

PanAmSat Holding CORP
Form SC 13D
September 12, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

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

PANAMSAT HOLDING CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

69831Y105

(CUSIP Number)

Alexander Navab

Kohlberg Kravis Roberts & Co.

9 West 57th Street, Suite 4200

New York, New York 10019

212-230-9487

with copies to:

**Bruce Rosenblum
The Carlyle Group
1001 Pennsylvania Avenue, NW
Washington, DC 20004-2505
202-661-4351**

**Paul Salem
Providence Equity Partners
50 Kennedy Plaza, 18th Floor
Providence, Rhode Island 02903
401-751-6763**

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and

Gary Horowitz

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

212-455-7113

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

June 8, 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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other 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).

CUSIP No. 69831Y105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
KKR Millennium GP LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
See Item 3
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
71,315,359* |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
31,932,251* |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
71,315,359*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
58.2%
 14. Type of Reporting Person (See Instructions)
OO

* The Reporting Person disclaims admission of beneficial ownership as described under Item 5.

CUSIP No. 69831Y105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Constellation, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	y
(b)	o
 3. SEC Use Only
 4. Source of Funds (See Instructions)
See Item 3
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--------------------------------------|
| | 7. | Sole Voting Power
31,932,251 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
39,383,108* |
| | 9. | Sole Dispositive Power
31,932,251 |
| | 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
71,315,359*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
58.2%
 14. Type of Reporting Person (See Instructions)
OO

* The Reporting Person disclaims admission of beneficial ownership as described under Item 5.

CUSIP No. 69831Y105

- | | |
|-----|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
KKR Associates Millennium L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input checked="" type="checkbox"/>
(b) <input type="checkbox"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
See Item 3 |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
71,315,359* |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
31,932,251* |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
71,315,359* |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
58.2% |
| 14. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* The Reporting Person disclaims admission of beneficial ownership as described under Item 5.

CUSIP No. 69831Y105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
KKR Millennium Fund L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
See Item 3
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
71,315,359* |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
31,932,251* |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
71,315,359*
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58.2%
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OO

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CUSIP No. 69831Y105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
KKR Partners III, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
See Item 3
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
71,315,359* |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
31,932,251* |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
71,315,359*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
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58.2%
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OO

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CUSIP No. 69831Y105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
KKR III GP LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
See Item 3
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
71,315,359* |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
31,932,251* |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
71,315,359*
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58.2%
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OO

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CUSIP No. 69831Y105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
TCG Holdings L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
See Item 3