

TIAA FSB Holdings, Inc.  
Form SC 13G/A  
February 13, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Amendment No. 1)\***

**Under the Securities Exchange Act of 1934**

**TIAA FSB Holdings, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Titles of Class of Securities)

**29977G102**

(CUSIP Number)

**December 31, 2017**

(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 of 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 in 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, as amended (the "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*).

**CUSIP No.**      **13G Page 2 of 10**  
**29977G102**

NAME OF REPORTING  
PERSON

1      I.R.S. IDENTIFICATION  
NO. OF ABOVE PERSON  
(ENTITIES ONLY)

TPG Group Holdings  
(SBS) Advisors, Inc.  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2      (a)   
  
(b)

3      SEC USE ONLY  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

Delaware  
SOLE VOTING  
POWER

5

NUMBER  
OF      - 0 -  
SHARED VOTING  
SHARES      POWER

6  
BENEFICIALLY

OWNED      - 0 -  
BY      SOLE  
DISPOSITIVE  
EACH      7      POWER

REPORTING - 0 -

8

PERSON        SHARED  
                  DISPOSITIVE  
WITH:         POWER

- 0 -

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

9

- 0 -

10            CHECK BOX IF THE  
                  AGGREGATE AMOUNT  
                  IN ROW (9) EXCLUDES  
                  CERTAIN SHARES  
                  PERCENT OF CLASS  
                  REPRESENTED BY  
                  AMOUNT IN ROW 9

11

0%  
TYPE OF REPORTING  
PERSON

12

CO

**CUSIP No.**      **13G Page 3 of 10**  
**29977G102**

NAME OF REPORTING  
PERSON

1      I.R.S. IDENTIFICATION  
NO. OF ABOVE PERSON  
(ENTITIES ONLY)

TPG Advisors VI, Inc.  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2      (a)

(b)

3      SEC USE ONLY  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

Delaware  
SOLE VOTING  
POWER

5

NUMBER  
OF      - 0 -  
SHARED VOTING  
SHARES      POWER

<sup>6</sup>  
BENEFICIALLY

OWNED      - 0 -  
BY      SOLE  
DISPOSITIVE  
EACH      7      POWER

REPORTING - 0 -

PERSON 8 SHARED  
DISPOSITIVE  
WITH: POWER

- 0 -

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

9

- 0 -

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

11

0.0%  
TYPE OF REPORTING  
PERSON

12

CO

**CUSIP No.**      **13G Page 4 of 10**  
**29977G102**

NAME OF REPORTING  
PERSON

1      I.R.S. IDENTIFICATION  
NO. OF ABOVE PERSON  
(ENTITIES ONLY)

David Bonderman  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2      (a) o

(b) o

3      SEC USE ONLY  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

4

United States  
SOLE VOTING  
POWER

5

NUMBER  
OF      - 0 -  
SHARED VOTING  
SHARES      POWER

<sup>6</sup>  
BENEFICIALLY

OWNED      - 0 -  
BY      SOLE  
DISPOSITIVE  
EACH      7      POWER

REPORTING - 0 -

PERSON 8 SHARED  
WITH: DISPOSITIVE  
POWER

- 0 -

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

9

- 0 -

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

11

0%  
TYPE OF REPORTING  
PERSON

12

IN

**CUSIP No.**            **13G Page 5 of 10**  
**29977G102**

NAME OF REPORTING  
PERSON

1        I.R.S. IDENTIFICATION  
NO. OF ABOVE PERSON  
(ENTITIES ONLY)

James G. Coulter  
CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2        (a)   
  
(b)

3        SEC USE ONLY  
CITIZENSHIP OR PLACE  
4        OF ORGANIZATION

United States

NUMBER        SOLE VOTING  
OF                5        POWER

SHARES        - 0 -  
                    SHARED VOTING  
BENEFICIAL ~~POWER~~

OWNED        6  
BY

EACH            - 0 -  
                    SOLE  
REPORTING        DISPOSITIVE  
                    POWER

PERSON        - 0 -  
                    8        SHARED  
WITH:            DISPOSITIVE  
                    POWER

- 0 -

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

9

- 0 -

CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

10

11

0%

TYPE OF REPORTING PERSON

12

IN

**Item 1(a). Name of Issuer:**

TIAA FSB Holdings, Inc.

