

ARCHIPELAGO HOLDINGS INC
Form SC 13D/A
October 24, 2005

=====

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)

ARCHIPELAGO HOLDINGS, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

03957A104
(CUSIP Number)

Thomas J. Murphy
c/o General Atlantic Service Corporation
3 Pickwick Plaza
Greenwich, Connecticut 06830
Tel. No.: (203) 629-8600
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

OCTOBER 20, 2005
(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), 1(f) or 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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03957A104

Page 2 of 13

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

10,380,505

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

10,380,505

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,380,505

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

22.0%

14 TYPE OF REPORTING PERSON

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03957A104

Page 3 of 13

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic Partners 77, L.P.

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

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00

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-0-

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22.0%

14 TYPE OF REPORTING PERSON

PN

03957A104

Page 4 of 13

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestment Partners II, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

10,380,505

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

-0-

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10,380,505

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10,380,505

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[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.0%

14 TYPE OF REPORTING PERSON
PN

03957A104

Page 5 of 13

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GapStar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7	SOLE VOTING POWER	-0-
	8	SHARED VOTING POWER	10,380,505
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	10,380,505

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10,380,505

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.0%

14 TYPE OF REPORTING PERSON
OO

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Page 6 of 13

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GAP-W Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

10,380,505

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

10,380,505

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,380,505

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.0%

14 TYPE OF REPORTING PERSON
PN

03957A104

Page 7 of 13

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (d) or 2 (e)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Germany

	7	SOLE VOTING POWER	-0-
	8	SHARED VOTING POWER	10,380,505
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	-0-

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10 SHARED DISPOSITIVE POWER

10,380,505

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,380,505

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

22.0%

14 TYPE OF REPORTING PERSON

PN

03957A104

Page 8 of 13

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAPCO Management GmbH

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING

10,380,505

9 SOLE DISPOSITIVE POWER

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PERSON
WITH

-0-

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[]

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22.0%

14 TYPE OF REPORTING PERSON

CO

03957A104

Page 9 of 13

ITEM 1. SECURITY AND ISSUER.

ITEM 1 IS HEREBY AMENDED AND RESTATED IN ITS ENTIRETY AS FOLLOWS:

This Amendment No. 3 to Schedule 13D ("Amendment No. 3") is filed by the undersigned to amend and supplement the Schedule 13D, dated August 16, 2004, as amended by Amendment No. 1 thereto, dated April 26, 2005, as amended by Amendment No. 2 thereto, dated July 25, 2005 ("Amendment No. 2"), with respect to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of Archipelago Holdings, Inc., a Delaware corporation (the "Company"). The address of the principal executive office of the Company is 100 South Wacker Drive, Suite 1800, Chicago, Illinois 60606.

ITEM 2. IDENTITY AND BACKGROUND.

Unchanged.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Unchanged.

ITEM 4. PURPOSE OF TRANSACTION.

ITEM 4 IS HEREBY AMENDED BY ADDING THE FOLLOWING:

The GA Signatories (as defined in Amendment No. 2) entered into a Registration Rights Agreement, dated as of October 20, 2005 (the "Registration Rights Agreement"), with NYSE (as defined in Amendment No. 2) and NYSE Group, Inc. ("NYSE Group") providing for additional rights and obligations in connection with certain registration rights granted by NYSE and NYSE Group to

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the GA Signatories pursuant to the Original Support Agreement (as defined in Amendment No. 2), as amended by the Amended Support Agreement (as defined in Amendment No. 2) (as so amended, the "Support Agreement"). This Amendment No. 3 is being filed as a result of the GA Signatories entering into the Registration Rights Agreement. The material terms of the Registration Rights Agreement are summarized below.

Under the Registration Rights Agreement, NYSE Group has the right to postpone effecting a registration requested by the GA Signatories pursuant to the Support Agreement for a period of time not to exceed 45 days if NYSE Group determines in good faith that effecting the registration would materially and adversely affect an offering of securities of NYSE Group (the preparation of which has already commenced) or would require NYSE Group to disclose material non-public information (the disclosure of which during such period would not be in the best interests of NYSE Group). NYSE Group may not postpone such a registration more than twice during any period of 12 consecutive months.

