PATHEON INC Form SC 13G/A February 13, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

PATHEON INC.

(Name of Issuer)

Restricted Voting Shares

(Title of Class of Securities)

70319W108

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x 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 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 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. 70319W108		13G	Page	2	of	30	Pages	
1. NAMES OF REPORTING I.R.S. IDENTIFICATION			SONS (E	ENTIT	IES ON	NLY)		
JLL Patheon Holdings, Co 2. CHECK THE APPROPR GROUP (See Instructions)			ER OF A			(a) (b)	0	
3. SEC USE ONLY								
4. CITIZENSHIP OR PLAC	E OF ORG	ANIZATION	1					
The Netherlands	5.	SOLE V	OTING P	POWE	R			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.7.8.	78,524,9 SOLE D	O VOTIN 86 ISPOSITI O DISPOS	IVE PO	OWER			
AGGREGATE AMOUN 9. 78,524,986 CHECK IF THE AGGRE 10. EXCLUDES CERTAIN S	GATE AM	OUNT IN RO	NED BY OW (9)	EACH	I REPO	ORTIN(G PERSON	
PERCENT OF CLASS R 11. 55.7% (based on 140,938, TYPE OF REPORTING I 12. OO	EPRESENT	TED BY AMO	OUNT IN			² ebruar	y 4, 2014)	0

CUSIP No. 70319W108		13G	Page	3	of	30	Pages			
NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) JLL Patheon Holdings, LLC										
(See Instructions)						(b)	O			
3. SEC USE ONLY										
4. CITIZENSHIP OR PLA	ACE OF ORC	GANIZATIO	N							
	5.	SOLE V	VOTING P	OWEF	R					
NUMBER OF SHARES BENEFICIALLY	6.	SHARE 78,524,9	ED VOTIN 986	G POV	VER					
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE I	DISPOSITI	IVE PO	OWER					
	8.	SHARE 78,524,9	ED DISPOS 986	SITIVI	E POW	ER				

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,524,986

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

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)

TYPE OF REPORTING PERSON (See Instructions)

12.

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USIP	No. 70319W108		13G	Page	4	of	30	Pages
1.	NAMES OF REPORTE I.R.S. IDENTIFICATION JLL Partners Fund V (P	ON NOS. OF	ABOVE PI	ERSONS (E	ENTIT	IES OI	NLY)	
2.	CHECK THE APPROP	RIATE BOX	K IF A MEM	IBER OF A	L		(a)	0
	(See Instructions)						(b)	o
3.	SEC USE ONLY							
4.	CITIZENSHIP OR PLA	ACE OF ORC	GANIZATIO	ON				
		5.	SOLE None	VOTING F	POWE	R		
	NUMBER OF SHARES ENEFICIALLY	6.	SHAR 78,524	ED VOTIN	IG PO'	WER		
	VNED BY EACH REPORTING PERSON WITH	7.	SOLE None	DISPOSIT	IVE P	OWER		
		8.	SHAR 78,524	ED DISPO .,986	SITIV.	E POW	/ER	
9.	AGGREGATE AMOUNTS,524,986	NT BENEFIO	CIALLY O	WNED BY	EACH	I REPO	ORTINO	G PERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 70319W108		13G	Page	5	of	30	Pages
NAMES OF REPORTING I.R.S. IDENTIFICATIO JLL Associates V (Pathern)	N NOS. OF		SONS (E	NTITI	ES ON	NLY)	
2. CHECK THE APPROPI GROUP (See Instructions)	RIATE BOX	K IF A MEMB	ER OF A			(a) (b)	0
3. SEC USE ONLY							
4. CITIZENSHIP OR PLA Cayman Islands	CE OF ORG	GANIZATION	1				
	5.	SOLE Vo	OTING P	OWEI	R		
NUMBER OF SHARES BENEFICIALLY	6.	SHAREI 78,524,9		G POV	WER		
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE D	(SPOSIT	IVE PO	OWER		
	8.	SHAREI 78,524,99		SITIVI	E POW	/ER	
9. AGGREGATE AMOUN	IT BENEFI	CIALLY OWI	NED BY	EACH	I REPO	ORTINO	G PERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

