

KELSO INVESTMENT ASSOCIATES VI L P
Form SC 13G/A
October 15, 2007

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Cambridge Display Technology, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

132193 10 3

(CUSIP Number)

September 19, 2007

(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).

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Kelso GP VI, LLC
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
Delaware
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)
0.0%
12. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Kelso Investment Associates VI, L.P.
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
Delaware
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)
0.0%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
KEP VI, LLC
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
Delaware
- | | | |
|---|----|-------------------------------|
| 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)
0.0%
12. Type of Reporting Person (See Instructions)
OO

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Philip E. Berney
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
United States of America
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)
0.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
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Reporting
Person With

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Frank K. Bynum, Jr.
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
United States of America
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)
0.0%
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IN

Number of
Shares
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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
James J. Connors, II
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
United States of America
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)
0.0%
12. Type of Reporting Person (See Instructions)
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Number of
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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Michael B. Goldberg
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
United States of America
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)
0.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
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Person With

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Frank J. Loverro
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
United States of America
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)
0.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
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Each
Reporting
Person With

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
George E. Matelich
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
United States of America
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)
0.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Frank T. Nickell
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
United States of America
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)
0.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David I. Wahrhaftig
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
United States of America
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)
0.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 132193 10 3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Thomas R. Wall, IV
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
United States of America
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)
0.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1.

- (a) Name of Issuer
Cambridge Display Technology, Inc.
- (b) Address of Issuer's Principal Executive Offices
c/o Cambridge Display Technology Limited
2020 Cambourne Business Park
Cambourne, Cambridge, England CB3 6DW

Item 2.

- (a) Name of Person Filing
Kelso GP VI, LLC

Kelso Investment Associates VI, L.P.

Kelso VI, LLC

Philip E. Berney

Frank K. Bynum, Jr.

James J. Connors, II

Michael B. Goldberg

Frank J. Loverro

George E. Matelich

Frank T. Nickell

David I. Wahrhaftig

Thomas R. Wall, IV
- (b) Address of Principal Business Office or, if none, Residence
c/o Kelso & Company
320 Park Avenue, 24th Floor
New York, New York 10022
- (c) Citizenship
See Item 4 of the cover pages attached hereto, each of which is hereby incorporated by reference.
- (d) Title of Class of Securities
Common Stock, par value \$0.01 per share
- (e) CUSIP Number
132193 10 3

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:**
- (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)

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- | | | |
|-----|---|--|
| (h) | o | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (i) | o | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (j) | o | 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);
Group, in accordance with §240.13d-1(b)(1)(ii)(J).
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:

See Item 9 of the attached cover pages, each of which is hereby incorporated by reference.
- (b) Percent of class:

See Item 11 of the attached cover pages, each of which is hereby incorporated by reference.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

See Item 5 of the attached cover pages, each of which is hereby incorporated by reference.
 - (ii) Shared power to vote or to direct the vote

See Item 6 of the attached cover pages, each of which is hereby incorporated by reference.
 - (iii) Sole power to dispose or to direct the disposition of

See Item 7 of the attached cover pages, each of which is hereby incorporated by reference.
 - (iv) Shared power to dispose or to direct the disposition of

See Item 8 of the attached cover pages, each of which is hereby incorporated by reference.

Kelso GP VI, LLC (GP VI) is the general partner of Kelso Investment Associates VI, LP (KIA VI). GP VI disclaims beneficial ownership of the securities owned of record by KIA VI except to the extent of GP VI's pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Securities Exchange Act of 1934, as amended (the Act), or for any other purposes.

GP VI and KEP VI, LLC (KEP VI), due to their common control, could be deemed to beneficially own each of the other's securities. GP VI disclaims beneficial ownership of all the securities owned of record by KEP VI and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

KIA VI and KEP VI, due to their common control, could be deemed to beneficially own each of the other's securities. KIA VI and KEP VI each disclaim beneficial ownership of all of the securities owned of record by the other and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall may be deemed to share beneficial ownership of securities owned of record by KIA VI and KEP VI,

by virtue of their status as managing members of KEP VI and GP VI, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall is the beneficial owner of these securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

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

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 as this statement is filed pursuant to Rule 13d-1(d).

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.

Date: October 15, 2007

KELSO INVESTMENT ASSOCIATES VI, L.P.

Signature: *

By: Kelso GP VI, LLC, its General Partner,
by Philip E. Berney, Managing Member

KEP VI, LLC

Signature: *

By: Philip E. Berney, Managing Member

KELSO GP VI, LLC

Signature: *

By: Philip E. Berney, Managing Member

PHILIP E. BERNEY

Signature: *

FRANK K. BYNUM, JR.

Signature: *

JAMES J. CONNORS, II

Signature: /s/ James J. Connors,
II

MICHAEL B. GOLDBERG

Signature: *

FRANK J. LOVERRO

Signature: *

GEORGE E. MATELICH
Signature: *

FRANK T. NICKELL
Signature: *

DAVID I. WAHRHAFTIG
Signature: *

THOMAS R. WALL, IV
Signature: *

*By: /s/ James J. Connors, II
Name: James J. Connors, II
Attorney-in-fact**

**The Powers of Attorney filed with the Securities and Exchange Commission with the Form 3s, dated December 15, 2004 in respect of the securities of Cambridge Display Technology, Inc. by Kelso GP VI, LLC, Kelso Investment Associates VI, L.P., KEP VI, LLC, Philip E. Berney, Frank K. Bynum, Michael B. Goldberg, Frank J. Loverro, George E. Matelich, Frank T. Nickell, David I. Wahrhaftig, and Thomas R. Wall, IV are hereby incorporated by reference.

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree that the Statement on Schedule 13G and any amendments thereto to which this exhibit is attached is filed on behalf of each of them.

Date: October 15, 2007

KELSO INVESTMENT ASSOCIATES VI, L.P.

Signature: *

By: Kelso GP VI, LLC, its General Partner,
by Philip E. Berney, Managing Member

KEP VI, LLC

Signature: *

By: Philip E. Berney, Managing Member

KELSO GP VI, LLC

Signature: *

By: Philip E. Berney, Managing Member

PHILIP E. BERNEY

Signature: *

FRANK K. BYNUM, JR.

Signature: *

JAMES J. CONNORS, II

Signature: /s/ James J. Connors,
II

MICHAEL B. GOLDBERG

Signature: *

FRANK J. LOVERRO

Signature: *

GEORGE E. MATELICH
Signature: *

FRANK T. NICKELL
Signature: *

DAVID I. WAHRHAFTIG
Signature: *

THOMAS R. WALL, IV
Signature: *

*By: /s/ James J. Connors, II
Name: James J. Connors, II
Attorney-in-fact