

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:

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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 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).

1	NAME OF REPORTING PERSON Warburg Pincus Private Equity VIII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares of Common Stock
	6	SHARED VOTING POWER(1) 3,035,724 shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0 shares of Common Stock
	8	SHARED DISPOSITIVE POWER (1) 3,035,724 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)	

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	3,035,724 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) 7.1%
12	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.

(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.

1	NAME OF REPORTING PERSON Warburg Pincus Private Equity IX, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	o
	(b)	x
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares of Common Stock
	6	SHARED VOTING POWER(1) 1,672,580 shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0 shares of Common Stock
	8	SHARED DISPOSITIVE POWER (1) 1,672,580 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)	

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	1,672,580 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) 3.9%
12	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.

(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.

1	NAME OF REPORTING PERSON Warburg Pincus IX LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares of Common Stock
	6	SHARED VOTING POWER(1) 1,672,580 shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0 shares of Common Stock
	8	SHARED DISPOSITIVE POWER (1) 1,672,580 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)	

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	1,672,580 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) 3.9%
12	TYPE OF REPORTING PERSON* OO

(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 REPORTING PERSON	
	Warburg Pincus Partners LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares of Common Stock
	6	SHARED VOTING POWER(1) 4,708,304 shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0 shares of Common Stock
	8	SHARED DISPOSITIVE POWER (1) 4,708,304 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON(1)	

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	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* OO

(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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1	NAME OF REPORTING PERSON	
	Warburg Pincus & Co.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares of Common Stock
	6	SHARED VOTING POWER(1) 4,708,304 shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0 shares of Common Stock
	8	SHARED DISPOSITIVE POWER (1) 4,708,304 shares of Common Stock

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

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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.

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1	NAME OF REPORTING PERSON	
	Warburg Pincus LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares of Common Stock
	6	SHARED VOTING POWER(1) 4,708,304 shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0 shares of Common Stock
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1	NAME OF REPORTING PERSON	
	Charles R. Kaye	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares of Common Stock
	6	SHARED VOTING POWER(1) 4,708,304 shares of Common Stock
	7	SOLE DISPOSITIVE POWER 0 shares of Common Stock