

Edgar Filing: AVID TECHNOLOGY INC - Form SC 13D/A

AVID TECHNOLOGY INC  
Form SC 13D/A  
May 01, 2008

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

SCHEDULE 13D  
(Amendment No. 8)

Under the Securities Exchange Act of 1934

AVID TECHNOLOGY, INC.  
-----  
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share  
-----  
(Title of Class of Securities)

05367P100  
-----  
(CUSIP Number)

Gregory D. Hitchan  
Blum Capital Partners, L.P.  
909 Montgomery Street, Suite 400  
San Francisco, CA 94133  
(415) 434-1111  
-----

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 29, 2008  
-----

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

\*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 disclosures provided in a prior cover page.

The information required on 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).

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\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM CAPITAL PARTNERS, L.P.  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 94-3205364

-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
 (b)

-----

3. SEC USE ONLY

-----

4. SOURCE OF FUNDS\* See Item 3

-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

-----

7. SOLE VOTING POWER -0-

-----

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH  
 PERSON WITH

-----

8. SHARED VOTING POWER 7,138,057\*\*

-----

9. SOLE DISPOSITIVE POWER -0-

-----

10. SHARED DISPOSITIVE POWER 7,138,057\*\*

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,138,057\*\*

-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES [ ]

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.2%\*\*

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14. TYPE OF REPORTING PERSON PN, IA

-----

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, INC.  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 94-2967812

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES 8. SHARED VOTING POWER 7,138,057\*\*

BENEFICIALLY  
OWNED BY EACH  
PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 7,138,057\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,138,057\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.2%\*\*

14. TYPE OF REPORTING PERSON CO

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP III, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 04-3809436

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
PERSON WITH

8. SHARED VOTING POWER 7,138,057\*\*

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 7,138,057\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,138,057\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.2%\*\*

14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP III, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 02-0742606

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

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|  |       |                              |             |
|--|-------|------------------------------|-------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>PERSON WITH          | ----- | 8. SHARED VOTING POWER       | 7,138,057** |
|  | ----- | 9. SOLE DISPOSITIVE POWER    | -0-         |
|  | ----- | 10. SHARED DISPOSITIVE POWER | 7,138,057** |
| -----  |       |                              |             |
| 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON             |       |                              | 7,138,057** |
| -----  |       |                              |             |
| 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES<br>CERTAIN SHARES |       |                              | [ ]         |
| -----  |       |                              |             |
| 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                       |       |                              | 19.2%**     |
| -----  |       |                              |             |
| 14. TYPE OF REPORTING PERSON   |       |                              | PN          |

\*\* See Item 5

\* \* \* \* \*

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|   |       |                                   |             |
|---|-------|-----------------------------------|-------------|
| 1. NAME OF REPORTING PERSON   |       | BLUM STRATEGIC PARTNERS III, L.P. |             |
| I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)                                     |       | 04-3809438                        |             |
| -----   |       |                                   |             |
| 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  |       | (a) [x]<br>(b) [x]                |             |
| -----   |       |                                   |             |
| 3. SEC USE ONLY   |       |                                   |             |
| -----   |       |                                   |             |
| 4. SOURCE OF FUNDS*   |       | See Item 3                        |             |
| -----   |       |                                   |             |
| 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) or 2(e) |       | [ ]                               |             |
| -----   |       |                                   |             |
| 6. CITIZENSHIP OR PLACE OF ORGANIZATION   |       | Delaware                          |             |
| -----   |       |                                   |             |
|   |       | 7. SOLE VOTING POWER              |             |
|   |       | -0-                               |             |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>PERSON WITH                           | ----- | 8. SHARED VOTING POWER            | 7,138,057** |
|   | ----- | 9. SOLE DISPOSITIVE POWER         | -0-         |

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10. SHARED DISPOSITIVE POWER 7,138,057\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,138,057\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.2%\*\*

14. TYPE OF REPORTING PERSON PN

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP IV, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 26-0588693

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x] (b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

NUMBER OF SHARES 8. SHARED VOTING POWER 7,138,057\*\*

BENEFICIALLY OWNED BY EACH PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 7,138,057\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,138,057\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

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-----  
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.2%\*\*

-----  
 14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

-----  
 \*\* See Item 5

\* \* \* \* \*

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-----  
 1. NAME OF REPORTING PERSON BLUM STRATEGIC GP IV, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 26-0588732

