

TCG HOLDINGS LLC
Form 3
January 27, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Carlyle Partners V LP

(Last) (First) (Middle)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE, NW, STE 220 S

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/27/2011

3. Issuer Name and Ticker or Trading Symbol
BankUnited, Inc. [BKU]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 8,630,675 | I | See footnotes (1) (5) (11) |
| Common Stock | 346,625 | I | See footnotes (2) (5) (11) |
| Common Stock | 19,096 | I | See footnotes (3) (5) (11) |
| Common Stock | 173,644 | I | See footnotes (4) (5) (11) |
| Common Stock | 9,170,040 | I | See footnotes (6) (9) (10) (11) |
| Common Stock | 2,038,260 | I | See footnote (7) (9) (10) (11) |
| Common Stock | 70,849 | I | See footnote (8) (9) (10) (11) |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Carlyle Partners V LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| CP V COINVESTMENT A, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| CP V COINVESTMENT B, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| Carlyle Partners V-A LP C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| TC Group V, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| TC Group V Managing GP, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S WASHINGTON, DC 20004 | ^ | ^ X | ^ | ^ |
| TC GROUP LLC C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE, NW, STE 220 S | ^ | ^ X | ^ | ^ |

WASHINGTON, DC 20004

TCG HOLDINGS LLC
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE, NW, STE 220 S
 WASHINGTON, DC 20004

DBD Cayman Holdings, Ltd.
 C/O THE CARLYLE GROUP
 1001 PENNSYLVANIA AVE, NW, STE 220 S
 WASHINGTON, DC 20004

Signatures

| | |
|--|------------|
| Carlyle Partners V, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |
| CP V Coinvestment A, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |
| CP V Coinvestment B, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |
| Carlyle Partners V-A, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |
| TC Group V, L.P. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |
| TC Group V Managing GP, L.L.C. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |
| TC Group, L.L.C. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |
| TCG Holdings, L.L.C. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |
| DBD Cayman Holdings, Ltd. By: /s/ Daniel A. D'Aniello Title: Authorized signatory | 01/27/2011 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) These securities are held by Carlyle Partners V, L.P. ("CP V").
- (2) These securities are held by CP V Coinvestment A, L.P. ("Coinvestment A").
- (3) These securities are held by CP V Coinvestment B, L.P. ("Coinvestment B").
- (4) These securities are held by Carlyle Partners V-A, L.P. ("CP V-A").
- (5) The sole general partner of CP V, Coinvestment A, Coinvestment B and CP V-A is TC Group V, L.P. The sole general partner of TC Group V L.P. is TC Group V Managing GP, L.L.C. The sole managing member of TC Group V Managing GP, L.L.C. is TC Group, L.L.C. The managing member of TC Group, L.L.C. is TCG Holdings, L.L.C. TCG Holdings, L.L.C. is managed by a three person managing board, consisting of William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, and all board action relating to the voting or disposition of the shares beneficially owned by CP V, Coinvestment A, Coinvestment B and CP V-A requires

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approval of a majority of the board. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein each disclaim beneficial ownership of the shares beneficially owned by CP V, Coinvestment A, Coinvestment B and CP V-A.

- (6) These securities are held by Carlyle Financial Services BU, L.P. ("Carlyle BU").
- (7) These securities are held by Carlyle Strategic Partners II, L.P. ("Strategic").
- (8) These securities are held by CSP II Co-Investment, L.P. ("Co-Investment").

- (9) TCG Financial Services, L.P. is the general partner of Carlyle BU. Carlyle Financial Services, Ltd. is the general partner of TCG Financial Services, L.P. CSP II General Partner, LP is the general partner of Strategic and Co-Investment. TC Group CSP II, LLC is the general partner of CSP II General Partner, LP. TC Group Cayman Investment Holdings, L.P. is the sole shareholder of Carlyle Financial Services, Ltd. and the managing member of TC Group CSP II, LLC. TCG Holdings Cayman II, L.P. is the general partner of TC Group Cayman Investment Holdings, L.P. DBD Cayman, Ltd. is the general partner of TCG Holdings Cayman II, L.P. DBD Cayman Holdings, Ltd. ("DBD Cayman Holdings") is the sole shareholder of DBD Cayman, Ltd.

- (10) DBD Cayman Holdings is controlled by its ordinary members, William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein and all action relating to the investment and disposition of the shares beneficially owned by Carlyle BU, Strategic and Co-Investment requires their approval. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein each disclaim beneficial ownership of the shares beneficially owned by Carlyle BU, Strategic and Co-Investment.

- (11) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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Remarks:

Because no more than 10 reporting persons can file any one Form 3 through the Securities and I

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.