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CUSIP No. 70319W108		13G	Page	6	of	30	Pages
NAMES OF REPORTING I.R.S. IDENTIFICATION JLL Associates G.P. V (P.)	NOS. OF	ABOVE PER	SONS (E	NTIT	ES ON	NLY)	
2. CHECK THE APPROPR GROUP (See Instructions)	IATE BOX	IF A MEMB	ER OF A			(a) (b)	0
3. SEC USE ONLY							
4. CITIZENSHIP OR PLAC	CE OF ORG	SANIZATION	ſ				
	5.	SOLE VO	OTING F	POWE	R		
NUMBER OF SHARES BENEFICIALLY	6.	SHARED 78,524,98		G POV	WER		
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE DI	(SPOSIT	IVE PO	OWER		
	8.	SHARED 78,524,98		SITIV	E POW	ER	
9. AGGREGATE AMOUN	T BENEFIC	CIALLY OWN	NED BY	EACH	I REPO	ORTINO	G PERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

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CUSIP No. 70319W108		13G	Page	7	of	30	Pages
1. NAMES OF REPORTING I.R.S. IDENTIFICATION Paul S. Levy			SONS (E	NTITI	ES ON	NLY)	
2. CHECK THE APPROPR GROUP (See Instructions)	IATE BOX	K IF A MEMB	ER OF A			(a) (b)	0
3. SEC USE ONLY							
4. CITIZENSHIP OR PLAC United States of America		GANIZATION	Г				
	5.	SOLE VO	OTING P	OWE	₹		
NUMBER OF SHARES BENEFICIALLY	6.	SHARED 78,524,98		G POV	WER		
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE DI	(SPOSIT)	IVE PO	OWER		
	8.	SHARED 78,524,98		SITIVI	E POW	'ER	
9. AGGREGATE AMOUN	Γ BENEFIO	CIALLY OWN	NED BY	EACH	REPC	ORTINO	G PERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 70319W108		13G	Page	8	of	30	Pages			
1. NAMES OF REPORTING I.R.S. IDENTIFICATION			SONS (E	NTITI	ES ON	NLY)				
Daniel Agroskin										
2. CHECK THE APPROP GROUP	RIATE BOX	IF A MEMB	ER OF A			(a)	O			
(See Instructions)						(b)	0			
3. SEC USE ONLY										
4. CITIZENSHIP OR PLA	CE OF ORC	GANIZATION	1							
United States of Americ	United States of America									
	5.	SOLE VO	OTING P	OWE	₹					
NUMBER OF SHARES	6.	SHAREI 78,524,98	O VOTIN 86	G POV	VER					
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.		ISPOSITI	IVE PO	OWER					
	8.	SHAREI 78,524,98	D DISPOS	SITIVI	E POW	ÆR				
9. AGGREGATE AMOU	NT BENEFIO	CIALLY OWI	NED BY	EACH	REPC)RTIN(G PERSON			

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)

TYPE OF REPORTING PERSON (See Instructions)

12.

CUSIP No. 70319W108		13G	Page	9	of	30	Pages
1. NAMES OF REPORT I.R.S. IDENTIFICATI			ERSONS (E	ENTIT	ES ON	NLY)	
Eugene Hahn							
2. CHECK THE APPRO	PRIATE BOX	X IF A MEM	IBER OF A	L		(a)	o
(See Instructions)						(b)	0
3. SEC USE ONLY							
4. CITIZENSHIP OR PL	ACE OF OR	GANIZATIO	DΝ				
United States of Ameri	ca						
	5.	SOLE	VOTING F	POWE	R		
		None					
NUMBER OF	6.	SHAR	ED VOTIN	IG PO	WER		
SHARES BENEFICIALLY		78,524	,986				
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE	DISPOSIT	IVE PO	OWER		
TEROOT WITH		None					
	8.	SHAR	ED DISPO	SITIV	E POW	ER	
		None					
AGGREGATE AMOU	JNT BENEFI	CIALLY OV	WNED BY	EACH	I REPO	ORTIN(G PERSON

