

HOME PRODUCTS INTERNATIONAL INC
Form SC 13G/A
February 14, 2005

OMB APPROVAL

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hours per response.....11

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Rule 13d-102)

Information to be Included in Statements Filed
Pursuant to Rule 13d-1(b)(c), and (d) and Amendments thereto
Filed Pursuant to Rule 13d-2(b)

(Amendment No. 4)*

Home Products International, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

437305105

(CUSIP Number)

December 13, 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)

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

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amended sale of all of the shares owned by the Reporting Person as well as a change in the executive officers and directors of the controlling persons of the Reporting Person.

Item 1.

- (a) Name of Issuer:
Home Products International, Inc.
- (b) Address of Issuer's Principal Executive Offices:
4501 West 47th Street
Chicago, IL 60632

Item 2.

- (a) Name of Person Filing:
J.P. Morgan Partners (SBIC), LLC

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.
- (b) Address of Principal Business Office or, if none, Residence:

1221 Avenue of the Americas
New York, New York 10020
- (c) Citizenship:

Delaware
- (d) Title of Class of Securities (of Issuer):

Common Stock
- (e) CUSIP Number:
437305105

Item 3. If this statement is filed pursuant to ss. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

- (a) Amount Beneficially Owned:

0

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(b) Percent of Class:
0% (as of December 31, 2004)

(c) Number of shares as to which such person has:
(i) 0
(ii) Not applicable.
(iii) 0
(iv) Not applicable.

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 beneficial owner of more than five percent of the class of securities, check the following. |X|

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

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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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: February 14, 2005

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (SBIC), LLC, a Delaware limited liability company (hereinafter referred to as "JPMP (SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business address and employments of each executive officer and director of JPMP (SBIC).

JPMP (SBIC) is a wholly owned subsidiary of J.P. Morgan Partners (BHCA), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (BHCA)"), whose principal business office is located at the same address as JPMP (SBIC). JPMP (BHCA) is also engaged in the venture capital and leveraged buyout business. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P., a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP (SBIC), and is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. The general partner of JPMP Master Fund is JPMP Capital Corp., a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (SBIC), and is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp.

JPMP Capital Corp. is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

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SCHEDULE A

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J.P. MORGAN PARTNERS (SBIC), LLC

Executive Officers(1)

| | |
|--------------------------|--------------------------|
| President | Jeffrey C. Walker* |
| Chief Investment Officer | Arnold L. Chavkin* |
| Managing Director | Srinivas Akkaraju* |
| Managing Director | Christopher Albinson* |
| Managing Director | Dr. Dana Beth Ardi* |
| Managing Director | Richard Aube* |
| Managing Director | Christopher C. Behrens* |
| Managing Director | John Breckenridge* |
| Managing Director | Julie Casella-Esposito* |
| Managing Director | Rodney A. Ferguson* |
| Managing Director | Cornell P. French* |
| Managing Director | Michael R. Hannon* |
| Managing Director | Matthew Lori* |
| Managing Director | Jonathan R. Lynch* |
| Managing Director | Bryan Martin* |
| Managing Director | Sunil Mishra* |
| Managing Director | Stephen P. Murray* |
| Managing Director | Timothy Purcell* |
| Managing Director | John Reardon* |
| Managing Director | Faith Rosenfeld* |
| Managing Director | Shahan D. Soghikian* |
| Managing Director | William Stuck* |
| Managing Director | Patrick J. Sullivan* |
| Managing Director | Timothy J. Walsh* |
| Managing Director | Richard D. Waters, Jr. * |
| Managing Director | Damion E. Wicker, M.D.* |

Directors(1)

Jeffrey C. Walker*

-
- (1) Each of whom is a United States citizen.
- * Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
- ** Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE B

JPMP CAPITAL CORP.

Executive Officers(1)

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Chairman of the Board and Chief Executive Officer
 President and Chief Operating Officer
 Chief Information Officer
 Co-Chairman, Investment Bank
 Chief Executive Officer, Card Services
 Chief Financial Officer
 Chairman, West Coast Region
 Director of Human Resources, Head of Real Estate/Facilities, General Services, Security
 Co-General Counsel
 Director of Corporate Marketing and Communications
 Head, Commercial Banking
 Head, Strategy and Business Development
 Co-General Counsel
 Chief Executive Officer, Treasury & Securities Services
 Head, Retail Financial Services
 Executive Vice President, Card Services
 Head, Asset & Wealth Management
 Chief Risk Officer
 Co-Chairman, Investment Bank

Wil
 Jam
 Aus
 Ste
 Wil
 Mic
 Dav
 Joh
 Joa
 Fre
 Sam
 Jay
 Wil
 Hei
 Cha
 Ric
 Jam
 Don
 Wil

- (1) Each of whom is a United States citizen.
 * Principal occupation is employee or officer of JPMorgan Chase & Co.
 Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,
 New York 10017.

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Directors(1)

| Name ----- | Principal Occupation or Employment; Business or Residence Address |
|---------------------|--|
| Hans W. Becherer | Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| John H. Biggs | Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Lawrence A. Bossidy | Retired Chairman of the Board Honeywell International Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |

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270 Park Avenue
New York, New York 10017

| | |
|-----------------|---|
| John W. Kessler | Owner John W. Kessler Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
|-----------------|---|

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| Robert I. Lipp | Chairman The St. Paul Travelers Companies, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
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|----------------------|--|
| Richard A. Monoogian | Chairman and Chief Executive Officer Masco Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
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| David C. Novak | Chairman and Chief Executive Officer Yum! Brands, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
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| Name ---- | Principal Occupation or Employment; Business or Residence Address |
|--------------|--|
|--------------|--|

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|------------------|---|
| John R. Stafford | Retired Chairman of the Board Wyeth c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
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