

INFORMATION HOLDINGS INC
Form SC 13G/A
November 30, 2004

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

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

Information Holdings Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

456727 10 6

(CUSIP Number)

November 29, 2004

(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 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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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 (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. 456727 10 6

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Warburg, Pincus Ventures, L.P. (I.R.S. Identification No. 13-3784037)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | | |
|---|----|--|---|
| | 5. | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power | 0 |
| | 7. | Sole Dispositive Power | 0 |
| | 8. | Shared Dispositive Power | 0 |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 0 |
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
0%
 12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 456727 10 6

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Warburg Pincus & Co. (I.R.S. Identification No. 13-6358475)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
New York
5. Sole Voting Power
0
6. Shared Voting Power
0
7. Sole Dispositive Power
0
8. Shared Dispositive Power
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 456727 10 6

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Warburg Pincus LLC (I.R.S. Identification No. 13-4069737)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) y
3. SEC Use Only
4. Citizenship or Place of Organization
New York
5. Sole Voting Power
0
6. Shared Voting Power
0
7. Sole Dispositive Power
0
8. Shared Dispositive Power
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
0%
12. Type of Reporting Person (See Instructions)
00

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1.

- (a) Name of Issuer
The name of the issuer is Information Holdings Inc. (the Company).
- (b) Address of Issuer's Principal Executive Offices
2777 Summer Street
Suite 602
Stamford, Connecticut 06905.

Item 2.

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence
- (c) Citizenship
This Amendment No. 4 to Schedule 13G (Amendment No. 4) amends the Schedule 13G filed on February 9, 1999, and as amended on February 14, 2001, March 12, 2002 and February 13, 2003 (the Schedule 13G), with respect to the Common Stock (as defined in Item 2(d) below) of the Company and is filed by and on behalf (a) Warburg, Pincus Ventures, L.P. a Delaware limited partnership (WPV); (b) Warburg, Pincus & Co., a New York general partnership (WP); and (c) Warburg Pincus LLC, a New York limited liability company (WP LLC), which manages WPV (collectively, the Reporting Persons). The business address of each of the foregoing is 466 Lexington Avenue, New York, New York 10017.
- (d) Title of Class of Securities
Common Stock, \$0.01 par value per share (Common Stock)
- (e) CUSIP Number
456727 10 6

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the 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) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not Applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- WPV
- (a) Amount beneficially owned:
 - 0 shares of Common Stock
 - (b) Percent of class:
 - 0%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - 0
 - (ii) Shared power to vote or to direct the vote
 - 0
 - (iii) Sole power to dispose or to direct the disposition of
 - 0
 - (iv) Shared power to dispose or to direct the disposition of
 - 0

- WP
- (a) Amount beneficially owned:
 - 0 shares of Common Stock
 - (b) Percent of class:
 - 0%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - 0
 - (ii) Shared power to vote or to direct the vote
 - 0
 - (iii) Sole power to dispose or to direct the disposition of
 - 0
 - (iv) Shared power to dispose or to direct the disposition of
 - 0

- WP LLC
- (a) Amount beneficially owned:
 - 0 shares of Common Stock
 - (b) Percent of class:
 - 0%

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

- | | | |
|-------|---|---|
| (i) | Sole power to vote or to direct the vote | 0 |
| (ii) | Shared power to vote or to direct the vote | 0 |
| (iii) | Sole power to dispose or to direct the disposition of | 0 |
| (iv) | Shared power to dispose or to direct the disposition of | 0 |

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 .

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 or Control Person

Not Applicable

Item 8.

Identification and Classification of Members of the Group

WPV, WP and WPP LLC are making this simple, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.

Item 9.

Notice of Dissolution of Group

Not Applicable

Item 10.

Certification

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: November 29, 2004

WARBURG, PINCUS VENTURES, L.P.

By: Warburg Pincus & Co., General Partner

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Managing Director