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

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)

12. TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 70319W108		13G	Page	10	of	30	Pages
1. NAMES OF REPORTINIES. I.R.S. IDENTIFICATIO			RSONS (F	ENTITII	ES ON	LY)	
Michael J. Schwartz							
2. CHECK THE APPROPI	RIATE BOX	K IF A MEMI	BER OF A	Λ		(a)	0
(See Instructions)						(b)	0
3. SEC USE ONLY							
4. CITIZENSHIP OR PLA	CE OF ORC	GANIZATIO	N				
United States of America	a						
	5.	SOLE V	OTING I	POWER	1		
		None					
NUMBER OF	6.	SHARE	D VOTIN	NG POW	VER		
SHARES BENEFICIALLY		78,524,9	986				
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE D	DISPOSIT	IVE PO	WER		
TERSON WITH		None					
	8.	SHARE	D DISPO	SITIVE	POW	ER	
		None					
9. AGGREGATE AMOUN	T BENEFI	CIALLY OW	NED BY	EACH	REPO	RTING	FERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 70319W108		13G	Page	11	of	30	Pages
1. NAMES OF REPORTI			RSONS (F	ENTITII	ES ON	LY)	
Frank J. Rodriguez							
2. CHECK THE APPROF	PRIATE BOY	X IF A MEM	BER OF A	Δ.		(a)	0
(See Instructions)						(b)	0
3. SEC USE ONLY							
4. CITIZENSHIP OR PLA	ACE OF OR	GANIZATIO	DΝ				
United States of America	ca						
	5.	SOLE	VOTING I	POWER	Ł		
		None					
NUMBER OF	6.	SHAR	ED VOTIN	IG POW	VER		
SHARES BENEFICIALLY		78,524	,986				
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE	DISPOSIT	IVE PC	WER		
TERSOIV WITH		None					
	8.	SHAR	ED DISPO	SITIVE	E POW	ER	
		None					
9. AGGREGATE AMOU	NT BENEFI	CIALLY OV	VNED BY	EACH	REPO	RTING	FERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 70319W108		13G	Page	12	of	30	Pages
NAMES OF REPORTIN I.R.S. IDENTIFICATIO			RSONS (I	ENTITI	ES ON	ILY)	
Alexander R. Castaldi							
2. CHECK THE APPROPI	RIATE BOX	K IF A MEME	BER OF A	Λ		(a)	0
(See Instructions)						(b)	O
3. SEC USE ONLY							
4. CITIZENSHIP OR PLA	CE OF ORO	GANIZATION	N				
United States of America	a						
	5.	SOLE V	OTING I	POWER	₹		
		None					
NUMBER OF	6.	SHARE	D VOTIN	IG POV	VER		
SHARES BENEFICIALLY		78,524,9	986				
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE D	ISPOSIT	IVE PO	WER		
TERSON WITH		None					
	8.	SHARE	D DISPO	SITIVE	E POW	ER	
		None					
9. AGGREGATE AMOUN	IT BENEFI	CIALLY OW	NED BY	EACH	REPO	RTING	3 PERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 70319W108		13G	Page	13	of	30	Pages
NAMES OF REPORTIN I.R.S. IDENTIFICATIO Kevin T. Hammond			RSONS (I	ENTITI	ES ON	ILY)	
2. CHECK THE APPROPE GROUP	RIATE BOX	K IF A MEM	BER OF A	Λ		(a)	O
(See Instructions)						(b)	0
3. SEC USE ONLY							
4. CITIZENSHIP OR PLA	CE OF ORG	GANIZATIO	Ν				
United States of America	ı						
	5.	SOLE	VOTING I	POWER	2		
		None					
NUMBER OF	6.	SHARI	ED VOTIN	IG POV	VER		
SHARES BENEFICIALLY		78,524,	986				
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE I	DISPOSIT	IVE PC	WER		
TERSON WITH		None					
	8.	SHARI	ED DISPO	SITIVE	E POW	ER	
		None					
9. AGGREGATE AMOUN	IT BENEFI	CIALLY OV	VNED BY	EACH	REPC	RTINC	G PERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)

TYPE OF REPORTING PERSON (See Instructions)

12.

