

TTM TECHNOLOGIES INC

Form SC 13G/A

February 13, 2004

OMB APPROVAL

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13G/A

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b).
(Amendment No. 3)***

TTM Technologies, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

87305R109

(CUSIP Number)

December 2, 2003

(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)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for

other parties to whom copies are to be sent.

*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).

CUSIP No. 87305R109

SCHEDULE 13G

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Circuit Holdings, 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

Deleware

5 SOLE VOTING POWER

959,254

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **6** SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

959,254

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

959,254

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 87305R109

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thayer Equity Investors III, 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

Deleware

5 SOLE VOTING POWER

1,356,663

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER

959,254

7 SOLE DISPOSITIVE POWER

1,356,663

8 SHARED DISPOSITIVE POWER

959,254

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,315,917

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

10 (9) EXCLUDES CERTAIN SHARES*

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON*

PN

CUSIP No. 87305R109

SCHEDULE 13G

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thayer Equity Investors IV, 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

Deleware

5 SOLE VOTING POWER

1,202,470

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER

959,254

7 SOLE DISPOSITIVE POWER

1,202,470

8 SHARED DISPOSITIVE POWER

959,254

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,161,724

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

10 (9) EXCLUDES CERTAIN SHARES*

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12 TYPE OF REPORTING PERSON*

PN

CUSIP No. 87305R109

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TC Circuits, 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

Deleware

5 SOLE VOTING POWER

43,861

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER

959,254

7 SOLE DISPOSITIVE POWER

43,861

8 SHARED DISPOSITIVE POWER

959,254

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,003,115

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

10 (9) EXCLUDES CERTAIN SHARES*

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.5%

12 TYPE OF REPORTING PERSON*

OO

CUSIP No. 87305R109

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Frederick V. Malek

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER

3,562,248

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

3,562,248

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,562,248

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

10 (9) EXCLUDES CERTAIN SHARES*

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.9%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 87305R109

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Carl J. Rickertsen

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER

2,359,778

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,359,778

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,359,778

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

10 (9) EXCLUDES CERTAIN SHARES*

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 87305R109

SCHEDULE 13G

Page 8 of 14 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Paul G. Stern

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER

2,359,778

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,359,778

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,359,778

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

10 (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 87305R109

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jeffrey W. Goettman

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER

2,161,724

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,161,724

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,161,724

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

10 (9) EXCLUDES CERTAIN SHARES*

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 87305R109

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel M. Dickinson

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

0

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER

2,161,724

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,161,724

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,161,724

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

10 (9) EXCLUDES CERTAIN SHARES*

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 87305R109

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Item 1.

(a) Name of Issuer: TTM Technologies, Inc.

(b) Address of Issuer's Principal Executive Offices:
2630 South Harbor Boulevard
Santa Ana, California 92704

Item 2.

(a) Name of Person Filing:

This Statement is being filed on behalf of each of the persons named in paragraphs (i) through (ix) below (collectively, the Reporting Persons), pursuant to their written agreement to the joint filing of this Statement. Except as stated otherwise, the following information is furnished with respect to each of the Reporting Persons:

(i) Circuit Holdings, L.L.C.

(ii) Thayer Equity Investors III, L.P.

(iii) Thayer Equity Investors IV, L.P.

(iv) TC Circuits, L.L.C.

(v) Frederic V. Malek

(vi) Carl J. Rickertsen

(vii) Paul G. Stern

(viii) Jeffrey W. Goettman

(ix) Daniel M. Dickinson

Thayer Equity Investors III, L.P. (Thayer III) is the managing member of Circuit Holdings, L.L.C. Thayer Equity Investors IV, L.P. (Thayer IV), and TC Circuits, L.L.C. are members of Circuit Holdings, L.L.C. TC Equity Partners, L.L.C. and TC Equity Partners IV, L.L.C. are the general partners of Thayer III and Thayer IV, respectively. TC Co-Investors, LLC is the managing member of TC Circuits, L.L.C. TC Management Partners, L.L.C. is the managing member of TC Co-Investors, LLC. Messrs. Rickertsen, Malek and Stern are managing members of TC Equity Partners, L.L.C. and TC Management Partners, L.L.C. Messrs. Malek, Goettman and Dickinson are managing members of TC Equity Partners IV, L.L.C.

