

MOBILE MINI INC  
Form SC 13D/A  
September 27, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Mobile Mini, Inc.  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

60740F 10 5  
(CUSIP Number)

Welsh, Carson, Anderson & Stowe  
320 Park Avenue, Suite 2500  
New York, NY 10022  
Attn: Jonathan M. Rather  
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Ropes & Gray LLP  
1211 Avenue of the Americas  
New York, NY 10036  
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Tel: (212) 596-9000

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

September 18, 2013  
(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(e), 13d-1(f) or 13d-1(g), check the following box  
[ ]

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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).



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- |  |  |   |
|--|--|---|
| 1.   | NAME OF REPORTING PERSONS<br>S.S. OR I.R.S. IDENTIFICATION NO.<br>OF ABOVE PERSONS (voluntary) | Welsh, Carson, Anderson & Stowe X, L.P.                                 |
| 2.   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                            | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3.   | SEC USE ONLY   |   |
| 4.   | SOURCE OF FUNDS  | Not Applicable  |
| 5.   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)         | <input type="checkbox"/>  |
| 6.   | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7.   | SOLE VOTING POWER<br>2,063,927  |
|  | 8.   | SHARED VOTING POWER   |
|  | 9.   | SOLE DISPOSITIVE POWER<br>2,063,927                                     |
|  | 10.  | SHARED DISPOSITIVE POWER  |
| 11.  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                   | 2,063,927   |
| 12.  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                          | <input type="checkbox"/>  |
| 13.  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)   | 4.5%  |
| 14.  | TYPE OF REPORTING PERSON   | PN  |

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1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (voluntary)	WCAS Capital Partners IV, L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a) <input checked="" type="checkbox"/> [X] (b) <input type="checkbox"/> [ ]
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/> [ ]
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 99,824
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 99,824
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	99,824
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/> [ ]
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.2%
14.	TYPE OF REPORTING PERSON	PN

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- |     |  |   |
|-----|--|---|
| 1.  | NAME OF REPORTING PERSONS<br>S.S. OR I.R.S. IDENTIFICATION NO.<br>OF ABOVE PERSONS (voluntary) | WCAS Management Corporation   |
| 2.  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)                            | (a) <input checked="" type="checkbox"/> [X]<br>(b) <input type="checkbox"/> [ ] |
| 3.  | SEC USE ONLY   |   |
| 4.  | SOURCE OF FUNDS  | Not Applicable  |
| 5.  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)         | <input type="checkbox"/> [ ]  |
| 6.  | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware  |
|     | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                              |   |
| 7.  | SOLE VOTING POWER  | 7,584   |
| 8.  | SHARED VOTING POWER  | 0   |
| 9.  | SOLE DISPOSITIVE POWER   | 7,584   |
| 10. | SHARED DISPOSITIVE POWER   | 0   |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                   | 7,584   |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                          | <input type="checkbox"/> [ ]  |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)   | Less than 0.1%  |
| 14. | TYPE OF REPORTING PERSON   | CO  |

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AMENDMENT NO. 2 TO SCHEDULE 13D (FINAL AMENDMENT)

Reference is hereby made to the statement on Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission (the "Commission") with respect to the Common Stock of the Issuer on July 7, 2008 and Amendment No. 1 thereto filed on May 29, 2013 (as so amended, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

The following items of the Schedule 13D are hereby amended as follows:

Item 5. Interest In Securities Of The Issuer

Item 5(a) is hereby amended and restated to read in its entirety as follows:

The information below is based on a total of 46,299,175 shares of Common Stock outstanding as of July 26, 2013, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2013 filed with the Commission on August 9, 2013.

WCAS X and X Associates

WCAS X directly beneficially owns 2,063,927 shares of Common Stock, or approximately 4.5% of the Common Stock outstanding. X Associates, as the general partner of WCAS X, may be deemed to indirectly beneficially own the securities owned by WCAS X.

WCAS CP IV and CP IV Associates

WCAS CP IV directly beneficially owns 99,824 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding. CP IV Associates, as the general partner of WCAS CP IV, may be deemed to indirectly beneficially own the securities owned by WCAS CP IV.

WCAS

WCAS directly beneficially owns 7,584 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

WCAS Persons

Patrick J. Welsh directly beneficially owns 40,953 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Russell L. Carson directly beneficially owns 2,870 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, and indirectly beneficially owns 41,464 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, held by the Carson Family Charitable Trust.

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Bruce K. Anderson directly beneficially owns 40,953 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Robert A. Minicucci directly beneficially owns 32,940 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Paul B. Queally directly beneficially owns 34,607 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, and indirectly beneficially owns (i) an aggregate 131 shares, or less than 0.1% of the Common Stock outstanding, held in three educational trusts for the benefit of his children, (ii) 211 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, held by The Queally Family LLC, (iii) 79 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, held by a GST insurance trust, and (iv) 240 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, held by a non-GST insurance trust.

D. Scott Mackesy directly beneficially owns 12,741 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Sanjay Swani directly beneficially owns 38,948 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, and indirectly beneficially owns 113 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, held by The Swani Family LLC.

Sean M. Traynor directly beneficially owns 8,993 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, and indirectly beneficially owns 61 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, held by The Traynor Family LLC.

Jonathan M. Rather indirectly beneficially owns 69 shares of Common Stock, or less than 0.1% of the Common Stock outstanding, held by JMR4 Holdings LLC.

Thomas Scully directly beneficially owns 2,930 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Eric J. Lee directly beneficially owns 689 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Anthony F. Ecock directly beneficially owns 51 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Brian T. Regan directly beneficially owns 183 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Michael A. Donovan directly beneficially owns 370 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Item 5(c) is hereby amended and restated to read in its entirety as follows:

On September 18, 2013 (i) WCAS X distributed in kind 1,907,730 shares of Common Stock to its partners, including 3,597 shares to X Associates and 122,466 shares to WCAS X Co-Investors LLC, its co-investment vehicle, and

immediately thereafter X Associates and WCAS X Co-Investors LLC distributed such shares to their respective partners and members; and (ii) WCAS CP IV distributed in kind 92,270 shares of Common Stock to its partners, including 923 shares to CP IV Associates, and immediately thereafter CP IV Associates distributed such shares to its partners.

On September 25, 2013 WCAS sold 1,562 shares of Common Stock in an open market transaction for \$32.94 per share.



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SIGNATURES

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

Dated: September 26, 2013

WELSH, CARSON, ANDERSON & STOWE X, L.P.

By: WCAS X Associates LLC, General Partner  
By: /s/ David Mintz  
Name: David Mintz  
Title: Attorney-in-Fact

WCAS CAPITAL PARTNERS IV, L.P.

By: WCAS X Associates LLC, General Partner  
By: /s/ David Mintz  
Name: David Mintz  
Title: Attorney-in-Fact

WCAS MANAGEMENT CORPORATION

By: /s/ David Mintz  
Name: David Mintz  
Title: Attorney-in-Fact