CUSIP No. 70319W108		13G	Page	14	of	30	Pages	
NAMES OF REPORTING I.R.S. IDENTIFICATIO Michel Lagarde			RSONS (I	ENTITII	ES ON	ILY)		
2. CHECK THE APPROPE	RIATE BOX	K IF A MEME	BER OF A	Δ		(a)	O	
(See Instructions)						(b)	O	
3. SEC USE ONLY								
4. CITIZENSHIP OR PLA The Netherlands	CE OF ORG	GANIZATION	V					
	5.	SOLE V	OTING I	POWER				
NUMBER OF SHARES	6.	SHARE. 78,524,9	D VOTIN 986	IG POW	VER			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE D	SOLE DISPOSITIVE POWER None					
	8.	SHARE None	SHARED DISPOSITIVE POWER None					
9. AGGREGATE AMOUN	NT BENEFI	CIALLY OW	NED BY	EACH	REPC	RTING	G PERSON	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)

TYPE OF REPORTING PERSON (See Instructions)

12.

CUSIP No. 70319W108		13G	Page	15	of	30	Pages	
1. NAMES OF REPORTION I.R.S. IDENTIFICATION			RSONS (E	ENTITII	ES ON	LY)		
Robert VanHees								
2. CHECK THE APPROP GROUP	RIATE BOX	X IF A MEM	BER OF A	Λ		(a)	0	
(See Instructions)						(b)	0	
3. SEC USE ONLY								
4. CITIZENSHIP OR PLA	CE OF ORC	GANIZATIO:	N					
United States of Americ	a							
	5.	SOLE V	OTING I	POWER	1			
		None						
NUMBER OF	6.	SHARE	SHARED VOTING POWER					
SHARES BENEFICIALLY		78,524,9	986					
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER						
TERSON WITH		None						
	8.	SHARED DISPOSITIVE POWER						
		None						
9. AGGREGATE AMOU	NT BENEFI	CIALLY OW	NED BY	EACH	REPO	RTING	FERSON	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)

TYPE OF REPORTING PERSON (See Instructions)

12.

CUSIP No. 70319W108		13G	Page	16	of	30	Pages	
1. NAMES OF REPORTI			RSONS (E	ENTITII	ES ON	LY)		
Nicholas O'Leary								
2. CHECK THE APPROF	PRIATE BOX	K IF A MEM	BER OF A	L		(a)	0	
(See Instructions)						(b)	O	
3. SEC USE ONLY								
4. CITIZENSHIP OR PLA	ACE OF ORG	GANIZATIO	N					
United States of America	ca							
	5.	SOLE V	VOTING I	POWER	L			
		None						
NUMBER OF	6.	SHARE	SHARED VOTING POWER					
SHARES BENEFICIALLY		78,524,	986					
OWNED BY EACH REPORTING PERSON WITH	7.	7. SOLE DISPOSITIVE POWER						
12xoon wiiii		None						
	8. SHARED DISPOSITIVE POWER							
		None						
9. AGGREGATE AMOU	NT BENEFI	CIALLY OW	NED BY	EACH	REPO	RTING	G PERSON	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 70319W108		13G	Page	17	of	30	Pages
1. NAMES OF REPORTING I.R.S. IDENTIFICATION			SONS (E	ENTITII	ES ON	LY)	
Garrett Hall 2. CHECK THE APPROPR	IATE BOX	IF A MEMB	SER OF A	L		(a)	0
GROUP (See Instructions)						(b)	0
3. SEC USE ONLY							
4. CITIZENSHIP OR PLAC	CE OF ORG	ANIZATION	N				
United States of America							
	5.	SOLE V	OTING F	POWER			
NUMBER OF	6.		D VOTIN	IG POW	/ER		
SHARES BENEFICIALLY		78,524,9	86				
OWNED BY EACH REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER None					
	8.	SHAREI None	D DISPO	SITIVE	POW	ER	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

