

Sally Beauty Holdings, Inc.
Form SC 13D/A
May 11, 2012

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 4)**

SALLY BEAUTY HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

79546E 10 4

(CUSIP Number)

CDRS Acquisition LLC

c/o Clayton, Dubilier & Rice, LLC

Attention: Theresa A. Gore

375 Park Ave, New York NY 10152

(212) 407-5227

Copy to:

Peter J. Loughran, Esq.

Debevoise & Plimpton LLP

Edgar Filing: Sally Beauty Holdings, Inc. - Form SC 13D/A

919 Third Avenue

New York, NY 10022

(212) 909-6000

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

May 11, 2012

(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 Sections 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 Section 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).

Edgar Filing: Sally Beauty Holdings, Inc. - Form SC 13D/A

CUSIP No. 79546E 10 4

1. Names of Reporting Persons
CDRS Acquisition LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds
Not Applicable.
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 0 Shares |
| | 8. | Shared Voting Power 22,959,641 Shares (see Item 5) |
| | 9. | Sole Dispositive Power 0 Shares |
| | 10. | Shared Dispositive Power 22,959,641 Shares (see Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,959,641 Shares (see Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)
12.8% (1)
14. Type of Reporting Person
OO

(1) Based on 187,213,528 shares of common stock, par value \$0.01 per share (Shares), of Sally Beauty Holdings, Inc., a Delaware corporation (Sally Beauty or the Issuer), outstanding on April 30, 2012, and the retirement of the Shares purchased by Sally Beauty in the Stock Repurchase (as defined herein).

Edgar Filing: Sally Beauty Holdings, Inc. - Form SC 13D/A

CUSIP No. 79546E 10 4

1. Names of Reporting Persons
Clayton Dubilier & Rice Fund VII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds
Not Applicable.
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 0 Shares |
| | 8. | Shared Voting Power 22,959,641 Shares (see Item 5) |
| | 9. | Sole Dispositive Power 0 Shares |
| | 10. | Shared Dispositive Power 22,959,641 Shares (see Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,959,641 Shares (see Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)
12.8% (1)
14. Type of Reporting Person
PN

(1) Based on 187,213,528 Shares of Sally Beauty outstanding on April 30, 2012, and the retirement of the Shares purchased by Sally Beauty in the Stock Repurchase.

Edgar Filing: Sally Beauty Holdings, Inc. - Form SC 13D/A

CUSIP No. 79546E 10 4

- | | | |
|-----|--|---|
| 1. | Names of Reporting Persons CD&R Associates VII, Ltd. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Source of Funds Not Applicable. | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6. | Citizenship or Place of Organization Cayman Islands | |
| 7. | Sole Voting Power 0 Shares | |
| 8. | Shared Voting Power 22,959,641 Shares (see Item 5) | |
| 9. | Sole Dispositive Power 0 Shares | |
| 10. | Shared Dispositive Power 22,959,641 Shares (see Item 5) | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 22,959,641 Shares (see Item 5) | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13. | Percent of Class Represented by Amount in Row (11) 12.8% (1) | |
| 14. | Type of Reporting Person CO | |

(1) Based on 187,213,528 Shares of Sally Beauty outstanding on April 30, 2012, and the retirement of the Shares purchased by Sally Beauty in the Stock Repurchase.

Edgar Filing: Sally Beauty Holdings, Inc. - Form SC 13D/A

CUSIP No. 79546E 10 4

1. Names of Reporting Persons
CD&R Associates VII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds
Not Applicable.
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 0 Shares |
| | 8. | Shared Voting Power 22,959,641 Shares (see Item 5) |
| | 9. | Sole Dispositive Power 0 Shares |
| | 10. | Shared Dispositive Power 22,959,641 Shares (see Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,959,641 Shares (see Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)
12.8% (1)
14. Type of Reporting Person
PN

(1) Based on 187,213,528 Shares of Sally Beauty outstanding on April 30, 2012, and the retirement of the Shares purchased by Sally Beauty in the Stock Repurchase.

Edgar Filing: Sally Beauty Holdings, Inc. - Form SC 13D/A

CUSIP No. 79546E 10 4

1. Names of Reporting Persons
CD&R Investment Associates VII, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds
Not Applicable.
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power 0 Shares |
| | 8. | Shared Voting Power 22,959,641 Shares (see Item 5) |
| | 9. | Sole Dispositive Power 0 Shares |
| | 10. | Shared Dispositive Power 22,959,641 Shares (see Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
22,959,641 Shares (see Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)
12.8% (1)
14. Type of Reporting Person
CO

(1) Based on 187,213,528 Shares of Sally Beauty outstanding on April 30, 2012, and the retirement of the Shares purchased by Sally Beauty in the Stock Repurchase.

Edgar Filing: Sally Beauty Holdings, Inc. - Form SC 13D/A

CUSIP No. 79546E 10 4

1. Names of Reporting Persons
CD&R Parallel Fund VII, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|-----------------------|
| (a) | <input type="radio"/> |
| (b) | <input type="radio"/> |
 3. SEC Use Only
 4. Source of Funds
Not Applicable.
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Cayman Islands
- | | |
|-----|---|
| 7. | Sole Voting Power 0 Shares |
| 8. | Shared Voting Power 151,886 Shares (See Item 5) |
| 9. | Sole Dispositive Power 0 Shares |
| 10. | Shared Dispositive Power 151,886 Shares (See Item 5) |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
151,886 Shares (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
0.1% (1)
 14. Type of Reporting Person
PN

(1) Based on 187,213,528 Shares of Sally Beauty outstanding on April 30, 2012, and the retirement of the Shares purchased by Sally Beauty in the Stock Repurchase.

Edgar Filing: Sally Beauty Holdings, Inc. - Form SC 13D/A

CUSIP No. 79546E 10 4

1. Names of Reporting Persons
CD&R Parallel Fund Associates VII, Ltd.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds
Not Applicable.
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Cayman Islands
 7. Sole Voting Power
0 Shares
 8. Shared Voting Power
151,886 Shares (See Item 5)
 9. Sole Dispositive Power
0 Shares
 10. Shared Dispositive Power
151,886 Shares (See Item 5)
 11. Aggregate Amount Beneficially Owned by Each Reporting Person
151,886 Shares (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With