

XERIUM TECHNOLOGIES INC
Form 4
August 31, 2012

FORM 4

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

OMB APPROVAL

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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 *
CARL MARKS MANAGEMENT COMPANY, LLC

2. Issuer Name and Ticker or Trading Symbol
XERIUM TECHNOLOGIES INC [XRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 THIRD AVENUE, 33RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2012

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

(Street)
NEW YORK, NY 10022-4775

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)
Common Stock, par value \$0.001 per share	08/29/2012		P	100,300 (3) (4) A \$ 4.25	2,047,282 (3) (4) (5)	I (3) (4) (5)	See Footnotes (3) (4) (5)
Common Stock, par value \$0.001 per share	08/30/2012		P	4,600 (3) (4) A \$ 4.2442 (1)	2,051,882 (3) (4) (5)	I (3) (4) (5)	See Footnotes (3) (4) (5)
	08/31/2012		P	A		I (3) (4) (5)	

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The purchase price of the shares of common stock, par value \$0.001 per share ("Common Stock"), of Xerium Technologies, Inc. (the "Company"), reported in Column 4 of this report is a weighted-average price. The shares of Common Stock purchased on August 30, 2012, were purchased in multiple transactions at prices ranging from \$4.22 to \$4.25, inclusive. Carl Marks Management Company, LLC (the "Reporting Person") undertakes to provide to the Company, any security holder of the Company, or the Staff of the Securities and Exchange Commission ("SEC"), upon request, full and complete information regarding the number of shares of Common Stock purchased at each separate price within the range set forth in this Footnote (1).

The purchase price of the shares of Common Stock reported in Column 4 of this report is a weighted-average price. The shares of Common Stock purchased on August 31, 2012, were purchased in multiple transactions at prices ranging from \$4.25 to \$4.36, inclusive.

- (2) The Reporting Person undertakes to provide to the Company, any security holder of the Company, or the Staff of the SEC, upon request, full and complete information regarding the number of shares of Common Stock purchased at each separate price within the range set forth in this Footnote (2).

The Reporting Person is a Delaware limited liability company and registered investment adviser and serves as the investment adviser to

- (3) (i) Carl Marks Strategic Investments, L.P. ("CMSI"), a Delaware limited partnership and private investment partnership, and (ii) Carl Marks Strategic Opportunities Fund, L.P. ("CMSO"), a Delaware limited partnership and private investment partnership. CMSI GP, LLC ("CMSI GP"), a Delaware limited liability company, is the general partner of CMSI, and Carl Marks GP, LLC ("CMSO GP"), a Delaware limited liability company, is the general partner of CMSO.

Of the shares of Common Stock purchased on August 29, 2012, 23,728 shares were purchased by CMSI and 76,572 shares were purchased by CMSO. Of the shares of Common Stock purchased on August 30, 2012, 1,088 shares were purchased by CMSI and 3,512

- (4) shares were purchased by CMSO. Of the shares of Common Stock purchased on August 31, 2012, 2,974 shares were purchased by CMSI and 9,596 shares were purchased by CMSO. Following the transactions reported herein, CMSI holds 626,544 shares of Common Stock and CMSO holds 1,437,908 shares of Common Stock.

Shares of the Company held by CMSI and CMSO may be deemed to be beneficially owned (i) indirectly by the Reporting Person, as the investment adviser to CMSI and CMSO; (ii) indirectly by CMSI GP, as the general partner of CMSI, and CMSO GP, as the general partner of CMSO, respectively; and (iii) indirectly, on a shared basis, by the three individual managing members of the Reporting Person, who share the power to direct the vote or disposition of such securities. The Reporting Person and the three individual managing members

- (5) of the Reporting Person have previously filed statements pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, with respect to the securities of the Company which they may be deemed to beneficially own. The Reporting Person's beneficial ownership of the Company's securities is limited to its indirect interest (if any) in the shares of Common Stock held by CMSI and CMSO, limited to its pecuniary interest in CMSI and CMSO (if any).

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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