-----  
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
 (b)

-----  
 3. SEC USE ONLY

-----  
 4. SOURCE OF FUNDS\* See Item 3

-----  
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----  
 6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

-----  
 7. SOLE VOTING POWER -0-

|   |  |   |
|---|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>PERSON WITH | -----<br>8. SHARED VOTING POWER<br>-----<br>9. SOLE DISPOSITIVE POWER<br>----- | -----<br>7,138,057**<br>-----<br>-0-<br>----- |
|---|--|---|

-----  
 10. SHARED DISPOSITIVE POWER 7,138,057\*\*

-----  
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,138,057\*\*

-----  
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES [ ]

-----  
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.2%\*\*

-----  
 14. TYPE OF REPORTING PERSON PN

-----  
 \*\* See Item 5

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1. NAME OF REPORTING PERSON SADDLEPOINT PARTNERS GP, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 83-0424234

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

-----

3. SEC USE ONLY

-----

4. SOURCE OF FUNDS\* See Item 3

-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

-----

7. SOLE VOTING POWER -0-

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH  
 PERSON WITH

-----

8. SHARED VOTING POWER 7,138,057\*\*

-----

9. SOLE DISPOSITIVE POWER -0-

-----

10. SHARED DISPOSITIVE POWER 7,138,057\*\*

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,138,057\*\*

-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES [ ]

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.2%\*\*

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14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

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\*\* See Item 5

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Item 1. Security and Issuer

This Amendment No. 8 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on March 15, 2007 by Blum Capital Partners, L.P., a California limited partnership, ("Blum LP"); Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); Blum Strategic GP III, L.L.C., a Delaware limited liability company ("Blum GP III"); Blum Strategic GP III, L.P., a Delaware limited partnership ("Blum GP III LP"); Blum Strategic Partners III, L.P., a Delaware limited partnership ("Blum Strategic III") and Saddlepoint Partners GP, L.L.C., a Delaware limited liability company ("Saddlepoint GP") (collectively, the "Reporting Persons").

This amendment relates to shares of common stock, \$.01 par value per share (the "Common Stock") of Avid Technology, Inc., a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is One Park West, Tewksbury, MA 01876.

The following amendments to the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D as previously amended.

Item 2. Identity and Background

Item 2 is hereby amended and restated in its entirety with the following:

Blum LP is a California limited partnership whose principal business is acting as general partner for investment partnerships and providing investment advisory services. Blum LP is an investment advisor registered with the Securities and Exchange Commission. The sole general partner of Blum LP is RCBA Inc.

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The principal business office address of Blum LP and RCBA Inc. is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the executive officers and directors of RCBA Inc., their addresses, citizenship and principal occupations are as follows:

| Name and Office Held                                 | Business Address   | Citizen-ship      | Principal Occupation or Employment |
|--|--|-------------------|------------------------------------|
| Richard C. Blum<br>President,<br>Chairman & Director | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | President & Chairman,<br>Blum LP   |
| Nils Colin Lind<br>Managing Partner<br>& Director    | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA and<br>Norway | Managing Partner,<br>Blum LP       |
| John H. Park   | 909 Montgomery St.   | USA               | Partner,                           |

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|   |  |     |   |
|---|--|-----|---|
| Partner   | Suite 400<br>San Francisco, CA 94133                       |     | Blum LP   |
| Gregory L. Jackson<br>Partner   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Jane J. Su<br>Partner   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| David H.S. Chung<br>Partner   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Nadine F. Terman<br>Partner   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Gregory D. Hitchan<br>Partner, Chief<br>Operating Officer,<br>General Counsel and<br>Secretary  | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner, Chief<br>Operating Officer,<br>General Counsel and<br>Secretary, Blum LP |
| Marc T. Scholvinck<br>Partner, Chief<br>Financial Officer,<br>Assistant Secretary<br>& Director | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner & Chief<br>Financial Officer,<br>Blum LP                                  |

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Blum GP III is a Delaware limited liability company whose principal business is acting as the general partner of Blum GP III LP, a Delaware limited partnership, whose principal business is acting as the general partner of Blum Strategic III whose principal office is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

