METRIS COMPANIES INC Form SC 13D/A August 05, 2005

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)\*

Metris Companies, Inc.		
(Name of Issuer)		
Common Stock, par value \$.01 per share		
(Title of Class of Securities)		
591598 10 7		
(CUSIP Number)		
Steven M. Peck, Esq. Weil, Gotshal & Manges LLP 100 Federal Street Boston, Massachusetts 02110 (617) 772-8300		
(Name of Issuer)  Common Stock, par value \$.01 per share  (Title of Class of Securities)  591598 10 7  (CUSIP Number)  Steven M. Peck, Esq. Weil, Gotshal & Manges LLP 100 Federal Street Boston, Massachusetts 02110 (617) 772-8300  (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)  August 4, 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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []		
August 4, 2005		
(Date of Event which Requires Filing of this Statement)		
schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the		
Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other		

\*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.

parties to whom copies are to be sent.

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.	593	1598 1	 LO 7	13D					
1	NAME OF REPOR	TING E		THL Equity A	dvisors IV, LI				
	I.R.S. IDENTI				04-3399871				
2			ATE BOX IF A MEMBER OF A GRO						
3	SEC USE ONLY								
4		JRCE OF FUNDS: N/A							
		DISCLO	SURE OF LEGAL PROCEEDINGS I	S REQUIRED PURSUA	NT TO ITEM 2(c				
6		R PLAC	CE OF ORGANIZATION:	Delaware					
NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-				
BENEFICIALLY OWNED BY	 (	8	SHARED VOTING POWER:		43,173,909 (s				
EACH REPORTING			SOLE DISPOSITIVE POWER:		-0-				
PERSON WITH		10	SHARED DISPOSITIVE POWER:		43,173,909 (s				
11	AGGREGATE AMO	UNT BE	ENEFICIALLY OWNED BY REPORTI	NG PERSON:					
12	CHECK BOX IF	THE AC	GGREGATE AMOUNT IN ROW (11)	EXCLUDES CERTAIN	SHARES:				
13	PERCENT OF CL	ASS RE	EPRESENTED BY AMOUNT IN ROW	(11):					
14	TYPE OF REPOR	TING E	PERSON:	00					
			2						
CUSIP No.		1598 1	 LO 7	13D					
1	NAME OF REPOR	TING E	PERSON:	Thomas H. Le	e Equity Fund				

I.R.S. IDENTIFICATION NO.

OF ABOVE PERSON (ENTITIES ONLY):

04-3399873

2	CHECK THE				MBER OF A	GROUP:		
3	SEC USE ON	NLY						
	SOURCE OF	FUNDS:			WC			
5								 SUANT TO ITEM 2(0
6								
NUMBER OF SHARES			SOLE V	OTING PC	OWER:			-0-
BENEFICIALLY OWNED BY	ſ	8	SHARED	VOTING	POWER:			38,141,967 (:
EACH REPORTING		9			VE POWER:			-0-
PERSON WITH	Ŧ	10	SHARED		TIVE POWE	R:		38,141,967 (
11	AGGREGATE	AMOUNT	BENEFICI					38,141,967 (:
12								IN SHARES:
13	PERCENT OF	CLASS	 REPRESEN	TED BY A				
14			FERSON:			P	PN	
			3					
CUSIP No.		591598	10 7				13D	
1	NAME OF RE	 EPORTING	PERSON:			 T	homas H.	Lee Foreign Fund
	I.R.S. IDE OF ABOVE P							04-3417188
2	CHECK THE	APPROPR	.IATE BOX	IF A ME		GROUP:		
3	SEC USE ON	1TA						
4	SOURCE OF	FUNDS:			WC			