78,524,986

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

0

- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 11. 55.7% (based on 140,938,525 restricted voting shares outstanding as of February 4, 2014)
- 12. TYPE OF REPORTING PERSON (See Instructions)

Item 1(a). Name of Issuer:

Patheon Inc., a Canadian corporation (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices:

c/o Patheon Pharmaceuticals Services Inc. 4721 Emperor Boulevard, Suite 200 Durham, NC 27703

Item 2(a). Name of Person Filing:

This Schedule 13G/A is being filed jointly by JLL Patheon Holdings, Cooperatief U.A., a Dutch cooperative; JLL Patheon Holdings, LLC, a Delaware limited liability company; JLL Associates G.P. V (Patheon), Ltd., a Cayman Islands company limited by shares; JLL Partners Fund V (Patheon), L.P., a Cayman Islands exempted limited partnership; JLL Associates V (Patheon), L.P., a Cayman exempted limited partnership; Paul S. Levy, Eugene Hahn, Michael J. Schwartz, Frank J. Rodriguez, Alexander R. Castaldi, Kevin T. Hammond, Michael Lagarde, Robert VanHees, Garrett Hall, Nicholas O'Leary and Daniel Agroskin (collectively, the "Reporting Persons"). The Joint Filing Agreement pursuant to which this Schedule 13G/A is filed is attached hereto as Exhibit 1.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The business address of each of the Reporting Persons other than JLL Patheon Holdings, Cooperatief U.A. is c/o JLL Partners, Inc., 450 Lexington Avenue, 31st Floor, New York, New York 10017. The business address of JLL Patheon Holdings, Cooperatief U.A. is Prins Bernhardplein 200, 1097 JB Amsterdam, The Netherlands.

Item 2(c). Citizenship:

JLL Patheon Holdings, Cooperatief U.A. is a cooperative organized under the laws of the Netherlands. JLL Patheon Holdings, LLC is a limited liability company organized under the laws of the State of Delaware. JLL Associates G.P. V (Patheon), Ltd. is a company limited by shares organized under the laws of the Cayman Islands. JLL Partners Fund V (Patheon), L.P. and JLL Associates V (Patheon), L.P. are each exempted limited partnerships organized under the laws of the Cayman Islands. Each of Messrs. Paul S. Levy, Eugene Hahn, Michael J. Schwartz, Frank J. Rodriguez, Alexander R. Castaldi, Kevin T. Hammond, Robert VanHees, Garrett Hall, Nicholas O'Leary and Daniel Agroskin is a citizen of the United States of America. Michel Lagarde is a citizen of The Netherlands.

Item 2(d). Title of Class of Securities:

The class of securities to which this Schedule 13G/A relates is the restricted voting shares (the "Restricted Voting Shares"), of the Company.

Item 2(e).	CUS	IP Number:
	7031	9W108
Item 3.		is statement is filed pursuant to Rule 13d-1(b), or Rule 13d-2(b) or (c), check whether the person g is a:
(a)	[]	Broker or dealer registered under Section 15 of the Exchange Act;
(b)	[]	Bank as defined in Section 3(a)(6) of the Exchange Act;
(c)	[]	Insurance company as defined in Section 3(a)(19) of the Exchange Act;
(d)	[]	Investment company registered under Section 8 of the Investment Company Act;
(e)	[]	An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
(f)	[]	An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
(g)	[]	A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
(h)	[]	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(i)	[]	A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; or
(j)	[]	A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J); or
(k)	[]	Group, in accordance with Rule 13d-1(b)(1)(ii)(K).
Item 4.	Owi	nership.
(a)	Amo	ount Beneficially Owned:
		JLL Patheon Holdings, Cooperatief U.A. ("JLL CoOp") is the direct record and beneficial owner of 24,986 Restricted Voting Shares of the Company.
		By virtue of its position as the greater than 99% owner and controlling member of JLL CoOp, JLL theon Holdings, LLC may be deemed to be the beneficial owner of 78,524,986 Restricted Voting

