

HANSEN NICO
Form 4
June 11, 2009

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 *
HANSEN NICO

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2009

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

12 GATEHOUSE
LANE, MAMARONECK

(Street)

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

NEW YORK, NY 10543

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 06/09/2009 | | A | | 44,943 | D | |
| | | | | | (1) (2) (3) (4) (5) (6) (7) | (1) (2) (3) (4) (5) (6) (7) | |
| | | | | | \$ 0 | | |

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

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SEC 1474 (9-02)

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

| 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HANSEN NICO 12 GATEHOUSE LANE MAMARONECK NEW YORK, NY 10543 | | X | | |

Signatures

/s/ Nico Hansen 06/11/2009
 **Signature of Date
 Reporting Person

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).
- (1) Grant of Restricted Stock Units.
- (2) Mr. Hansen is associated with Apax Europe IV GP Co. Ltd. and its affiliated companies. 25,043,764.117 shares are deemed beneficially owned by Apax Europe IV GP Co. Ltd.
 Apax WW Nominees Ltd. holds 24,963,243.529 shares as custodian for certain funds affiliated with Apax Europe IV GP Co. Ltd. Apax Europe IV-A, L.P. beneficially holds 16,674,004.107 shares; Apax Europe IV-B, L.P. beneficially holds 3,509,515.145 shares; Apax Europe IV-C GmbH & Co. KG beneficially holds 1,605,931.980 shares; Apax Europe IV-D, L.P. beneficially holds 1,261,210.374 shares; Apax Europe IV-E, L.P. beneficially holds 26,996.270 shares; Apax Europe IV-F, C.V. beneficially holds 1,176,760.502 shares; Apax Europe IV-G, C.V. beneficially holds 692,212.060 shares; and Apax Europe IV-H GmbH & Co. KG beneficially holds 16,613.089 shares (together, the "Apax Funds").
- (3) Apax Europe IV GP Co. Ltd. exercises investment discretion and control over the shares beneficially held by each of the Apax Funds through Apax Europe IV GP, L.P., which is the sole managing general partner of each of the Apax Funds. Apax Europe IV GP Co. Ltd. is the sole managing general partner of Apax Europe IV GP, L.P.
 Apax-Xerium APIA L.P. ("APIA") directly holds 80,520.588 shares. Apax Europe IV GP Co. Ltd. exercises sole investment discretion and control over the shares beneficially held by APIA through Apax Europe IV GP, L.P., which is the sole managing general partner of APIA. Apax Europe IV GP Co. Ltd. is the sole managing general partner of Apax Europe IV GP, L.P.

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- Apax Europe IV GP Co. Ltd. is managed by a five-person board of directors. David Staples, Jeremy Arnold, Denise Fallaize, Andrew Guille, and Stephen Tilton, as directors of Apax Europe IV GP Co. Ltd., may be deemed to share beneficial ownership of the shares shown as beneficially owned by Apax Europe IV GP Co. Ltd. Such persons disclaim beneficial ownership of the shares beneficially owned by Apax Europe IV GP Co. Ltd.
- (6)
- (7) Mr. Hansen disclaims beneficial ownership of the common stock that may be deemed beneficially owned by Apax Europe IV GP Co. Ltd., APIA, the Apax Funds and their affiliated companies.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.