Targa Resources Corp. Form SC 13G/A November 07, 2012

#### UNITED STATES

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 5)\*

### Targa Resources Corp.

(Name of Issuer)

#### **Common Stock**

(Title of Class of Securities)

#### 87612G101

(CUSIP Number)

#### **November 6, 2012**

(Date of Event Which Requires Filing of this Statement)

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

Edgar Filing: Targa Resources Corp Form SC 13G/A
[ ] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[X] Rule 13d-1(d)

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).

<sup>\*</sup>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.

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CUSIP No. <u>87612G101</u>

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	REPORTING PERSOncus Private Equity \	
CHECK TH	E APPR∩PRIATE R	OX IF A MEMBER OF A GROUP*
CHECK TH	<u>LAITHOITHATE B</u>	(a) o
		(b) x
SEC USE (	ONLY	
SEC USE C		
CITIZENSH	IIP OR PLACE OF O	RGANIZATION
Delaware		
<b>_</b>	5	SOLE VOTING POWER
	၁	
		0 shares of Common Stock
NUMBER O		SHARED VOTING POWER(1)
SHARES	6	
DENEELOIALI	v	
BENEFICIALI	_Y	3,035,724 shares of Common Stock
OWNED BY	,	
EACH	7	SOLE DISPOSITIVE POWER
DEDODTING	-	
REPORTING	7	
PERSON		0 shares of Common Stock
WITH		SHARED DISPOSITIVE POWER (1)
	8	5.22.5 5.6. 652.1 62.1,(1)
		3,035,724 shares of Common Stock
AGGREGA	TE AMOUNT BENEI	FICIALLY OWNED BY EACH REPORTING PERSON(1)

	3,035,724 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
	DEDOENT OF CLASS DEDDESENTED BY AMOUNT IN DOW 0/0)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	7.1%
40	TYPE OF REPORTING PERSON*
12	
	PN

- (1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by such reporting person.
- (2) Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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NAME OF REPO	ORTING PERSO	DN	
Warburg Pincus	Private Equity I	K, L.P.	
CHECK THE AF	PPROPRIATE B	DX IF A MEMBER OF A GROUP*	
2 CHECK THE AP		(a)	o
		(b)	Х
050 1105 01111	,		
SEC USE ONLY			
CITIZENSHIP C  Delaware	R PLACE OF C	RGANIZATION	
	5	SOLE VOTING POWER  0 shares of Common Stock	
NUMBER OF			
	6	SHARED VOTING POWER(1)	
SHARES			
BENEFICIALLY		1,672,580 shares of Common Stock	
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON		0 shares of Common Stock	
WITH	8	SHARED DISPOSITIVE POWER (1)	
		1,672,580 shares of Common Stock	
9 AGGREGATE A	MOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON(1)	

1,672,580 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
3.9%
TYPE OF REPORTING PERSON*
PN

- (1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by such reporting person.
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1	NAME OF REPO	ORTING PERSO	N	
	Warburg Pincus	IX LLC		
<b>^</b>	CHECK THE AP	PROPRIATE B	OX IF A MEMBER OF A GROUP*	
2			(a)	0
			(b)	Х
3	SEC USE ONLY	,		
4	CITIZENSHIP O	R PLACE OF O	RGANIZATION	
		5	SOLE VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6	0 shares of Common Stock  SHARED VOTING POWER(1)  1,672,580 shares of Common Stock	
	EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER  0 shares of Common Stock	
	LIION			
	WITH	8	SHARED DISPOSITIVE POWER (1)	
9	AGGREGATE A	MOUNT BENEF	1,672,580 shares of Common Stock FICIALLY OWNED BY EACH REPORTING PERSON(1)	

	1,672,580 shares of Common Stock
	1,07 <u>2,000 dilatios di Common Gloci</u> t
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
	DEDOENT OF CLASS DEDDESENTED BY AMOUNT IN DOW 0/9)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	3.9%
	TYPE OF REPORTING PERSON*
12	THE OF REPORTING PERSON

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- (2) Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