5	CHECK BOX 1	F DISC	CLOSURE	OF LEGAL	PROCEEDINGS	IS REÇ	UIRED PUR	RSUANT	TO ITEM	2 (d
6	CITIZENSHIE	OR PI	LACE OF	ORGANIZAT	ION:		Delaware			
NUMBER OF SHARES		7	SOLE	VOTING PO				-	-0-	
BENEFICIALLY OWNED BY	Ž	8		ED VOTING 1	POWER:			1	,319,034	(se
EACH REPORTING		9			/E POWER:			-	-0-	
PERSON WITH	ł	10	SHARI	ED DISPOSI	TIVE POWER:				,319,034	
11	AGGREGATE A	 AMOUNT	BENEFI		ED BY REPOR					
12	CHECK BOX I				IN ROW (11					
13	PERCENT OF	CLASS	REPRESI	ENTED BY AI						
14	TYPE OF REF	PORTING					 PN			
			4							
CUSIP No.		591598	3 10 7				13D			
1	NAME OF REE	PORTING					Thomas H.			
	I.R.S. IDEN							С	4-347126	7
2	CHECK THE A	APPROPF	RIATE BO	OX IF A MEI	MBER OF A G	GROUP:				
3	SEC USE ONI									
4	SOURCE OF E				WC					
5	CHECK BOX	F DISC	CLOSURE	OF LEGAL		IS REQ	UIRED PUR	RSUANT		2 (d
6	CITIZENSHIE				 ION :		Delaware			
NUMBER OF SHARES		7		VOTING PO				-	-0-	
BENEFICIALLY OWNED BY	Z	8	SHARI	ED VOTING					712,908	 (se

EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	1	10	SHARED DISPOSITIVE POWER:		3,712,908
11	AGGREGATE		BENEFICIALLY OWNED BY REPORTING F		3,712,908
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCI		
13	PERCENT OF	 F CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF RE	 EPORTING		PN	
			5		
CUSIP No.		591598	8 10 7 	13D	
	NAME OF RE			1997 Thomas	
	I.R.S. IDE OF ABOVE F		(ENTITIES ONLY):		
2	CHECK THE	APPROPR	RIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ON				
	SOURCE OF	FUNDS:			
			CLOSURE OF LEGAL PROCEEDINGS IS RE	EQUIRED PURSUA	
				Massachusett	
NUMBER OF SHARES		7	SOLE VOTING POWER:		583,426 (se
BENEFICIALLY OWNED BY			SHARED VOTING POWER:		-0-
EACH REPORTING			SOLE DISPOSITIVE POWER:		583,426 (se
PERSON WITH	1		SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY REPORTING F		
12	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (11) EXCI		

13	PERCENT OF	' CLASS	REPRESENTED BY AMOUNT IN ROW	(11):						
14	TYPE OF RE	PORTING		00						
			6							
CUSIP No.		591598	3 10 7	13D						
1	NAME OF RE	PORTING	F PERSON:	David V. Har	kins					
		R.S. IDENTIFICATION NO. F ABOVE PERSON (ENTITIES ONLY):								
2	CHECK THE	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
3	SEC USE ON	SEC USE ONLY								
4	SOURCE OF	SOURCE OF FUNDS: PF								
5	CHECK BOX	IF DISC	CLOSURE OF LEGAL PROCEEDINGS I							
6			JACE OF ORGANIZATION:							
NUMBER OF SHARES		7	SOLE VOTING POWER:		171,704 (see					
BENEFICIALLY OWNED BY	ť.	8	SHARED VOTING POWER:		14,969					
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		171,704 (see					
PERSON WITH	ŀ	10	SHARED DISPOSITIVE POWER:		14,969					
11	AGGREGATE		BENEFICIALLY OWNED BY REPORTI							
12	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (11)	EXCLUDES CERTAIN						
13	PERCENT OF	' CLASS	REPRESENTED BY AMOUNT IN ROW	(11):						
14			G PERSON:	IN						

CUSIP No.		 591598	 3 10 7	 13D	
1	NAME OF REP	NTIFICA	ATION NO.	The 1995 H	
	OF ABOVE PE	RSON (	(ENTITIES ONLY):		
2	CHECK THE A	\PPROPF	RIATE BOX IF A MEMBER OF A (		
3	SEC USE ONL				
4	SOURCE OF F				
5	CHECK BOX I	F DISC	CLOSURE OF LEGAL PROCEEDINGS	S IS REQUIRED PURS	
6			LACE OF ORGANIZATION:		
NUMBER OF SHARES			SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING POWER:		14,969 (see I
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	Н	10	SHARED DISPOSITIVE POWER		14,969 (see I
11	AGGREGATE A	 AMOUNT	BENEFICIALLY OWNED BY REPOR	RTING PERSON:	
12	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (12	1) EXCLUDES CERTA	IN SHARES:
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN RO	 DW (11):	
14	TYPE OF REP	ORTING		00	
			8		
CUSIP No.		591598	3 10 7	13D	
1	NAME OF REP	ORTING	G PERSON:	Scott A. S	Schoen
	I.R.S. IDEN OF ABOVE PE		ATION NO. (ENTITIES ONLY):		

