

Bank of N.T. Butterfield & Son Ltd  
Form SC 13G/A  
February 13, 2018

**Securities and Exchange Commission**

**Washington, D.C. 20549**

**Schedule 13G**

**(Rule 13d-102)**

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed**

**Pursuant to § 240.13d-2**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

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

**The Bank of N.T. Butterfield & Son Limited**

**(Name of Issuer)**

**Common Shares**

**(Title of Class of Securities)**

**G0772R208**

**(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 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).

1 Names of Reporting Persons

**Carlyle Group Management L.L.C.**

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Delaware**

5 Sole Voting Power

Number of

Shares **0**

6 Shared Voting Power

Beneficially

Owned by **0**

Each 7 Sole Dispositive Power

Reporting

Person **0**

8 Shared Dispositive Power

With

**0**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

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

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**OO (Limited Liability Company)**

1 Names of Reporting Persons

**The Carlyle Group L.P.**

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Delaware**

5 Sole Voting Power

Number of

Shares **0**

6 Shared Voting Power

Beneficially

Owned by **0**

Each 7 Sole Dispositive Power

Reporting

Person **0**

8 Shared Dispositive Power

With

**0**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

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

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of reporting person

**PN**

1 Names of Reporting Persons

**Carlyle Holdings II GP L.L.C.**

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Delaware**

5 Sole Voting Power

Number of

Shares **0**

6 Shared Voting Power

Beneficially

Owned by **0**

Each 7 Sole Dispositive Power

Reporting

Person **0**

8 Shared Dispositive Power

With

**0**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

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

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**OO (Limited Liability Company)**

1 Names of Reporting Persons

**Carlyle Holdings II L.P.**

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Québec**

5 Sole Voting Power

Number of

Shares **0**

6 Shared Voting Power

Beneficially

owned by **0**

Each 7 Sole Dispositive power

Reporting

Person **0**

8 Shared Dispositive Power

With

**0**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

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

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**OO (Québec société en commandite)**

1 Names of Reporting Persons

**TC Group Cayman Investment Holdings, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Cayman Islands**

5 Sole Voting Power

Number of

Shares **0**  
6 Shared Voting Power

Beneficially

Owned by **0**  
Each 7 Sole Dispositive Power

Reporting

Person **0**  
8 Shared Dispositive Power

With

**0**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

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

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**PN**

## 1 Names of Reporting Persons

**TC Group Cayman Investment Holdings Sub L.P.**

## 2 Check the Appropriate Box if a Member of a Group

(a) (b)

## 3 SEC Use Only

## 4 Citizenship or Place of Organization

**Cayman Islands**

5 Sole Voting Power

Number of

Shares **0**  
6 Shared Voting Power

Beneficially

Owned by **0**  
Each 7 Sole Dispositive Power

Reporting

Person **0**  
8 Shared Dispositive Power

With

**0**

## 9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

## 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**Carlyle Financial Services, Ltd.**

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Cayman Islands**

5 Sole Voting Power

Number of

Shares **0**  
6 Shared Voting Power

Beneficially

Owned by **0**  
Each 7 Sole Dispositive Power

Reporting

Person **0**  
8 Shared Dispositive Power

With

**0**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

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

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**OO (Cayman Islands Exempted Company)**

## 1 Names of Reporting Persons

**TCG Financial Services L.P.**

## 2 Check the Appropriate Box if a Member of a Group

(a) (b)

## 3 SEC Use Only

## 4 Citizenship or Place of Organization

**Cayman Islands**

5 Sole Voting Power

Number of

Shares **0**  
6 Shared Voting Power

Beneficially

Owned by **0**  
Each 7 Sole Dispositive Power

Reporting

Person **0**  
8 Shared Dispositive Power

With

**0**

## 9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

## 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**Carlyle Global Financial Services Partners, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Cayman Islands**

