

BLACKBAUD INC
Form 4
July 25, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HELLMAN & FRIEDMAN
CAPITAL PARTNERS III LP

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH
FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BLACKBAUD INC [BLKB]

3. Date of Earliest Transaction
(Month/Day/Year)
07/13/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ ₍₂₎ | 07/13/2005 | | J ⁽³⁾ | 1,623,883 | D | \$ 14.5 | 20,318,348 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HELLMAN & FRIEDMAN CAPITAL PARTNERS III LP ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | | X | | |

Signatures

/s/ David Tunnell, Vice President 07/25/2005

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

HELLMAN & FRIEDMAN CAPITAL PARTNERS III, L.P. ("HFCEP III") IS A CALIFORNIA LIMITED PARTNERSHIP. THE SOLE GENERAL PARTNER OF HFCEP III IS H&F INVESTORS III, A CALIFORNIA GENERAL PARTNERSHIP. THE MANAGING GENERAL PARTNER OF H&F INVESTORS III IS HELLMAN & FRIEDMAN ASSOCIATES III, L.P., A CALIFORNIA LIMITED PARTNERSHIP, AND THE MANAGING GENERAL PARTNER OF HELLMAN & FRIEDMAN ASSOCIATES III, L.P. IS H&F INVESTORS III, INC., A CALIFORNIA C CORPORATION ("H&F INC."). THE SOLE SHAREHOLDER OF H&F INC. IS THE HELLMAN FAMILY REVOCABLE TRUST (THE "TRUST"). MR. F. WARREN HELLMAN IS A DIRECTOR OF H&F INC. AND A TRUSTEE OF THE TRUST. THE INVESTMENT DECISIONS OF H&F INC. ARE MADE BY AN EXECUTIVE COMMITTEE, OF WHICH MR. HELLMAN IS A VOTING MEMBER. THE EXECUTIVE COMMITTEE INDIRECTLY EXERCISES SOLE VOTING AND INVESTMENT POWER WITH RESPECT TO THE SHARES HELD BY HFCEP III.

AS A MEMBER OF THE EXECUTIVE COMMITTEE, MR. HELLMAN COULD BE DEEMED TO BENEFICIALLY OWN SUCH SHARES, BUT DISCLAIMS SUCH BENEFICIAL OWNERSHIP EXCEPT TO THE EXTENT OF HIS INDIRECT PECUNIARY INTEREST IN SUCH SHARES.

ON JULY 13, 2005, HFCEP III SOLD AN AGGREGATE OF 1,623,883 SHARES OF COMMON STOCK IN THE SELF-TENDER OFFER BY BLACKBAUD, INC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.