The principal business office address of Blum GP III and Blum GP III LP is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the managing members and members of Blum GP III, their addresses, citizenship and principal occupations are as follows:

| Name and<br>Office Held            | Business<br>Address  | Citizen-<br>ship  | Principal Occupation<br>or Employment |
|------------------------------------|--|-------------------|---------------------------------------|
| -----                              | -----  | -----             | -----                                 |
| Richard C. Blum<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | President & Chairman,<br>Blum LP      |
| Nils Colin Lind<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA and<br>Norway | Managing Partner,<br>Blum LP          |

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|                                       |  |     |   |
|---------------------------------------|--|-----|---|
| John H. Park<br>Managing Member       | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Gregory L. Jackson<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Jane J. Su<br>Member                  | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| David H.S. Chung<br>Member            | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Nadine F. Terman<br>Member            | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Gregory D. Hitchan<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner, Chief<br>Operating Officer,<br>General Counsel and<br>Secretary, Blum LP |
| Marc T. Scholvinck<br>Member          | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner & Chief<br>Financial Officer,<br>Blum LP                                  |

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Blum Strategic GP IV, L.L.C ("Blum GP IV") is a Delaware limited liability company whose principal business is acting as the general partner of Blum Strategic GP IV, L.P. ("Blum GP IV LP"), a Delaware limited partnership, whose principal business is acting as the general partner of Blum Strategic Partners IV, L.P. ("Blum Strategic IV"), whose principal office is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

The principal business office address of Blum GP IV and Blum GP IV LP is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the managing members and members of Blum GP IV, their addresses, citizenship and principal occupations are as follows:

| Name and<br>Office Held<br>-----   | Business<br>Address<br>-----                               | Citizen-<br>ship<br>----- | Principal Occupation<br>or Employment<br>----- |
|------------------------------------|--|---------------------------|--|
| Richard C. Blum<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA                       | President & Chairman,<br>Blum LP               |
| Nils Colin Lind<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA and<br>Norway         | Managing Partner,<br>Blum LP                   |
| John H. Park                       | 909 Montgomery St.   | USA                       | Partner,                                       |

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|                                       |  |     |   |
|---------------------------------------|--|-----|---|
| Managing Member                       | Suite 400<br>San Francisco, CA 94133                       |     | Blum LP   |
| Gregory L. Jackson<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Jane J. Su<br>Member                  | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| David H.S. Chung<br>Member            | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Nadine F. Terman<br>Member            | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Gregory D. Hitchan<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner, Chief<br>Operating Officer,<br>General Counsel and<br>Secretary, Blum LP |
| Marc T. Scholvinck<br>Member          | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner & Chief<br>Financial Officer,<br>Blum LP                                  |

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Saddlepoint GP is a Delaware limited liability company whose principal business is acting as the general partner of Saddlepoint Partners, L.P., a Delaware limited partnership ("Saddlepoint LP"), and Saddlepoint Partners (Cayman), L.P., a Cayman Islands exempted limited partnership ("Saddlepoint (Cayman) LP"). The principal business office address of Saddlepoint GP, Saddlepoint LP and Saddlepoint (Cayman) LP is 909 Montgomery Street, Suite 400, San Francisco, California 94133. Blum LP is the managing member of Saddlepoint GP. RCBA Inc. is the sole general partner of Blum LP. The principal business office for Blum LP and RCBA Inc. and the names of the executive officers and directors of RCBA Inc. and their addresses, citizenship and principal occupations are disclosed above.

To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Considerations

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Item 3 is hereby amended and restated in its entirety with the following:

The source of funds for the purchases of securities was the working capital of Blum LP's limited partnerships and investment advisory clients, the partnership for which Blum GP III LP serves as the sole general partner, the partnership for which Blum GP IV LP serves as the sole general partner, and the partnerships for which Saddlepoint GP serves as the general partner.

Item 4. Purpose of Transaction  
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Item 4 is hereby amended and restated in its entirety with the following:

\* \* \* \* \*

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On April 30, 2008 Blum Strategic IV filed a Notification and Report Form (the "April 2008 HSR Notification") under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended (the "HSR Act"), with respect to the intended acquisition by Blum Strategic IV of additional shares of Common Stock. Upon the expiration or termination of the applicable waiting period under the HSR Act, Blum Strategic IV may acquire additional shares of Common Stock that result in the aggregate value of all shares of Common Stock held by Blum Strategic IV after such acquisitions to exceed \$63.1 million but be less than \$126.2 million. With respect to each of the foregoing sentences of this paragraph, any such value would be determined pursuant to the HSR Act by using the lowest closing quotation or closing bid price during the 45 calendar days immediately prior to April 30, 2008.