2	CHECK THE	CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:							
3	SEC USE ON								
4	SOURCE OF								
5			LOSURE OF LEGAL P	ROCEEDINGS IS RE	QUIRED PURSU	ANT TO ITE	EM 2(		
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATI		United Stat	es			
NUMBER OF SHARES			SOLE VOTING POW	ER:		111,870	(see		
BENEFICIALLY OWNED BY	Z	8	SHARED VOTING P	OWER:		-0-			
EACH REPORTING			SOLE DISPOSITIV			111,870	(see		
PERSON WITH	ł	10	SHARED DISPOSIT	IVE POWER:		-0-			
11			BENEFICIALLY OWNE						
12			AGGREGATE AMOUNT						
13	PERCENT OF	' CLASS I	REPRESENTED BY AM		 :				
14			G PERSON: IN						
			9						
CUSIP No.		591598			13D				
1	NAME OF RE	PORTING			C. Hunter B	 oll			
	I.R.S. IDE OF ABOVE P		TION NO. ENTITIES ONLY):						
2	CHECK THE	APPROPR	IATE BOX IF A MEM	BER OF A GROUP:					
3	SEC USE ON	ILY							
4	SOURCE OF	FUNDS:		PF					

5	CHECK BOX 3	IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS R	EQUIRED PURSUA	NT TO ITEN	м 2 (c
6	CITIZENSHIF	 ? OR PL#	ACE OF ORGANIZATION:	United State	s	
NUMBER OF SHARES		7	SOLE VOTING POWER:		149,370 (	
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING POWER:		-0-	
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		149,370 (	(see
PERSON WITH	H.	10	SHARED DISPOSITIVE POWER:		-0-	
11	AGGREGATE /	AMOUNT E	BENEFICIALLY OWNED BY REPORTING			
12	CHECK BOX 3	 IF THE <i>P</i>	AGGREGATE AMOUNT IN ROW (11) EXC			
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11			
14	TYPE OF REF	 PORTING		IN		
			10			
CUSIP No.		591598 	10 7	13D		
1	NAME OF REF		PERSON:	Scott M. Spe		
	I.R.S. IDEN		TION NO. ENTITIES ONLY):			
			IATE BOX IF A MEMBER OF A GROUP:			
	SEC USE ONI	LY				
4	SOURCE OF F		PF			
5		IF DISCL	LOSURE OF LEGAL PROCEEDINGS IS R	REQUIRED PURSUA	NT TO ITEM	
	CITIZENSHIE	P OR PLA	ACE OF ORGANIZATION:	United State	:S	
NUMBER OF SHARES			SOLE VOTING POWER:		111,870 (	(see
BENEFICIALLY OWNED BY	ſ	8	SHARED VOTING POWER:		-0-	

EACH REPORTING		9	SOLE DISPOSITIVE POWER:		111,870	
PERSON WITH	I	10	SHARED DISPOSITIVE POWER:		-0-	
11			BENEFICIALLY OWNED BY REPORTING PH		111,870	(see
12		IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLU	UDES CERTAIN S	SHARES:	
13	PERCENT OF		REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF RE	 EPORTING		IN		
			11			
CUSIP No.		591598	10 7	13D		
	NAME OF RE	EPORTING		Anthony J. Di		
	I.R.S. IDE OF ABOVE F		TION NO. ENTITIES ONLY):			
2	CHECK THE	APPROPR!	IATE BOX IF A MEMBER OF A GROUP:			
3	SEC USE ON					
4	SOURCE OF	FUNDS:	PF			
5			LOSURE OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUAN		
			ACE OF ORGANIZATION:	United States		
NUMBER OF SHARES			SOLE VOTING POWER:		111,870	(see
BENEFICIALLY OWNED BY	Č	8	SHARED VOTING POWER:		-0-	
EACH REPORTING			SOLE DISPOSITIVE POWER:		111,870	(see
PERSON WITH		10	SHARED DISPOSITIVE POWER:		-0-	
11			BENEFICIALLY OWNED BY REPORTING PR			
12	CHECK BOX	 IF THE ;	AGGREGATE AMOUNT IN ROW (11) EXCLU			