5 Sole Voting Power

Number of

Shares **0**  
6 Shared Voting Power

Beneficially

Owned by **0**  
Each 7 Sole Dispositive Power

Reporting

Person **0**  
8 Shared Dispositive Power

With

**0**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

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

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**PN**

1 Names of Reporting Persons

**CGFSP Coinvestment, L.P.**

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Cayman Islands**

5 Sole Voting Power

**0**

6 Shared Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

**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

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**0%**

12 Type of Reporting Person

**PN**

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

The Bank of N.T. Butterfield & Son Limited (the Issuer )

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

65 Front Street, Hamilton, HM 12, Bermuda

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

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

Carlyle Financial Services, Ltd.

TCG Financial Services L.P.

Carlyle Global Financial Services Partners, L.P.

CGFSP Coinvestment, L.P.

**(b) Address or Principal Business Office:**

The business address of each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., and Carlyle Holdings II L.P. is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505. The address for each other Reporting Person is c/o Walkers, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands.

**(c) Citizenship of each Reporting Person is:**

Each of Carlyle Group Management L.L.C., The Carlyle Group L.P., and Carlyle Holdings II GP L.L.C., is organized in the state of Delaware. Carlyle Holdings II L.P. is a Québec société en commandite. Each of the other Reporting

Persons is organized in the Cayman Islands.

**(d) Title of Class of Securities:**

Common shares, BM\$0.01 par value per share ( Common Shares ).

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**(e) CUSIP Number:**

G0772R208

**ITEM 3.**

Not applicable.

**ITEM 4. Ownership.**

**(a) Amount beneficially owned:**

This amendment to Schedule 13G is being filed on behalf of the Reporting Persons to report that, as of December 31, 2017, the Reporting Persons do not beneficially own any Common Shares.

**(b) Percent of Class:**

See Item 4(a) hereof.

**(c) Number of shares as to which such 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.**

Not applicable.

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

Not applicable.

**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.

**Date:** February 13, 2018

**CARLYLE GROUP MANAGEMENT  
L.L.C.**

By: /s/ Jeffrey W. Ferguson  
Name: Jeffrey W. Ferguson  
Title: General Counsel

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its  
general partner

By: /s/ Jeffrey W. Ferguson  
Name: Jeffrey W. Ferguson  
Title: General Counsel

**CARLYLE HOLDINGS II GP L.L.C.**

By: The Carlyle Group L.P., its managing  
member

By: Carlyle Group Management L.L.C., its  
general partner

By: /s/ Jeffrey W. Ferguson  
Name: Jeffrey W. Ferguson  
Title: General Counsel

**CARLYLE HOLDINGS II L.P.**

By: /s/ Jeffrey W. Ferguson  
Name: Jeffrey W. Ferguson  
Title: General Counsel

**TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.**

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeffrey W. Ferguson  
Name: Jeffrey W. Ferguson  
Title: General Counsel

**TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.**

By: TC Group Cayman Investment Holdings, L.P.,

its general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Jeffrey W. Ferguson  
Name: Jeffrey W. Ferguson  
Title: General Counsel

**CARLYLE FINANCIAL SERVICES, LTD.**

By: /s/ David Pearson  
Name: David Pearson  
Title: Authorized Person

**TCG FINANCIAL SERVICES, L.P.**

By: Carlyle Financial Services, Ltd., its general partner

By: /s/ David Pearson  
Name: David Pearson  
Title: Authorized Person

**CARLYLE GLOBAL FINANCIAL SERVICES PARTNERS, L.P.**

By: TCG Financial Services, L.P., its general partner

By: Carlyle Financial Services, Ltd., its general partner

By: /s/ David Pearson

Name: David Pearson

Title: Authorized Person

**CGFSP COINVESTMENT, L.P.**

By: TCG Financial Services, L.P., its general partner

By: Carlyle Financial Services, Ltd., its general partner

By: /s/ David Pearson

Name: David Pearson

Title: Authorized Person

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 10, 2017).