(iii) By virtue of its position as the sole member of each of JLL Patheon Holdings, LLC and JLL Patheon Holdings III, LLC, which together own 100% of JLL CoOp, JLL Partners Fund V (Patheon), L.P. may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company. JLL Partners Fund V (Patheon), L.P. disclaims such beneficial ownership.

Shares of the Company. JLL Patheon Holdings, LLC disclaims such beneficial ownership.

- (iv) By virtue of its position as the sole general partner of JLL Partners Fund V (Patheon), L.P., JLL Associates V (Patheon), L.P. may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company. JLL Associates V (Patheon), L.P. disclaims such beneficial ownership.
- (v) By virtue of its position as the sole general partner of JLL Associates V (Patheon), L.P., JLL Associates G.P. V (Patheon), Ltd. ("JLL Limited") may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company. JLL Limited disclaims such beneficial ownership.
- (vi) Paul S. Levy is the managing director of JLL Limited and serves on the board of directors of JLL Limited. Mr. Levy may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company. Mr. Levy disclaims such beneficial ownership.
- (vii) Mr. Daniel Agroskin is a managing director of JLL CoOp and is the sole manager of each of JLL Patheon Holdings, LLC and JLL Patheon Holdings III, LLC, which together own 100% of JLL CoOp. Mr. Agroskin also serves on the board of directors of JLL Limited. Mr. Agroskin may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company. Mr. Agroskin disclaims such beneficial ownership.
- (viii) Messrs. Eugene Hahn, Michael J. Schwartz, Frank J. Rodriguez, Alexander R. Castaldi, Kevin T. Hammond, Michel Lagarde, Robert VanHees, Garrett Hall and Nicholas O'Leary each serve on the board of directors of JLL Limited, and each may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company. Each of Messrs. Hahn, Schwartz, Rodriguez, Castaldi, Hammond, Lagarde, VanHees, Hall and O'Leary disclaims such beneficial ownership.

(b) Percent of Class:*

- (i) JLL CoOp is the direct record and beneficial owner of 78,524,986 Restricted Voting Shares of the Company, which represents 55.7% of the outstanding Restricted Voting Shares of the Company.
- (ii) By virtue of its position as the greater than 99% owner and controlling member of JLL CoOp, JLL Patheon Holdings, LLC may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company, which represents 55.7% of the outstanding Restricted Voting Shares of the Company.
- (iii) By virtue of its position as the sole member of each of JLL Patheon Holdings, LLC and JLL Patheon Holdings III, LLC, which together own 100% of JLL CoOp, JLL Partners Fund V (Patheon), L.P. may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company, which represents 55.7% of the outstanding Restricted Voting Shares of the Company.

^{*} Calculation of beneficial ownership is based on the number of Restricted Voting Shares of the Company outstanding of February 4, 2014, as reported by the Company to the Reporting Persons.