13	PERCENT OF C	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):								
14	TYPE OF REPO			IN						
			12							
CUSIP No.	 5 	 591598 	10 7	13D						
1	NAME OF REPO	 DRTING	PERSON:	Thomas M. Had						
		R.S. IDENTIFICATION NO. F ABOVE PERSON (ENTITIES ONLY):								
2	CHECK THE AF	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
3	SEC USE ONLY	SEC USE ONLY								
4	SOURCE OF FUNDS: PF									
5	CHECK BOX IF	DISCL	JOSURE OF LEGAL PROCEEDINGS IS RE	EQUIRED PURSUAI		M 2 (d				
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION:	United States						
NUMBER OF SHARES		7	SOLE VOTING POWER:		149,370					
BENEFICIALLY OWNED BY	- [	8	SHARED VOTING POWER:		-0-					
EACH REPORTING			SOLE DISPOSITIVE POWER:		149 <b>,</b> 370					
PERSON WITH			SHARED DISPOSITIVE POWER:		-0-					
			BENEFICIALLY OWNED BY REPORTING F	PERSON:	149,370					
	CHECK BOX IF	THE A	AGGREGATE AMOUNT IN ROW (11) EXCI	LUDES CERTAIN :	SHARES:					
	PERCENT OF C		REPRESENTED BY AMOUNT IN ROW (11)	):						
14		ORTING	PERSON:	IN						

CUSIP No.		59159	8 10 7	13D		
			<b></b> -	<b></b>	· <del></del>	
1	NAME OF REF	ORTIN	G PERSON:	Warren C. Sm	ith, Jr.	
	I.R.S. IDEN	TIFIC.	ATION NO.			
	OF ABOVE PE	ERSON	(ENTITIES ONLY):			
2	CHECK THE A	APPROP:	RIATE BOX IF A MEMBER OF A	GROUP:		
3	SEC USE ONI	.Y				
4	SOURCE OF F	UNDS:	PF			
5	CHECK BOX I	F DIS	CLOSURE OF LEGAL PROCEEDING	GS IS REQUIRED PURSUA		2 (d
6		OR P		United State	:S	
NUMBER OF SHARES		7	SOLE VOTING POWER:		111,870 (s	:
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING POWER:		-0-	
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		111,870 (s	;ee
PERSON WITH	Н	10	SHARED DISPOSITIVE POWER	R:	-0-	
11	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY REPO	ORTING PERSON:		 see
12	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (	11) EXCLUDES CERTAIN	SHARES:	
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN 1	ROW (11):		
14	TYPE OF REF	PORTIN		IN		
			14			
CUSIP No.			8 10 7 	13D		
1	NAME OF REP	ORTIN	G PERSON:	Seth W. Lawr	У	
	I.R.S. IDEN OF ABOVE PE		(ENTITIES ONLY):			

		PRIATE BOX IF A MEM								
	SEC USE ONLY									
4	SOURCE OF FUNDS:		PF							
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL P	ROCEEDINGS IS REQ	QUIRED PURSUA	ANT TO IT	ГЕМ 2(d				
	CITIZENSHIP OR E	CITIZENSHIP OR PLACE OF ORGANIZATION: United States								
NUMBER OF SHARES		SOLE VOTING POW			46,722	(see I				
BENEFICIALLY OWNED BY	Y 8	SHARED VOTING PO			-0-					
EACH REPORTING		SOLE DISPOSITIVE			46,722	(see I				
PERSON WITH	H 10	SHARED DISPOSIT	IVE POWER:		-0-					
11	AGGREGATE AMOUN	T BENEFICIALLY OWNE	D BY REPORTING PR							
12	CHECK BOX IF THE	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:								
13	PERCENT OF CLASS	S REPRESENTED BY AM	OUNT IN ROW (11)	:						
	TYPE OF REPORTIN			IN						
		15								
CUSIP No.	59159 	98 10 7		13D						
1	NAME OF REPORTIN			Kent R. Welc	 lon					
	I.R.S. IDENTIFICOF ABOVE PERSON	CATION NO. (ENTITIES ONLY):								
2	CHECK THE APPROF	PRIATE BOX IF A MEM	BER OF A GROUP:							
3	SEC USE ONLY									
4	SOURCE OF FUNDS:	:	PF							
5	CHECK BOX IF DI	SCLOSURE OF LEGAL P	 ROCEEDINGS IS RE(			EM 2(c				

