

Edgar Filing: KNOLL INC - Form SC 13G/A

KNOLL INC
Form SC 13G/A
May 23, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

(Amendment No. 2) *

Knoll, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

498904200

(CUSIP Number)

May 19, 2006

(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)

*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 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. 498904200

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1

NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg, Pincus Ventures, L.P. - (IRS Identification No. 13-3784037)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 14,366,362

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

14,366,362

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,366,362

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.0%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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Page 3 of 9 Pages

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

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Warburg, Pincus Partners LLC - (IRS Identification No. 13-4069737)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

	5	SOLE VOTING POWER	
		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
		14,366,362	
	7	SOLE DISPOSITIVE POWER	
		0	
	8	SHARED DISPOSITIVE POWER	
		14,366,362	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,366,362

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.0%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT!

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

Warburg, Pincus & Co. - (IRS Identification No. 13-6358475)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

	5	SOLE VOTING POWER	
			544,068
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			14,366,362
	7	SOLE DISPOSITIVE POWER	
			544,068
	8	SHARED DISPOSITIVE POWER	
			14,366,362

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,910,430

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

28.0%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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Page 5 of 9 Pages

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

Warburg, Pincus LLC - (IRS Identification No. 13-3536050)

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

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3          SEC USE ONLY
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4          CITIZENSHIP OR PLACE OF ORGANIZATION

          New York
-----
          5          SOLE VOTING POWER

                      0
-----
          NUMBER OF          6          SHARED VOTING POWER
          SHARES
          BENEFICIALLY          14,366,362
          OWNED BY
          EACH
          REPORTING          7          SOLE DISPOSITIVE POWER
          PERSON
          WITH
                      0
-----
          8          SHARED DISPOSITIVE POWER

                      14,366,362
-----
9          AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

          14,366,362
-----
10         CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

          [ ]
-----
11         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

          27.0%
-----
12         TYPE OF REPORTING PERSON*

          00
-----

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*SEE INSTRUCTION BEFORE FILLING OUT!

The Schedule 13G filed on February 21, 2006 by Warburg, Pincus Ventures, L.P., Warburg Pincus & Co., Warburg Pincus LLC and Warburg Pincus Partners LLC is hereby amended as follows:

Item 1(a): Name of Issuer:

Knoll, Inc., a Delaware corporation (the "Company").

Item 1(b): Address of Issuer's Principal Executive Offices:

1235 Water Street
East Greenville, PA 1804

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Item 2(a) and (b): Name of Person Filing; Address of Principal Business Office

or, if None, Residence:

This statement is being filed by and on behalf of: (a) Warburg, Pincus Ventures, L.P., a Delaware limited partnership ("WPV"), (b) Warburg Pincus Partners LLC, a New York limited liability company ("WPP"), whose managing member is WPC, (c) Warburg Pincus & Co., a New York general partnership ("WPC"), and (d) Warburg Pincus LLC, a New York limited liability company ("WPLLC"), which manages WPV. WPP is the sole general partner of WPV. The business address of each of the foregoing is 466 Lexington Avenue, New York, New York 10017.

Item 2(c): Citizenship:

WPV is a Delaware limited partnership

WPC is a New York general partnership

WPLLC is a New York limited liability company

WPP is a New York limited liability company

Item 2(d): Title of Class of Securities:

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

Item 2(e): CUSIP Number:

498904200

Item 3: If this statement is filed pursuant to ss.ss.240.13d-1(b) or

240.13d-2(b) or (c), check whether the person is filing as

a:
-

- (a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e) [] An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E).
- (f) [] An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F).
- (g) [] A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G).
- (h) [] A savings association as defined in Section 3(b) of

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- the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

Not applicable.

Item 4:

Ownership by WPV:

-
- (a) Amount beneficially owned: 14,366,362 shares of Common Stock
 - (b) Percent of class: 27.0%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 14,366,362
 - (iii) Sole power to dispose or direct the disposition of: 0
 - (iv) Shared power to dispose or direct the disposition of: 14,366,362

Ownership by WPP:

-
- (a) Amount beneficially owned: 14,366,362 shares of Common Stock
 - (b) Percent of class: 27.0%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 14,366,362
 - (iii) Sole power to dispose or direct the disposition of: 0
 - (iv) Shared power to dispose or direct the disposition of: 14,366,362

Ownership by WPC:

-
- (a) Amount beneficially owned: 14,910,430 shares of Common Stock
 - (b) Percent of class: 28.0%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 544,068
 - (ii) Shared power to vote or direct the vote: 14,366,362
 - (iii) Sole power to dispose or direct the disposition of: 544,068

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- (iv) Shared power to dispose or direct the disposition of: 14,366,362

Ownership by WPLL:-----

- (a) Amount beneficially owned: 14,366,362 shares of Common Stock
- (b) Percent of class: 27.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 14,366,362
 - (iii) Sole power to dispose or direct the disposition of: 0
 - (iv) Shared power to dispose or direct the disposition of: 14,366,362

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:-----

Not applicable.

Item 8: Identification and Classification of Members of the Group:-----

WPV, WPP, WPC and WPLL are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. This agreement among WPV, WPP, WPC and WPLL to file jointly is attached hereto as Exhibit A. Each of WPV, WPP, WPC and WPLL disclaims beneficial ownership of all of the Common Shares, other than those reported herein as being owned by it. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WPC and Managing Members of WPLL and may be deemed to control the Warburg Pincus entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus entities.

Item 9: Notice of Dissolution of Group:-----

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Not applicable.

Item 10:

Certification:

Not applicable.

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.

Dated: May 23, 2006

WARBURG, PINCUS VENTURES, L.P.

By: Warburg Pincus Partners LLC,
its General Partner

By: Warburg Pincus & Co.
its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Managing Director

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co.
its Managing Member

By: /s/ Scott A. Arenare

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Name: Scott A. Arenare
Title: Partner