

Edgar Filing: CSG SYSTEMS INTERNATIONAL INC - Form SC 13G/A

CSG SYSTEMS INTERNATIONAL INC  
Form SC 13G/A  
January 09, 2004

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OMB APPROVAL  
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OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response. . . . .11  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

-----  
SCHEDULE 13G  
(Section 240.13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO SECTIONS 240.13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO SECTION 240.13d-2  
(Amendment No. 1)1

CSG Systems International, Inc.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

-----  
(Title of Class of Securities)

126349109

-----  
(CUSIP Number)

January 1, 2004

-----  
(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)  
|X| Rule 13d-1(c)  
| | Rule 13d-1(d)

(Continued on following pages)  
Page 1 of 29 Pages  
Exhibit Index Found on Page 28

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1 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).

13G

=====  
CUSIP No. 126349109  
=====

-----  
NAMES OF REPORTING PERSONS  
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Partners, L.P.  
-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4  
California  
-----

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	927,200
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING		SHARED DISPOSITIVE POWER
PERSON WITH	8	927,200

-----

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

927,200

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.8%

12

TYPE OF REPORTING PERSON (See Instructions) PN

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13G

CUSIP No. 126349109

1

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Institutional Partners, L.P.

2

\*\* The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION California

NUMBER OF

5

SOLE VOTING POWER

-0-

SHARES BENEFICIALLY OWNED BY

6

SHARED VOTING POWER

874,000

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SOLE DISPOSITIVE POWER  
EACH 7 -0-  
-----  
REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
874,000  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
874,000  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.7%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
PN  
-----

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=====  
CUSIP No. 126349109  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Institutional Partners II, L.P.  
-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
2 \*\* The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  
-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California  
-----

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		SOLE VOTING POWER
NUMBER OF	5	-0-
-----		
		SHARED VOTING POWER
SHARES	6	89,400
BENEFICIALLY		
OWNED BY		
-----		
		SOLE DISPOSITIVE POWER
EACH	7	-0-
-----		
		SHARED DISPOSITIVE POWER
REPORTING	8	89,400
PERSON WITH		
-----		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	89,400	
-----		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.2%	
-----		
12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	
-----		

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=====  
CUSIP No. 126349109  
=====

-----

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

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-----  
3 SEC USE ONLY  
-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4 Delaware  
-----  
NUMBER OF 5 SOLE VOTING POWER  
-0-  
-----  
SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
95,600  
-----  
EACH 7 SOLE DISPOSITIVE POWER  
-0-  
-----  
REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
95,600  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
95,600  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.2%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
PN  
-----

13G

=====  
CUSIP No. 126349109  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Tinicum Partners, L.P.  
-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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(a) [ ]  
 (b) [ X ]\*\*

2                   \*\*    The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----  
 3           SEC USE ONLY  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4  
           New York  
 -----

		5	SOLE VOTING POWER
NUMBER OF			-0-
		6	SHARED VOTING POWER
SHARES			48,200
BENEFICIALLY			
OWNED BY		7	SOLE DISPOSITIVE POWER
EACH			-0-
		8	SHARED DISPOSITIVE POWER
REPORTING			48,200
PERSON WITH			

-----  
 9           AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
           48,200  
 -----

10          CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)                   [    ]                   

-----  
 11          PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
           0.1%  
 -----

12          TYPE OF REPORTING PERSON (See Instructions)  
           PN  
 -----

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=====
1  NAMES OF REPORTING PERSONS
    I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

    Farallon Capital Management, L.L.C.
=====
    CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                                (a) [   ]
                                                (b) [ X ]**

2          ** The reporting persons making this filing hold an
           aggregate of 4,803,796 Shares, which is 9.2% of the
           class of securities. The reporting person on this cover
           page, however, may be deemed a beneficial owner only of
           the securities reported by it on this cover page.
=====
3  SEC USE ONLY
=====
4  CITIZENSHIP OR PLACE OF ORGANIZATION

    Delaware
=====
    NUMBER OF                               5  SOLE VOTING POWER
    SHARES                                     -0-
    BENEFICIALLY OWNED BY                    6  SHARED VOTING POWER
    EACH                                     2,769,396
    REPORTING PERSON WITH                    7  SOLE DISPOSITIVE POWER
    WITH                                     -0-
    WITH                                     8  SHARED DISPOSITIVE POWER
    WITH                                     2,769,396
=====
9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

    2,769,396
=====
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
    CERTAIN SHARES (See Instructions) [   ]
=====
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

    5.3%
=====
12 TYPE OF REPORTING PERSON (See Instructions)

    IA, OO
=====

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13G

=====  
 CUSIP No. 126349109  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Farallon Partners, L.L.C.  
 -----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
 -----

3 SEC USE ONLY  
 -----

CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 Delaware  
 -----

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER
		2,034,400
	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		2,034,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,034,400  
 -----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
 -----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 3.9%  
 -----