6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION:	United State	S	
NUMBER OF SHARES		7	SOLE VOTING POWER:		31,117	(see I
BENEFICIALLY OWNED BY	?	8	SHARED VOTING POWER:		-0-	
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		31,117	(see I
PERSON WITH	I	10	SHARED DISPOSITIVE POWER:		-0-	
11	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY REPORTING PH	ERSON:		
12	CHECK BOX I	F THE A	GGREGATE AMOUNT IN ROW (11) EXCLU	JDES CERTAIN	 SHARES:	
13	PERCENT OF	 CLASS R	EPRESENTED BY AMOUNT IN ROW (11)	:		
14	TYPE OF REP	ORTING	PERSON:	IN		
			16			
CUSIP No.		 591598 	10 7	13D		
1	NAME OF REP	ORTING	PERSON:	Terrence M.	 Mullen	
		RSON (E	NTITIES ONLY):			
2		PPROPRI	ATE BOX IF A MEMBER OF A GROUP:			
3	SEC USE ONL	 У				
4	SOURCE OF F		PF			
5		 F DISCL	OSURE OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUA		EM 2(d
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION:	United State	S	
NUMBER OF SHARES		7	SOLE VOTING POWER:		24,818	(see I
BENEFICIALLY OWNED BY	7	8	SHARED VOTING POWER:		-0-	
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		24,818	(see I

PERSON WITH	I	10	SHARED DISPOSITIVE		-0-					
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY	REPORTING PERSON:		(see I				
			AGGREGATE AMOUNT IN R	OW (11) EXCLUDES CER	TAIN SHARES:					
13	PERCENT OF	 F CLASS	REPRESENTED BY AMOUNT							
14	TYPE OF RE	EPORTING	G PERSON:	IN						
			17							
CUSIP No.		591598	3 10 7	13D						
1	NAME OF RE	 PORTING		Todd M.	 Abbrecht					
	I.R.S. IDE		(ENTITIES ONLY):							
2	CHECK THE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
3	SEC USE ON	NLY								
4	SOURCE OF									
5	CHECK BOX	 IF DISC	CLOSURE OF LEGAL PROCE	EDINGS IS REQUIRED PU						
			LACE OF ORGANIZATION:							
NUMBER OF SHARES			SOLE VOTING POWER:		24,818	 (see ]				
BENEFICIALLY OWNED BY	7	8	SHARED VOTING POWER	: :	-0-					
EACH REPORTING		9	SOLE DISPOSITIVE PO	WER:	24,818	(see I				
PERSON WITH	I	10	SHARED DISPOSITIVE		-0-					
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY	REPORTING PERSON:						
12	CHECK BOX	IF THE	AGGREGATE AMOUNT IN R	OW (11) EXCLUDES CER						
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT	IN ROW (11):						

14	TYPE OF REP			IN						
			18							
CUSIP No.		591598 	10 7	13D						
1	NAME OF REP	ORTING	PERSON:	Charles A. B						
		R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):								
2	CHECK THE A	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
3	SEC USE ONL	EC USE ONLY								
4	SOURCE OF F	OURCE OF FUNDS: PF								
5	CHECK BOX I	HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d								
6	CITIZENSHIP	ITIZENSHIP OR PLACE OF ORGANIZATION: United States								
NUMBER OF SHARES		7	SOLE VOTING POWER:		18,576 (see I					
BENEFICIALLY OWNED BY	<u>r</u>	8	SHARED VOTING POWER:		-0-					
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		18,576 (see I					
PERSON WITH	ł	10	SHARED DISPOSITIVE POWER:		-0-					
11	AGGREGATE A	MOUNT B	BENEFICIALLY OWNED BY REPORTING P	ERSON:	18,576 (see I					
12			AGGREGATE AMOUNT IN ROW (11) EXCL							
13			REPRESENTED BY AMOUNT IN ROW (11)							
14	TYPE OF REP	ORTING	PERSON:	IN						
			19							
CUSIP No.		591598	10 7	13D						

=											
1	NAME OF REPO	ORTING	PERSON:	Scott Jaecke	1						
	I.R.S. IDENT		TION NO.								
2	CHECK THE A	PPROPRI	ATE BOX IF A MEMBER OF A GROUP:								
3	SEC USE ONLY										
4	SOURCE OF FU		PF								
5		HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d									
6		CITIZENSHIP OR PLACE OF ORGANIZATION: United States									
NUMBER OF SHARES		7	SOLE VOTING POWER:		7,102	(see It					
BENEFICIALLY OWNED BY	· Y	8	SHARED VOTING POWER:		-0-						
EACH REPORTING	-	9	SOLE DISPOSITIVE POWER:		7,102	(see It					
PERSON WITH	- H	10	SHARED DISPOSITIVE POWER:		-0-						
11	AGGREGATE AN	MOUNT B	BENEFICIALLY OWNED BY REPORTING	PERSON:							
12	CHECK BOX II	F THE A	AGGREGATE AMOUNT IN ROW (11) EXC	LUDES CERTAIN	SHARES:	:					
13	PERCENT OF (	CLASS R	REPRESENTED BY AMOUNT IN ROW (11	):							
14	TYPE OF REPO		PERSON:	IN							
			20								
CUSIP No.	<u>-</u>	 591598	10 7	 13D							
1	NAME OF REPO	ORTING	PERSON:	Soren Oberg							
	I.R.S. IDENT		CION NO.								
2	CHECK THE A	PPROPRI	TATE BOX IF A MEMBER OF A GROUP:								
3	SEC USE ONLY	 Y									