(b) Address of Principal Business Office or, if none, Residence:
The principal business office of each Reporting Person is:

1455 Pennsylvania Avenue, N.W.
Suite 350
Washington, D.C. 20004

(c) Citizenship:

Each of Thayer Equity Investors III, L.P. and Thayer Equity Partners IV, L.P. is a Delaware limited partnership. Circuit Holdings, L.L.C. and TC Circuits, L.L.C. are Delaware limited liability companies. Each of Messrs. Malek, Rickertsen, Stern, Dickinson and Goettman is a United States citizen.

(d) Title of Class of Securities: Common Stock, par value \$0.001 per share.

(e) CUSIP Number: 87305R109

CUSIP No. 87305R109

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Item 3.

Not applicable.

Item 4. Ownership

The information in items 1 and 5 through 11 on the cover page(s) on this Schedule 13G is hereby incorporated by reference.

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 which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Certifications.

Not applicable.

CUSIP No. 87305R109

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SIGNATURES

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.

CIRCUIT HOLDINGS, L.L.C.,
a Delaware limited liability company

By: Thayer Equity Partners III, L.P.,
a Delaware limited partnership,
its managing member

/s/ Barry E. Johnson
Barry E. Johnson
Secretary, Treasurer and
Chief Financial Officer

THAYER EQUITY INVESTORS IV, L.P.,
a Delaware limited partnership

By: TC Equity Partners IV, L.L.C.,
a Delaware limited liability company,
its General Partner

/s/ Barry E. Johnson
Barry E. Johnson
Secretary, Treasurer and
Chief Financial Officer

FREDERIC V. MALEK

/s/ Barry E. Johnson
Barry E. Johnson, Attorney-in-Fact

PAUL G. STERN

/s/ Barry E. Johnson

Barry E. Johnson, Attorney-in-Fact

Dated: February 13, 2004

THAYER EQUITY INVESTORS III, L.P.,
a Delaware limited partnership

By: TC Equity Partners, L.L.C.,
Delaware limited liability company,
its General Partner

/s/ Barry E. Johnson

Barry E. Johnson
Secretary, Treasurer and
Chief Financial Officer

TC CIRCUITS, LLC,
a Delaware limited liability company

By: TC Co-Investors, L.L.C.
a Delaware limited liability company,
its Managing Member

By: TC Management Partners, L.L.C.
a Delaware limited liability company,
its Managing Member

/s/ Barry E. Johnson

Barry E. Johnson
Secretary, Treasurer and
Chief Financial Officer

CARL J. RICKERTSEN

/s/ Barry E. Johnson

Barry E. Johnson, Attorney-in-Fact

JEFFREY W. GOETTMAN

/s/ Barry E. Johnson

Barry E. Johnson, Attorney-in-Fact

CUSIP No. 87305R109

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DANIEL M. DICKINSON

/s/ Barry E. Johnson

Barry E. Johnson, Attorney-in-Fact

EXHIBIT LIST

| Exhibit No. | Title |
|--------------------|--|
| A | Joint Filing Agreement dated March 6, 2002, among Circuit Holdings, L.L.C., Thayer Equity Investors III, L.P., Thayer Equity Investors IV, L.P., TC Circuits, L.L.C., Frederic V. Malek, Carl J. Rickertsen, Paul G. Stern and Jeffrey W. Goettman* |
| B | Joint Filing Agreement dated October 2, 2003, among Circuit Holdings, L.L.C., Thayer Equity Investors III, L.P., Thayer Equity Investors IV, L.P., TC Circuits, L.L.C., Frederic V. Malek, Carl J. Rickertsen, Paul G. Stern and Jeffrey W. Goettman** |
| C | Joint Filing Agreement dated February 13, 2004, among Circuit Holdings, L.L.C., Thayer Equity Investors III, L.P., Thayer Equity Investors IV, L.P., TC Circuits, L.L.C., Frederic V. Malek, Carl J. Rickertsen, Paul G. Stern and Jeffrey W. Goettman |

* Incorporated by reference to Exhibit A to the Schedule 13G/A of the Thayer Entities with respect to the Common Stock of the Company, filed on March 8, 2002.

** Incorporated by reference to Exhibit A to the Schedule 13G/A of the Thayer Entities with respect to the Common Stock of the Company, filed on October 2, 2003.