Under the Registration Rights Agreement, the GA Signatories will be liable for their portion of the registration and filing fees payable to the Securities and Exchange Commission in connection with any registered offering of NYSE Group common stock effected pursuant to the Registration Rights Agreement (with such portion based on the number of shares of NYSE Group common stock

03957A104

Page 10 of 13

being sold by or on behalf of the GA Signatories in the offering). NYSE Group will be liable for all other registration-related expenses of such offering, other than the underwriter's discounts and commissions related to the shares of NYSE Group common stock sold by or on behalf of the GA Signatories in such offering, which discounts and commissions will be the responsibility of the GA Signatories. If any NYSE Group stockholders participate in a registered offering with the GA Signatories, NYSE Group may require such NYSE Group stockholders to pay for their portion of some or all of the expenses of such offering (with such portion based on the number of shares of NYSE Group common stock being sold by or on behalf of such stockholders in the offering). If NYSE Group imposes this requirement, the GA Signatories will be liable for their portion of the same registration expenses (with such portion based on the number of shares of NYSE Group common stock being sold by or on behalf of the GA Signatories in the offering).

The GA Signatories also have the right to participate in certain registered offerings of NYSE Group common stock to the extent that such persons continue to hold NYSE Group common stock subject to the transfer restrictions imposed by the Support Agreement. Specifically, if NYSE Group proposes an offering of NYSE Group common stock for its own account and decides to permit certain of its stockholders to participate in that registered offering, then the GA Signatories will also be entitled to participate in that registered offering pro rata with the other stockholders that are participating in the offering. Moreover, if the NYSE agrees to register an offering of NYSE Group common stock for any stockholder who was a NYSE member immediately prior to the mergers contemplated by the Amended Merger Agreement (as defined in Amendment No. 2), then the GA Signatories will be entitled to participate in that offering on equal terms and pro rata with the other stockholders participating in the offering.

The foregoing summary of the Registration Rights Agreement is qualified in its entirety by reference to Exhibit 5, which is incorporated herein by reference.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Unchanged.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIP WITH RESPECT TO THE ISSUER.

ITEM 6 IS HEREBY AMENDED AND SUPPLEMENTED BY INSERTING THE FOLLOWING AT THE END THEREOF:

The information in Item 4 of this Amendment No. 3 is incorporated herein by reference.

03957A104

Page 11 of 13

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

Exhibit 5: Registration Rights Agreement, dated as of October 20, 2005, by and among General Atlantic Partners 77, L.P., GAP-W Holdings, L.P., GapStar, LLC, GAP Coinvestment Partners II, L.P., GAPCO GmbH & Co. KG, NYSE Group, Inc. and NYSE filed as Exhibit 10.15 to Registration Statement No. 333-126780 of the NYSE Group, Inc. filed on Form S-4.

03957A104

Page 12 of 13

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.

Dated: October 24, 2005

GENERAL ATLANTIC LLC

By: /s/ Thomas J Murphy

Name: Thomas J. Murphy
Title: Attorney-in-Fact

GENERAL ATLANTIC PARTNERS 77, L.P.

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By: General Atlantic LLC,
Its general partner

By: /s/ Thomas J Murphy

Name: Thomas J.Murphy
Title: Attorney-in-Fact

GAP COINVESTMENT PARTNERS II, L.P.

By: /s/ Thomas J Murphy

Name: Thomas J.Murphy
Title: Attorney-in-Fact

GAP-W HOLDINGS, L.P.

By: General Atlantic LLC,
Its general partner

By: /s/ Thomas J Murphy

Name: Thomas J.Murphy
Title: Attorney-in-Fact

03957A104

Page 13 of 13

GAPSTAR, LLC

By: General Atlantic LLC,
Its sole member

By: /s/ Thomas J Murphy

Name: Thomas J.Murphy
Title: Attorney-in-Fact

GAPCO GMBH & CO. KG

By: GAPCO Management GmbH,
Its general partner

By: /s/ Matthew Nimetz

Name: Matthew Nimetz
Title: Managing Director

GAPCO MANAGEMENT GMBH

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By: /s/ Matthew Nimetz

Name: Matthew Nimetz

Title: Managing Director