

AMIS HOLDINGS INC
Form 4
March 30, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CITIGROUP INC

2. Issuer Name and Ticker or Trading Symbol
AMIS HOLDINGS INC [AMIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
399 PARK AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2007

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10043

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/28/2007 | | S | | 9,594,001 | D | \$ 10.75 |
| | | | | | 10,746,298 | I | (1) |

By
Affiliate
(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CITIGROUP INC 399 PARK AVENUE NEW YORK, NY 10043 | | X | | |
| CITICORP BANKING CORP ONE PENN'S WAY NEW CASTLE, DE 19720 | | X | | |
| COURT SQUARE CAPITAL LTD 399 PARK AVENUE NEW YORK, NY 10043 | | X | | |
| CITIGROUP VENTURE CAPITAL GP HOLDINGS LTD 399 PARK AVENUE NEW YORK, NY 10043 | | X | | |
| CVC PARTNERS LLC 399 PARK AVENUE NEW YORK, NY 10043 | | X | | |
| CITIGROUP VENTURE CAPITAL EQUITY PARTNERS LP 399 PARK AVENUE NEW YORK, NY 10043 | | X | | |

Signatures

Citigroup Inc., By: /s/ Riqueza V. Feaster, Assistant Secretary

03/30/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Common Stock reported in Table I represents (i) 10,546,212 shares directly beneficially owned by Citigroup Venture Capital Equity Partners, L.P. ("CVCEP") and (ii) 200,086 shares directly beneficially owned by affiliates of the Reporting Persons that are subsidiaries of CVC Partners, LLC and Citigroup Venture Capital GP Holdings, Ltd. ("CVCGP"). CVC Partners, LLC holds a general partnership interest in CVCEP. CVCGP holds a membership interest in CVC Partners, LLC. Court Square Capital Limited is the sole stockholder of CVCGP. Citicorp Banking Corporation ("CBC") is the sole stockholder of Court Square Capital Limited. Citigroup Inc. ("Citigroup") is the sole stockholder of CBC. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Remarks:

Prior to the merger of Citigroup Holdings Company ("Citigroup Holdings") and Citicorp with and into Citigroup effective August 1, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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