12 TYPE OF REPORTING PERSON (See Instructions)  
 -----

00

13G

=====  
 CUSIP No. 126349109  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David I. Cohen

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

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3 SEC USE ONLY

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

-----  
 NUMBER OF 5 SOLE VOTING POWER  
 -0-

-----  
 SHARES 6 SHARED VOTING POWER  
 BENEFICIALLY OWNED BY 4,803,796

-----  
 EACH 7 SOLE DISPOSITIVE POWER  
 -0-

-----  
 REPORTING 8 SHARED DISPOSITIVE POWER  
 PERSON WITH 4,803,796

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,803,796

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

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-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 9.2%  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 IN  
 -----

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=====  
 CUSIP No. 126349109  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Chun R. Ding  
 -----

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 -----

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 -----

3 SEC USE ONLY  
 -----

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States  
 -----

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		4,803,796
EACH	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER

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4,803,796

```

=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      4,803,796
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      9.2%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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13G

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=====
CUSIP No. 126349109
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Joseph F. Downes
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ]**

2      ** The reporting persons making this filing hold an
      aggregate of 4,803,796 Shares, which is 9.2% of the
      class of securities. The reporting person on this cover
      page, however, may be deemed a beneficial owner only of
      the securities reported by it on this cover page.
=====
3      SEC USE ONLY
=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
      NUMBER OF          5      SOLE VOTING POWER
      SHARES              -0-
      BENEFICIALLY
      6      SHARED VOTING POWER
=====

```

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OWNED BY		4,803,796	
		-----	=====
			SOLE DISPOSITIVE POWER
EACH	7	-0-	
		-----	=====
REPORTING PERSON WITH	8	4,803,796	SHARED DISPOSITIVE POWER
		-----	=====
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		4,803,796	
		-----	=====
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
		-----	=====
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		9.2%	
		-----	=====
12		TYPE OF REPORTING PERSON (See Instructions)	
		IN	
		-----	=====

Page 11 of 29 Pages

13G

=====  
CUSIP No. 126349109  
=====

1		NAMES OF REPORTING PERSONS	
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
		William F. Duhamel	
		-----	=====
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
			(a) [ ]
			(b) [ X ]**
		-----	=====
2	**	The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
		-----	=====
3		SEC USE ONLY	
		-----	=====
4		CITIZENSHIP OR PLACE OF ORGANIZATION	

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United States

5	SOLE VOTING POWER	
NUMBER OF		
		-0-
6	SHARED VOTING POWER	
SHARES		
BENEFICIALLY		4,803,796
OWNED BY		
7	SOLE DISPOSITIVE POWER	
EACH		
		-0-
8	SHARED DISPOSITIVE POWER	
REPORTING		
PERSON WITH		4,803,796
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		4,803,796
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		9.2%
12	TYPE OF REPORTING PERSON (See Instructions)	
		IN

Page 12 of 29 Pages

13G

=====  
CUSIP No. 126349109  
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Charles E. Ellwein	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) [ ]
		(b) [ X ]**

2           \*\*   The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover

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=====
3      SEC USE ONLY
=====

      CITIZENSHIP OR PLACE OF ORGANIZATION
4
      United States
=====

      NUMBER OF          5      SOLE VOTING POWER
      SHARES              -0-
      BENEFICIALLY
      OWNED BY           6      SHARED VOTING POWER
      EACH                4,803,796
      REPORTING          7      SOLE DISPOSITIVE POWER
      PERSON WITH        -0-
      PERSON WITH        8      SHARED DISPOSITIVE POWER
      PERSON WITH        4,803,796
=====

9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      4,803,796
=====

10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [   ]
=====

11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      9.2%
=====

12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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13G