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

501 Riverside Avenue

Jacksonville, Florida 32202

**Item 2(a). Name of Person Filing:**

This Amendment No. 1 to Schedule 13G is being filed jointly by TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors"), TPG Advisors VI, Inc., a Delaware corporation ("Advisors VI"), David Bonderman and James G. Coulter (each, a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act.

Group Advisors is the sole member of TPG Group Holdings (SBS) Advisors, LLC, a Delaware limited liability company, which is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of each of TPG GenPar VI Advisors, LLC, a Delaware limited liability company, and TPG Tortoise GenPar Advisors, LLC, a Delaware limited liability company. TPG GenPar VI Advisors, LLC is the general partner of TPG GenPar VI, L.P., a Delaware limited partnership, which is the general partner of TPG Partners VI, L.P., a Delaware limited partnership ("TPG Partners VI"), which directly held shares of Common Stock. TPG Tortoise GenPar Advisors, LLC is the general partner of TPG Tortoise GenPar, L.P., a Delaware limited partnership, which is the general partner of TPG Tortoise AIV, L.P., a Delaware limited partnership ("TPG Tortoise"), which directly held shares of Common Stock. Because of Group Advisors' relationship to each of TPG Partners VI and TPG Tortoise, Group Advisors may have been deemed to have beneficially owned the shares of Common Stock held by TPG Partners VI and TPG Tortoise.

Advisors VI is the general partner of TPG FOF VI SPV, L.P., a Delaware limited partnership ("TPG FOF VI SPV"), which directly held shares of Common Stock. Because of Advisors VI's relationship to TPG FOF VI SPV, Advisors VI may have been deemed to have beneficially owned such shares of Common Stock.

David Bonderman and James G. Coulter are sole shareholders of each of Group Advisors and Advisors VI and may therefore have been deemed to have beneficially owned the shares of Common Stock held by TPG Partners VI, TPG Tortoise and TPG FOF VI SPV. Messrs. Bonderman and Coulter disclaim beneficial ownership of such shares of Common Stock except to the extent of their pecuniary interest therein.

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

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, Texas 76102

**Items 2(c). Citizenship:**

See response to Item 4 of each of the cover pages.

**Item 2(d). Titles of Classes of Securities:**

Common Stock, \$0.01 par value ("Common Stock")

**Item 2(e). CUSIP Number:**

29977G102

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)  Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g)  Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).

(i) o Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j) o Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k) o Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240. 13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_

**Item 4. O Ownership**

**Amount**  
(a) **Beneficially**  
**Owned:**

See responses to  
Item 9 on each  
cover page.

(b) **Percent of Class:**

See responses to  
Item 11 on each  
cover page.

(c) Number of shares  
as to which such  
person has:

**Sole**  
**power to**  
**vote or to**  
**direct the**  
**vote:**

(i)

See  
responses  
to Item 5  
on each  
cover  
page.

**Shared power to vote or to direct the vote:**

(ii)

See responses to Item 6 on each cover page.

**Sole power to dispose or to direct the disposition of:**

(iii)

See responses to Item 7 on each cover page.

**Shared power to dispose or to direct the disposition of:**

(iv)

See responses to Item 8 on each cover page.

**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 the 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.

**Identification and Classification of the Subsidiary Which Acquired the Security**

**Item 7. Being Reported on By the Parent Holding Company.**

See response to Item 2(a) above.

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable.

**Notice of Dissolution of Group.**  
**Item 9.**

Not Applicable.

**Item 10. Certification.**

Not Applicable.

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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.

Dated: February 13, 2018

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Michael LaGatta  
Name: Michael LaGatta  
Title: Vice President

TPG Advisors VI, Inc.

By: /s/ Michael LaGatta  
Name: Michael LaGatta  
Title: Vice President

David Bonderman

By: /s/ Clive Bode  
Name: Clive Bode, on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Clive Bode

Name: Clive Bode, on behalf of James G. Coulter (2)

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(1) Clive Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Bonderman on June 22, 2015 (SEC File No. 005-87680).

(2) Clive Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Securities and Exchange Commission (the "Commission") as an exhibit to an amendment to Schedule 13D filed by Mr. Coulter on June 22, 2015 (SEC File No. 005-87680).

**Exhibit Index**

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act.\*

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\* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011

