

TA IX LP
Form SC 13G
February 13, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

Clayton Holdings Inc.

(Name of Issuer)

Common Stock Par Value \$.01

(Title of Class of Securities)

18418N107

(CUSIP Number)

12/31/06

(Date of Event Which Requires Filing of this Statement)

This schedule is being filed pursuant to 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 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. 18418N107

13G

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

| | |
|-----------------------------------|------------|
| TA IX L.P. | 04-3520503 |
| TA/Atlantic and Pacific IV L.P. | 04-3465628 |
| TA Strategic Partners Fund A L.P. | 01-0682418 |
| TA Strategic Partners Fund B L.P. | 01-0682422 |
| TA Subordinated Debt Fund L.P. | 04-3506994 |
| TA Investors II L.P. | 20-1144811 |

2. Check the Box if a Member of a Group*

(a) x(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

| | |
|-----------------------------------|----------|
| TA IX L.P. | Delaware |
| TA/Atlantic and Pacific IV L.P. | Delaware |
| TA Strategic Partners Fund A L.P. | Delaware |
| TA Strategic Partners Fund B L.P. | Delaware |
| TA Subordinated Debt Fund L.P. | Delaware |
| TA Investors II L.P. | Delaware |

NUMBER OF 5. Sole Voting Power

SHARES

| | | |
|--------------|-----------------------------------|-----------|
| BENEFICIALLY | TA IX L.P. | 6,297,362 |
| OWNED BY | TA/Atlantic and Pacific IV L.P. | 1,484,323 |
| | TA Strategic Partners Fund A L.P. | 128,937 |
| | TA Strategic Partners Fund B L.P. | 23,142 |

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| | | |
|-----------|--------------------------------|---------|
| EACH | TA Subordinated Debt Fund L.P. | 219,136 |
| REPORTING | TA Investors II L.P. | 130,327 |

PERSON

6. Shared Voting Power

WITH

N/A

7. Sole Dispositive Power

| | |
|-----------------------------------|-----------|
| TA IX L.P. | 6,297,362 |
| TA/Atlantic and Pacific IV L.P. | 1,484,323 |
| TA Strategic Partners Fund A L.P. | 128,937 |
| TA Strategic Partners Fund B L.P. | 23,142 |
| TA Subordinated Debt Fund L.P. | 219,136 |
| TA Investors II L.P. | 130,327 |

8. Shared Dispositive Power

N/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person

| | |
|-----------------------------------|-----------|
| TA IX L.P. | 6,297,362 |
| TA/Atlantic and Pacific IV L.P. | 1,484,323 |
| TA Strategic Partners Fund A L.P. | 128,937 |
| TA Strategic Partners Fund B L.P. | 23,142 |
| TA Subordinated Debt Fund L.P. | 219,136 |
| TA Investors II L.P. | 130,327 |

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

..

11. Percent of Class Represented by Amount in Row 9

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| | |
|-----------------------------------|--------|
| TA IX L.P. | 29.72% |
| TA/Atlantic and Pacific IV L.P. | 7.00% |
| TA Strategic Partners Fund A L.P. | .61% |
| TA Strategic Partners Fund B L.P. | .11% |
| TA Subordinated Debt Fund L.P. | 1.03% |
| TA Investors II L.P. | .62% |
| 12. Type of Reporting Person | |

Six Partnerships

SEE INSTRUCTION BEFORE FILLING OUT!

Attachment to Form 13G

Item 1 (a) Name of Issuer: Clayton Holdings Inc.

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

2 Corporate Drive
Shelton, CT 06484

Item 2 (a) Name of Person Filing:

TA IX L.P.
TA/Atlantic and Pacific IV L.P.
TA Strategic Partners Fund A L.P.
TA Strategic Partners Fund B L.P.
TA Subordinated Debt Fund L.P.
TA Investors II L.P.

Item 2 (b) Address of Principal Business Office:

c/o TA Associates
John Hancock Tower
200 Clarendon St 56th Floor
Boston, MA 02116

Item 2 (c) Citizenship: Not Applicable

Item 2 (d) Title and Class of Securities: Common

Item 2 (e) CUSIP Number: 18418N107

Item 3 If this statement is filed pursuant to Rules 13d-1 (b) or 13d-2 (b), check whether the person filing is a:

Not Applicable

Item 4 Ownership

Item 4 (a) Amount Beneficially Owned:

Common Stock

| | |
|-----------------------------------|-----------|
| TA IX L.P. | 6,297,362 |
| TA/Atlantic and Pacific IV L.P. | 1,484,323 |
| TA Strategic Partners Fund A L.P. | 128,937 |
| TA Strategic Partners Fund B L.P. | |
| TA Subordinated Debt Fund L.P. | 23,142 |
| | 219,136 |
| TA Investors II L.P. | 130,327 |

Item 4 (b) Percent of Class

Percentage

| | |
|-----------------------------------|--------|
| TA IX L.P. | 29.72% |
| TA/Atlantic and Pacific IV L.P. | 7.00% |
| TA Strategic Partners Fund A L.P. | .61% |
| TA Strategic Partners Fund B L.P. | |
| TA Subordinated Debt Fund L.P. | .11% |
| | 1.03% |
| TA Investors II L.P. | .62% |

Item 4 (c) Number of shares as to which such person has:

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(i) sole power to vote or direct the vote:

Common Stock

| | |
|-----------------------------------|-----------|
| TA IX L.P. | 6,297,362 |
| TA/Atlantic and Pacific IV L.P. | 1,484,323 |
| TA Strategic Partners Fund A L.P. | 128,937 |
| TA Strategic Partners Fund B L.P. | |

| | |
|--------------------------------|--------|
| TA Subordinated Debt Fund L.P. | 23,142 |
|--------------------------------|--------|

219,136

| | |
|----------------------|---------|
| TA Investors II L.P. | 130,327 |
|----------------------|---------|

(ii) shared power to vote or direct the vote:

N/A

(iii) sole power to dispose or direct the disposition:

Common Stock

| | |
|-----------------------------------|-----------|
| TA IX L.P. | 6,297,362 |
| TA/Atlantic and Pacific IV L.P. | 1,484,323 |
| TA Strategic Partners Fund A L.P. | 128,937 |
| TA Strategic Partners Fund B L.P. | 23,142 |

219,136

| | |
|--------------------------------|---------|
| TA Subordinated Debt Fund L.P. | 130,327 |
|--------------------------------|---------|

(iv) shared power to dispose or direct the disposition

N/A

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification of the subsidiary that acquired the Security being reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

This schedule 13G is filed pursuant to Rule 13d-1 (d). For the agreement of the TA group members to a joint filing, see below.

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.

Agreement for Joint Filing

TA IX L.P., TA/Atlantic and Pacific IV L.P., TA Strategic Partners Fund A L.P., TA Strategic Partners Fund B L.P., TA Subordinated Debt Fund L.P., and TA Investors II L.P. hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of Clayton Holdings Inc.

Dated: February 13, 2007

TA IX L.P.

By: TA Associates IX LLC., its General Partner
By: TA Associates, Inc. its Manager

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA/Atlantic and Pacific IV L.P.

By: TA Associates AP IV L.P., its General Partner
By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA Strategic Partners Fund A L.P.

By: TA Associates SPF L.P., its General Partner
By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA Strategic Partners Fund B L.P.

By: TA Associates SPF L.P., its General Partner
By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA Subordinated Debt Fund L.P.

By: TA Associates SDF LLC., its General Partner
By: TA Associates, Inc. its Manager

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By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA Investors II L.P.

By: TA Associates, Inc., its General Partner

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer