

RTI INTERNATIONAL METALS INC  
Form SC 13G/A  
February 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**RTI International Metals, Inc.**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

74973W107

(CUSIP Number)

December 31, 2012

(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)

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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).

SCHEDULE 13G

CUSIP No. 74973W107

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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 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

2,031,615

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

2,031,615

9 Aggregate amount beneficially owned by each reporting person

2,031,615

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.7%

12 Type of reporting person

PN

SCHEDULE 13G

CUSIP No. 74973W107

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1 Names of reporting persons

Carlyle Group Management L.L.C.

2 Check the appropriate box if a member of a group

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Delaware

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12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. 74973W107

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1 Names of reporting persons

Carlyle Holdings I GP Inc.

2 Check the appropriate box if a member of a group

(a) " (b) "

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Delaware

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Number of

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12 Type of reporting person

CO



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CUSIP No. 74973W107

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1 Names of reporting persons

Carlyle Holdings I GP Sub L.L.C.

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Delaware

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12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. 74973W107

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1 Names of reporting persons

Carlyle Holdings I L.P.

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CUSIP No. 74973W107

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1 Names of reporting persons

TC Group, L.L.C.

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Delaware

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Number of

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reporting

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12 Type of reporting person

OO (Limited Liability Company)

SCHEDULE 13G

CUSIP No. 74973W107

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1 Names of reporting persons

TC Group Sub L.P.

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11 Percent of class represented by amount in Row 9

6.7%

12 Type of reporting person

PN



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1 Names of reporting persons

TC Group CSP II, L.L.C.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

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Not Applicable

11 Percent of class represented by amount in Row 9

6.7%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

CSP II General Partner, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

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4 Citizen or place of organization

Delaware

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Number of

0

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beneficially

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reporting

person

0

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with

2,031,615

9 Aggregate amount beneficially owned by each reporting person

2,031,615

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.7%

12 Type of reporting person

PN

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1 Names of reporting persons

Carlyle Strategic Partners II, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

1,963,371

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

1,963,371

9 Aggregate amount beneficially owned by each reporting person

1,963,371

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.5%

12 Type of reporting person

PN

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1 Names of reporting persons

CSP II Coinvestment, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Delaware

5 Sole voting power

Number of

0

shares 6 Shared voting power

beneficially

owned by

68,244

each 7 Sole dispositive power

reporting

person

0

8 Shared dispositive power

with

68,244

9 Aggregate amount beneficially owned by each reporting person

68,244

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.2%

12 Type of reporting person

PN



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1 Names of reporting persons

DBD Cayman Holdings, Ltd.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 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

0.0%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

SCHEDULE 13G

CUSIP No. 74973W107

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1 Names of reporting persons

DBD Cayman, Ltd.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 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

0.0%

12 Type of reporting person

OO (Cayman Islands Exempt Company)

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CUSIP No. 74973W107

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1 Names of reporting persons

TCG Holdings Cayman II, L.P.

2 Check the appropriate box if a member of a group

(a) " (b) "

3 SEC use only

4 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 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

0.0%

12 Type of reporting person

PN

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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 Citizen or place of organization

Cayman Islands

5 Sole voting power

Number of

0

shares 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

0.0%

12 Type of reporting person

PN



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

RTI International Metals, Inc. (the Issuer )

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

Westpointe Corporate Center One, 5th Floor

1550 Coraopolis Heights Road

Pittsburgh, Pennsylvania 15108-2973

**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 I GP Inc.

Carlyle Holdings I GP Sub L.L.C.

Carlyle Holdings I L.P.

TC Group, L.L.C.

TC Group Sub L.P.

TC Group CSP II, L.L.C.

CSP II General Partner, L.P.

Carlyle Strategic Partners II, L.P.

CSP II Coinvestment, L.P.

DBD Cayman Holdings, Ltd.

DBD Cayman, Ltd.

TCG Holdings Cayman II, L.P.

TC Group Cayman Investment Holdings, L.P.

Following an internal reorganization on May 2, 2012, TC Group Cayman Investment Holdings, L.P. is no longer the managing member of TC Group CSP II, L.L.C. Accordingly, DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and , TC Group Cayman Investment Holdings, L.P. may no longer be deemed to beneficially own the shares reported herein.

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

The address for each of DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and TC Group Cayman Investment Holdings, L.P. is c/o Walker Corporate Services Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001 Cayman Islands. The address for each of the other Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.

**(c) Citizenship:**

Each of DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and TC Group Cayman Investment Holdings, L.P. is organized under the laws of the Cayman Islands. Each of the other Reporting Persons is organized under the laws of the state of Delaware.

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

Common Stock, \$0.01 par value ( Common Stock )

**(e) CUSIP Number:**

74973W107

**ITEM 3.**

Not applicable.

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**ITEM 4. Ownership**  
**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2012, based upon 30,327,939 shares of the Issuer's Common Stock outstanding as of October 26, 2012.

Reporting Person	Amount		Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
	beneficially owned	Percent of class:				
Carlyle Group Management L.L.C.	2,031,615	6.7%	0	2,031,615	0	2,031,615
The Carlyle Group L.P.	2,031,615	6.7%	0	2,031,615	0	2,031,615
Carlyle Holdings I GP Inc.	2,031,615	6.7%	0	2,031,615	0	2,031,615
Carlyle Holdings I GP Sub L.L.C.	2,031,615	6.7%	0	2,031,615	0	2,031,615
Carlyle Holdings I L.P.	2,031,615	6.7%	0	2,031,615	0	2,031,615
TC Group, L.L.C.	2,031,615	6.7%	0	2,031,615	0	2,031,615
TC Group Sub L.P.	2,031,615	6.7%	0	2,031,615	0	2,031,615
TC Group CSP II, L.L.C.	2,031,615	6.7%	0	2,031,615	0	2,031,615
CSP II General Partner, L.P.	2,031,615	6.7%	0	2,031,615	0	2,031,615
Carlyle Strategic Partners II, L.P.	1,963,371	6.5%	0	1,963,371	0	1,963,371
CSP II Coinvestment, L.P.	68,244	0.2%	0	68,244	0	68,244
DBD Cayman Holdings, Ltd.	0	0.0%	0	0	0	0
DBD Cayman, Ltd.	0	0.0%	0	0	0	0
TCG Holdings Cayman II, L.P.	0	0.0%	0	0	0	0

Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record owners of 1,963,371 and 68,244 shares of Common Stock, respectively. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the managing member of TC Group CSP II, L.L.C., which is the general partner of CSP II General Partner, L.P., which is the general partner of each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the shares of Common Stock owned of record by Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P.

**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.

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**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**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**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 14, 2013

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

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

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

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP INC.**

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I GP SUB L.L.C.**

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS I L.P.**

By: Carlyle Holdings I GP Sub L.L.C., its general partner  
By: Carlyle Holdings I GP Inc., its managing member

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

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**TC GROUP, L.L.C.**

By: Carlyle Holdings I L.P., its managing member

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP SUB L.P.**

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC Group CSP II, L.L.C.**

by: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Managing Director

**CSP II General Partner, L.P.**

by: /s/ John Beczak  
Name: John Beczak  
Title: Authorized Person

**Carlyle Strategic Partners II, L.P.**

by: CSP II General Partner, L.P., its general partner

by: /s/ John Beczak  
Name: John Beczak  
Title: Authorized Person

**CSP II Coinvestment, L.P.**

by: CSP II General Partner, L.P., its general partner

by: /s/ John Beczak  
Name: John Beczak  
Title: Authorized Person

**DBD Cayman Holdings, Ltd.**

by: /s/ John Beczak, attorney-in-fact  
Name: Daniel D Aniello  
Title: Ordinary Member

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**DBD Cayman, Ltd.**

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Ordinary Member

**TCG Holdings Cayman II, L.P.**

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: Daniel D Aniello

Title: Ordinary Member

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

by: TCG Holdings Cayman II, L.P., its general partner

by: DBD Cayman, Ltd., its general partner

by: DBD Cayman Holdings, Ltd., its sole shareholder

by: /s/ John Beczak, attorney-in-fact

Name: David M. Rubenstein

Title: Ordinary Member



**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24	Power of Attorney
99	Joint Filing Agreement