USIP No. <u>87612G10<sup>-</sup></u>	<u></u>	13G	Page 5 of 16 Pages	
	PORTING PERSON us Partners LLC			
CHECK THE A	APPROPRIATE BOX IF A	MEMBER OF A GROUP*	(a)	o
SEC USE ONI	LY		(b)	X
CITIZENSHIP	OR PLACE OF ORGANI	ZATION		
New York				
	5	SOLE VOTING POWER  0 shares of Common Stock		
NUMBER OF SHARES	6	SHARED VOTING POWER(1)		
BENEFICIALLY  OWNED BY		4,708,304 shares of Common Stock		
EACH REPORTING	7	SOLE DISPOSITIVE POWER		
PERSON		0 shares of Common Stock		
WITH	8	SHARED DISPOSITIVE POWER (1)		
		4,708,304 shares of Common Stock		

	4,708,304 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  N/A
• •	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2) 11.1%
12	TYPE OF REPORTING PERSON*  OO

<sup>(2)</sup> Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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1	NAME OF REPO	ORTING PERSO	N		
•	Warburg Pincus	& Co.			
	Ğ				
_	CHECK THE AR		DX IF A MEMBER OF A GROUP*		
2	CHECK THE AP	PROPRIATE B	(a)	Ι	o
			(b)		х
_	SEC USE ONLY	,			
3	SEC USE ONLY				
Л	CITIZENSHIP O	R PLACE OF C	RGANIZATION		
4					
	New York				
			SOLE VOTING POWER		
		5			
			0 shares of Common Stock		
	NUMBER OF	_	SHARED VOTING POWER(1)		
	SHARES	6	SHARED VOTING FOWER(1)		
	SHARLS				
	BENEFICIALLY		4,708,304 shares of Common Stock		
	OWNED BY		4,700,304 Shares of Common Stock		
	OWNEDDI				
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING				
	PERSON		0 shares of Common Stock		
	WITH				
		8	SHARED DISPOSITIVE POWER (1)		
			4,708,304 shares of Common Stock		
		•	I .		

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)
	4,708,304 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	11.1%
12	TYPE OF REPORTING PERSON*
	PN

<sup>(2)</sup> Based upon a total of 42,492,913 shares of Common Stock issued and outstanding as of October 29, 2012, as set forth in the Issuer s Quarterly Report on Form 10-Q for the fiscal quarter ended on September 30, 2012, filed with the Securities and Exchange Commission on November 1, 2012.

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1 NAME OF REPORTING PERSON						
•	Warburg Pincus LLC					
	Tailong I mode LLO					
	OUT OUT THE APPROPRIATE POY IS A MEMBER OF A OROUP!					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a)					
			(b)		X	
	CEC LICE ONLY					
3	SEC USE ONLY					
1	CITIZENSHIP OR F	PLACE OF ORGANIZA	ATION			
4						
	New York					
	ı	F	SOLE VOTING POWER			
		5				
0 shares of Common Stock			0 shares of Common Stock			
	SHARES		SHARED VOTING POWER(1)			
В	BENEFICIALLY		4,708,304 shares of Common Stock			
	OWNED BY					
			SOLE DISPOSITIVE POWER			
	EACH	7	OCE DIOI CONTINE I CWEIT			
	REPORTING					
PERSON 0			0 shares of Common Stock			
WITH <b>8</b>		_	SHARED DISPOSITIVE POWER (1)			
		8	SHARLD DISPOSITIVE FOWER (1)			
			4 708 304 shares of Common Stock			
4,708,304 shares of Common Stock						

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)
	4,708,304 shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9(2)
	11.1%
12	TYPE OF REPORTING PERSON*
	00

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by su	ıch
reporting person.	

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1	NAME OF REPORTING PERSON					
Charles R. Kaye						
2	CHECK THE APPROPRI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
_	(a) o (b) x					
			(b)		X	
3	SEC USE ONLY					
	CITIZENSHIP OR PLACE	E OF ORGANIZATION				
4						
	United States of America					
		5	SOLE VOTING POWER			
		<b>5</b>				
	NUMBER OF					
	OUADEO		0 shares of Common Stock			
	SHARES					
	BENEFICIALLY	6	SHARED VOTING POWER	(1)		
	OWNED BY	0				
	OWNEDDI					
	EACH		4,708,304 shares of Commo	on Stock		
	REPORTING					
	DEDOON	7	SOLE DISPOSITIVE POWE	R		
	PERSON	*				
	WITH					
			0 shares of Common Stock			