- (iv) By virtue of its position as the sole general partner of JLL Partners Fund V (Patheon), L.P., JLL Associates V (Patheon), L.P. may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company, which represents 55.7% of the outstanding Restricted Voting Shares of the Company.
- (v) By virtue of its position as the sole general partner of JLL Associates V (Patheon), L.P., JLL Limited may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company, which represents 55.7% of the outstanding Restricted Voting Shares of the Company.
- (vi) Paul S. Levy is the managing director of JLL Limited and serves on the board of directors of JLL Limited. Mr. Levy may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company, which represents 55.7% of the outstanding Restricted Voting Shares of the Company.
- (vii) Mr. Daniel Agroskin is a managing director of JLL CoOp and is the sole manager of each of JLL Patheon Holdings, LLC and JLL Patheon Holdings III, LLC, which together own 100% of JLL CoOp. Mr. Agroksin also serves on the board of directors of JLL Limited. Mr. Agroskin may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company, which represents 55.7% of the outstanding Restricted Voting Shares of the Company.
- (viii) Messrs. Eugene Hahn, Michael J. Schwartz, Frank J. Rodriguez, Alexander R. Castaldi, Kevin T. Hammond, Michel Lagarde, Robert VanHees, Garrett Hall and Nicholas O'Leary each serve on the board of directors of JLL Limited, and each may be deemed to be the beneficial owner of 78,524,986 Restricted Voting Shares of the Company, which represents 55.7% of the outstanding Restricted Voting Shares of the Company.
- (c) Number of shares as to which such person has:

(i)	Sole power to vote or to direct the vote:
	None.
(ii)	Shared power to vote or to direct the vote:
	Each of the Reporting Persons has shared power to vote or direct the vote of 78,524,986 Restricted Voting Shares of the Company.
(iii)	Sole power to dispose or to direct the disposition of:
	None.
(iv)	Shared power to dispose or to direct the disposition of:

JLL CoOp, JLL Patheon Holdings, LLC, JLL Partners Fund V (Patheon), L.P., JLL Associates V (Patheon), L.P., JLL Limited, Paul S. Levy and Daniel Agroskin have shared power to dispose of or direct the disposition of 78,524,986 Restricted Voting Shares of the Company.

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. Not applicable. Item 9. Notice of Dissolution of Group. Not applicable. Item 10. Certifications. Not applicable.

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.

Dated: February 14, 2014

JLL PATHEON HOLDINGS, COOPERATIEF U.A.

By: /s/ Daniel Agroskin

Name: Daniel Agroskin
Title: Authorized Signatory

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.

Dated: February 14, 2014

JLL PATHEON HOLDINGS, LLC

By: /s/ Daniel Agroskin

Name: Daniel Agroskin Title: Sole Manager

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.

Dated: February 14, 2014

JLL PARTNERS FUND V (PATHEON), L.P.

By its General Partner, JLL Associates V (Patheon), L.P.

By its General Partner, JLL Associates G.P. V (Patheon), Ltd.

By: /s/ Paul S. Levy

Name: Paul S. Levy
Title: Managing Director

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.

Dated: February 14, 2014

JLL ASSOCIATES V (PATHEON), L.P.

By its General Partner, JLL Associates G.P. V (Patheon), Ltd.

By: /s/ Paul S. Levy

Name: Paul S. Levy
Title: Managing Director

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.

Dated: February 14, 2014

JLL ASSOCIATES G.P. V (PATHEON), LTD.

By: /s/ Paul S. Levy

Name: Paul S. Levy
Title: Managing Director

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.

Dated: February 14, 2014

/s/ Paul S. Levy Paul S. Levy

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.

Dated: February 14, 2014

/s/ Nicholas O'Leary Nicholas O'Leary

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.

Dated: February 14, 2014

/s/ Eugene Hahn

Eugene Hahn

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.

Dated: February 14, 2014

/s/ Michael J. Schwartz

Michael J. Schwartz

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.

Dated: February 14, 2014

/s/ Frank J. Rodriguez

Frank J. Rodriguez

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.

Dated: February 14, 2014

/s/ Alexander Castaldi

Alexander Castaldi

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.

Dated: February 14, 2014

/s/ Kevin T. Hammond

Kevin T. Hammond

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this
tatement is true, complete and correct.

Dated: February 14, 2014

/s/ Michel Lagarde Michel Lagarde

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.

Dated: February 14, 2014

/s/ Robert VanHees Robert VanHees

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.

Dated: February 14, 2014

/s/ Garrett Hall Garrett Hall

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.

Dated: February 14, 2014

/s/ Daniel Agroskin Daniel Agroskin