Subject to the expiration or termination of the applicable waiting period under the HSR Act with respect to the April 2008 HSR Notification, each as described above, the Reporting Persons may periodically acquire additional shares of Common Stock. The purpose of any such acquisitions of the Common Stock would be for investment, and any such acquisitions of the Common Stock would be made in the ordinary course of business and not for the purpose of acquiring control of the Issuer.

Other than the April 2008 HSR Notification described above, no Reporting Person has any specific plan or proposal to acquire or dispose of the Common Stock, although consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Common Stock or dispose of any or all of its Common Stock depending upon an ongoing evaluation of the investment in the Common Stock, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons and/or other investment considerations.

Also, consistent with the investment purpose, the Reporting Persons may engage in communications with one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer and/or one or more representatives of the Issuer regarding the Issuer, including but not limited to its operations. The Reporting Persons may discuss ideas that, if effected, may result in any of the following: the acquisition by such persons of additional Common Stock of the Issuer, an extraordinary corporate transaction involving the Issuer, and/or changes in the board of directors or management of the Issuer.

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John Park, who is an executive officer or managing member of each of the Reporting Persons, is a member of the Board of Directors of the Issuer.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

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### Item 5. Interest in Securities of the Issuer

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(a), (b) According to the Issuer's Form DEF 14A filed with the Commission on April 7, 2008, there were 37,241,822 shares of Common Stock issued and outstanding as of March 25, 2008. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report beneficial ownership of the following shares of Common Stock: (i) 2,257,402 shares of Common Stock held by Blum LP and RCBA Inc. on behalf of the limited partnerships for which Blum LP serves as the general partner, or on behalf of an entity for which Blum LP serves as investment advisor, which represents 6.1% of the outstanding shares of the Common Stock; (ii) 4,100,000 shares of the Common Stock held by Blum GP III which serves as general partner of Blum GP III LP which, in turn, serves as the general partner of Blum Strategic III, which represents 11.0% of the outstanding shares of the Common Stock; (iii) 278,615 shares of the Common Stock held by Blum GP IV which serves as general partner of Blum GP IV LP which, in turn, serves as the general partner of Blum Strategic IV, which represents 0.7% of the outstanding shares of the Common Stock; (iv) 329,840 shares of the Common Stock held by Saddlepoint GP on behalf of a partnership for which it serves as the general partner, which represents 0.9% of the outstanding shares of the Common Stock; and (v) 86,100 shares of the Common Stock that are legally owned by The Nuclear Decommissioning Trust of Dominion Nuclear Connecticut, Inc. ("Dominion Connecticut"), which represents 0.2% of the outstanding shares of the Common Stock and 86,100 shares of the Common Stock that are legally owned by Virginia Electric and Power Company Qualified Nuclear Decommissioning Trust ("Virginia Electric"), which represents 0.2% of the outstanding shares of the Common Stock (collectively, the "Investment Advisory Clients"), with respect to which Blum LP has voting and investment power. Each Investment Advisory Client has entered into an investment management agreement with Blum LP, but neither Investment Advisory Client has any contract, arrangement or understanding with the other Investment Advisory Client, or any other Reporting Person, with respect to the acquisition, ownership, disposition or voting of any shares of the Common Stock. Each Investment Advisory Client disclaims membership in a group with any Reporting Person or with the other Investment Advisory Client, and each disclaims beneficial ownership of any shares beneficially owned by the Reporting Persons other than for their own account.

Voting and investment power concerning the above shares are held solely by Blum LP, Blum GP III, Blum GP IV and Saddlepoint GP. The Reporting Persons therefore may be deemed to be members in a group, in which case the group

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would be deemed to have beneficial ownership of an aggregate of 7,138,057 shares of the Common Stock, which is 19.2% of the outstanding Common Stock. As the sole general partner of Blum LP, RCBA Inc. is deemed the beneficial owner of the securities over which Blum LP has voting and investment power. The filing of this Schedule shall not be construed as an admission that any of the shareholders, directors or executive officers of RCBA Inc. or the managing members and members of Blum GP III, Blum GP III LP, Blum GP IV, Blum GP IV LP and Saddlepoint GP, is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc., Blum LP, Blum GP III LP, Blum GP III, Blum GP IV, Blum GP IV LP or Saddlepoint GP.

