacity, may be deemed to share beneficial ownership of shares of Common Stock beneficially owned by TCG Holdings. Such individuals expressly disclaim any such beneficial ownership. Each of the TCG Holdings Managing Members is a citizen and resident of the United States.

The principal business and principal office address of CPIII, Coinvestment, CAP, TCLP, TCLLC, TC Group, TCG Holdings, the TCG Managing Members and the Carlyle Officers is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505. The principal business and principal office address of CHYP, TCG High Yield and TCG High Yield Holdings is c/o The Carlyle Group, 520 Madison Avenue, 41st Floor, New York, New York 10022.

(d) and (e). To the best knowledge of the Reporting Persons, none of the entitles or persons identified in this Item 2 has, during the last five years, been convicted in 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.

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Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of the Transaction.

On February 11, 2005, the Sellers sold an aggregate 4,000,000 shares of Common Stock at \$28.291 per share pursuant to an underwriting agreement and prospectus supplement dated February 8, 2005, among Aviall, Credit Suisse First Boston LLC and the Sellers.

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Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons beneficially own 4,624,615 shares of Common Stock, representing approximately 14.0% of the outstanding Common Stock of the Issuer. The shares of Common Stock beneficially owned by the Reporting Persons include 262,500 shares that may be acquired by CHYP upon exercise of a warrant. See also the information contained on the cover pages to this Schedule 13D, which is incorporated by reference.

(b) See the information contained on the cover pages to this Schedule 13D, which is incorporated herein by reference.

(c) The response to Item 4 is incorporated herein by reference.

(d) The response to Item 4 is incorporated herein by reference.

(e) Not applicable.

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

The response to Item 4 is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Not applicable.

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

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Dated: February 15, 2005

CARLYLE PARTNERS III, L.P.

By: TC Group III, L.P., its General Partner

By: TC Group III, L.L.C., its General Partner

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Peter J. Clare

Name: Peter J. Clare
Title: Managing Director

CP III COINVESTMENT, L.P.

By: TC Group III, L.P., its General Partner

By: TC Group III, L.L.C., its General Partner

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Peter J. Clare

Name: Peter J. Clare
Title: Managing Director

CARLYLE HIGH YIELD PARTNERS, L.P.

By: TCG High Yield, L.L.C., its General Partner

By: TCG High Yield Holdings, L.L.C., its
Managing Member

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Peter J. Clare

Name: Peter J. Clare
Title: Managing Director

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CARLYLE-AVIALL PARTNERS II, L.P.

By: TC Group III, L.P., its General Partner

By: TC Group III, L.L.C., its General Partner

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By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Peter J. Clare

Name: Peter J. Clare

Title: Managing Director

TC GROUP III, L.P.

By: TC Group III, L.L.C., its General Partner

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Peter J. Clare

Name: Peter J. Clare

Title: Managing Director

TC GROUP III, L.L.C.

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Peter J. Clare

Name: Peter J. Clare

Title: Managing Director

TCG HIGH YIELD, L.L.C.

By: TCG High Yield Holdings, L.L.C., its
Managing Member

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Peter J. Clare

Name: Peter J. Clare

Title: Managing Director

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TCG HIGH YIELD HOLDINGS, L.L.C.

By: TC Group, L.L.C., its Managing
Member

By: TCG Holdings, L.L.C., its Managing
Member

By: /s/ Peter J. Clare

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Name: Peter J. Clare
Title: Managing Director

TC GROUP, L.L.C.

By: TCG Holdings, L.L.C., its Managing
Member

By: /s/ Peter J. Clare

Name: Peter J. Clare
Title: Managing Director

TCG HOLDINGS, L.L.C.

By: /s/ Peter J. Clare

Name: Peter J. Clare
Title: Managing Director