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=====
CUSIP No. 126349109
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Richard B. Fried

```

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=====

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2                   \*\*    The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3                   SEC USE ONLY

=====

CITIZENSHIP OR PLACE OF ORGANIZATION

4                   United States

		SOLE VOTING POWER
NUMBER OF	5	-0-
		=====
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	4,803,796
OWNED BY		=====
		SOLE DISPOSITIVE POWER
EACH	7	-0-
		=====
REPORTING		SHARED DISPOSITIVE POWER
PERSON WITH	8	4,803,796

=====

9                   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,803,796

10                  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)                   [ ]

=====

11                  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.2%

=====

12                  TYPE OF REPORTING PERSON (See Instructions)

IN

=====



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CUSIP No. 126349109  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Monica R. Landry  
 -----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*

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 -----

3 SEC USE ONLY  
 -----

CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 United States  
 -----

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
EACH	7	4,803,796
		SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		4,803,796

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,803,796  
 -----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 9.2%

12 TYPE OF REPORTING PERSON (See Instructions)  
 IN  
 -----

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13G

=====  
 CUSIP No. 126349109  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Mellin

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*

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-----  
 3 SEC USE ONLY

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 United States

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER
		4,803,796
	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		4,803,796

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,803,796

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 9.2%

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TYPE OF REPORTING PERSON (See Instructions)

12

IN

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13G

CUSIP No. 126349109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen L. Millham

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

NUMBER OF 5 -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6 4,803,796

SOLE DISPOSITIVE POWER

EACH 7 -0-

SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8 4,803,796

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 4,803,796

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.2%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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13G

=====  
CUSIP No. 126349109  
=====

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rajiv A. Patel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	5	SOLE VOTING POWER
		-0-

SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		4,803,796

EACH	7	SOLE DISPOSITIVE POWER
		-0-

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REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 4,803,796

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,803,796

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.2%

12 TYPE OF REPORTING PERSON (See Instructions) IN

Page 18 of 29 Pages

13G

CUSIP No. 126349109

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Derek C. Schrier

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF 5 SOLE VOTING POWER

-0-

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SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	6	4,803,796
-----		
EACH	7	SOLE DISPOSITIVE POWER
		-0-
-----		
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		4,803,796
-----		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,803,796	
-----		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.2%	
-----		
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
-----		

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13G

=====  
CUSIP No. 126349109  
=====

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas F. Steyer

-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

-----

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER
		4,803,796
	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		4,803,796

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,803,796

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
9.2%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

13G

=====  
CUSIP No. 126349109  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Mark C. Wehrly

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an

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aggregate of 4,803,796 Shares, which is 9.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	NUMBER OF	5
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
		SOLE VOTING POWER
		-0-
		SHARED VOTING POWER
		4,803,796
		SOLE DISPOSITIVE POWER
		-0-
		SHARED DISPOSITIVE POWER
		4,803,796
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,803,796	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.2%	
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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This Amendment No. 1 to Schedule 13G (this "Amendment") amends the Schedule 13G initially filed on April 9, 2003 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: This Amendment is being filed to reflect that effective on January 1, 2004, each of Charles E. Ellwein and Rajiv A. Patel became a managing member of Farallon Capital Management, L.L.C. and Farallon Partners, L.L.C., two of the Reporting Persons listed below, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.



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Item 1. Issuer

-----

(a) Name of Issuer:

-----

CSG Systems International, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

-----

7887 East Belleview, Suite 1000, Englewood, Colorado 80111

Item 2. Identity And Background

-----

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

-----

This statement relates to Shares of Common Stock, par value \$0.01 per share (the "Shares") of the Company. The CUSIP number of the Shares is 126349109.

Name Of Persons Filing, Address Of Principal Business Office And

-----

Citizenship (Item 2(a), (b) and (c))

-----

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Partnerships

-----

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;

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- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; and
- (v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III and Tinicum are together referred to

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herein as the "Partnerships."

The Management Company

- (vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

The General Partner Of The Partnerships

- (vii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares held by each of the Partnerships.

The Managing Members Of the General Partner And The Management Company

- (viii) The following persons who are managing members of both the General Partner and the Management Company, with respect to the Shares held by the Partnerships and the Managed Accounts: David I. Cohen ("Cohen"), Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Cohen, Ding, Downes, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

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Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or  
-----  
240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity  
-----  
Specified in (a) - (j):  
-----

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c),  
-----  
Check This Box. [X]

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-----  
Item 4. Ownership  
-----

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Partnerships are owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Individual Reporting Persons, as managing members of both the General Partner and/or the Management Company, may each be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Each of the Management Company, the General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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  
-----

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  
-----

The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

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Item 9. Notice Of Dissolution Of Group  
-----

Not Applicable.

Item 10. Certification  
-----

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES  
-----

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

Dated: January 9, 2004

/s/ Joseph F. Downes  
-----

FARALLON PARTNERS, L.L.C.,  
on its own behalf and as General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
And TINICUM PARTNERS, L.P.,  
By Joseph F. Downes  
Managing Member

/s/ Joseph F. Downes  
-----

FARALLON CAPITAL MANAGEMENT, L.L.C.,  
By Joseph F. Downes  
Managing Member

/s/ Joseph F. Downes  
-----

Joseph F. Downes, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, Monica R. Landry, William F. Mellin, Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Cohen, Mellin, Millham and Steyer authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of



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The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 9, 2004

/s/ Joseph F. Downes

-----  
FARALLON PARTNERS, L.L.C.,  
on its own behalf and as General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
And TINICUM PARTNERS, L.P.,  
By Joseph F. Downes,  
Managing Member

/s/ Joseph F. Downes

-----  
FARALLON CAPITAL MANAGEMENT, L.L.C.,  
By Joseph F. Downes,  
Managing Member

/s/ Joseph F. Downes

-----  
Joseph F. Downes, individually and as attorney-in-  
fact for each of David I. Cohen, Chun R. Ding,  
William F. Duhamel, Charles E. Ellwein, Richard B.  
Fried, Monica R. Landry, William F. Mellin, Stephen  
L. Millham, Rajiv A. Patel, Derek C. Schrier, Thomas  
F. Steyer and Mark C. Wehrly.

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