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c) Since the most recent filing of Schedule 13D, the Reporting Persons purchased the following number of shares of Common Stock in the open market:

| Entity  | Trade Date | Shares  | Price/Share |
|---|------------|---------|-------------|
| -----   | -----      | -----   | -----       |
| For Blum Strategic IV for                       | 04-29-2008 | 2,000   | 20.4400     |
| which Blum GP IV LP                             | 04-29-2008 | 30,000  | 20.7497     |
| serves as the general partner                   | 04-30-2008 | 6,200   | 20.7500     |
| and for Blum GP IV which                        | 04-30-2008 | 240,415 | 20.9361     |
| serves as the general partner for Blum GP IV LP |            |         |             |

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

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There have been no changes to Item 6 since the initial Schedule 13D filed on April 24, 2006.

Item 7. Material to be Filed as Exhibits

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Exhibit A - Joint Filing Undertaking

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SIGNATURES

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After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 1, 2008

RICHARD C. BLUM & ASSOCIATES, INC.      BLUM CAPITAL PARTNERS, L.P.  
By: Richard C. Blum & Associates, Inc.  
its General Partner

By: /s/ Gregory D. Hitchan      By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan      Gregory D. Hitchan  
Partner, Chief Operating Officer,      Partner, Chief Operating Officer,  
General Counsel and Secretary      General Counsel and Secretary

BLUM STRATEGIC GP III, L.L.C.      BLUM STRATEGIC GP III, L.P.  
By: Blum Strategic GP III, L.L.C.  
its General Partner

By: /s/ Gregory D. Hitchan      By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan      Gregory D. Hitchan  
Managing Member      Managing Member

BLUM STRATEGIC PARTNERS III, L.P.      BLUM STRATEGIC GP IV, L.L.C.  
By: Blum Strategic GP III, L.P.,  
its General Partner

By: Blum Strategic GP III, L.L.C.  
its General Partner

By: /s/ Gregory D. Hitchan      By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan,      Gregory D. Hitchan  
Managing Member      Managing Member

BLUM STRATEGIC GP IV, L.P.      SADDLEPOINT PARTNERS GP, L.L.C.  
By: Blum Strategic GP IV, L.L.C.  
its General Partner

By: Richard C. Blum & Associates, Inc.  
its General Partner

By: /s/ Gregory D. Hitchan      By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan,      Gregory D. Hitchan  
Managing Member      Partner, Chief Operating Officer,  
General Counsel and Secretary

CUSIP NO. 05367P100

\* \* \* \* \*  
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Exhibit A

JOINT FILING UNDERTAKING



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The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: May 1, 2008

RICHARD C. BLUM & ASSOCIATES, INC.      BLUM CAPITAL PARTNERS, L.P.  
By: Richard C. Blum & Associates, Inc.  
its General Partner

By: /s/ Gregory D. Hitchan      By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan      Gregory D. Hitchan  
Partner, Chief Operating Officer,      Partner, Chief Operating Officer,  
General Counsel and Secretary      General Counsel and Secretary

BLUM STRATEGIC GP III, L.L.C.      BLUM STRATEGIC GP III, L.P.  
By: Blum Strategic GP III, L.L.C.  
its General Partner

By: /s/ Gregory D. Hitchan      By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan      Gregory D. Hitchan  
Managing Member      Managing Member

BLUM STRATEGIC PARTNERS III, L.P.      BLUM STRATEGIC GP IV, L.L.C.  
By: Blum Strategic GP III, L.P.,  
its General Partner

By: Blum Strategic GP III, L.L.C.  
its General Partner

By: /s/ Gregory D. Hitchan      By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan,      Gregory D. Hitchan  
Managing Member      Managing Member

BLUM STRATEGIC GP IV, L.P.      SADDLEPOINT PARTNERS GP, L.L.C.  
By: Blum Strategic GP IV, L.L.C.  
its General Partner

By: Blum Capital Partners, L.P.  
its Managing Member

By: Richard C. Blum & Associates, Inc.  
its General Partner

By: /s/ Gregory D. Hitchan      By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan,      Gregory D. Hitchan  
Managing Member      Partner, Chief Operating Officer,  
General Counsel and Secretary