4	SOURCE OF FUN	IDS:		PF				
5	CHECK BOX IF	DISCLOS	URE	OF LEGAL PROCEEDINGS I	S REQUIRED PURSUA			
6	CITIZENSHIP C	DR PLACE		ORGANIZATION:	United State			
NUMBER OF SHARES		7 S	OLE	VOTING POWER:		7,102 (see It		
BENEFICIALLY OWNED BY	 Y	8 S		D VOTING POWER:		-0-		
EACH REPORTING		9 S	OLE	DISPOSITIVE POWER:		7,102 (see It		
PERSON WITH	 H	10 S	HARE	D DISPOSITIVE POWER:		-0-		
11	AGGREGATE AMC	OUNT BEN	EFIC	CIALLY OWNED BY REPORTI	NG PERSON:			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:							
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):							
14	TYPE OF REPOR	IN						
			1					
CUSIP No.		91598 10	7		13D			
1	NAME OF REPOR			 I:	Thomas R. Sh			
	I.R.S. IDENTI OF ABOVE PERS	SON (ENT	ITIE	CS ONLY):				
2				X IF A MEMBER OF A GRO				
3	SEC USE ONLY							
4	SOURCE OF FUN			PF				
	CHECK BOX IF	DISCLOS	URE	OF LEGAL PROCEEDINGS I	S REQUIRED PURSUA	ANT TO ITEM 2(c		
				ORGANIZATION:	United State			
NUMBER OF		7 S	OLE	VOTING POWER:		13,082 (see 3		

SHARES					
BENEFICIALLY OWNED BY	:	8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		13,082 (see I
PERSON WITH	1	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE /	AMOUNT F	BENEFICIALLY OWNED BY REPORTING PE		
12	CHECK BOX	IF THE <i>I</i>	AGGREGATE AMOUNT IN ROW (11) EXCLU	JDES CERTAIN S	SHARES:
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11):	 :	
14	TYPE OF REP	PORTING		IN	
			22		
CUSIP No.		591598	10 7	13D	
1	NAME OF REP	PORTING		Wendy L. Masl	
	I.R.S. IDEN		TION NO. ENTITIES ONLY):		
2	CHECK THE A		IATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONI				
4	SOURCE OF E		PF		
			LOSURE OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUAN	NT TO ITEM 2(d
6	CITIZENSHII	P OR PLF		United States	
NUMBER OF SHARES		7	SOLE VOTING POWER:		2,859 (see It
BENEFICIALLY OWNED BY	:		SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		2,859 (see It
PERSON WITH	ĺ	10	SHARED DISPOSITIVE POWER:		-0-

11					ING PERSON:						
12	CHECK BOX	IF THE	AGGREGATE AMO	UNT IN ROW (11)	EXCLUDES CERTA	IN SHARES:					
	PERCENT OF	ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):									
14		 EPORTING	PERSON:	IN							
			23								
CUSIP No.		591598	10 7		13D						
	NAME OF RE	EPORTING	PERSON:		Andrew D.						
	OF ABOVE F	I.R.S. IDENTIFICATION NO.  OF ABOVE PERSON (ENTITIES ONLY):									
3	SEC USE ON	SEC USE ONLY									
		SOURCE OF FUNDS: PF									
	CHECK BOX	IF DISC	LOSURE OF LEG.	AL PROCEEDINGS	IS REQUIRED PUR	SUANT TO I	TEM 2(				
6				ZATION:	United St	ates					
NUMBER OF SHARES		7	SOLE VOTING	POWER:		2,859	(see It				
BENEFICIALLY OWNED BY	7	8	SHARED VOTI	NG POWER:		-0-					
EACH REPORTING				ITIVE POWER:		2,859	(see It				
PERSON WITH		10	SHARED DISP	OSITIVE POWER:		-0-					
11			BENEFICIALLY	OWNED BY REPORT	ING PERSON:	2,859	(see It				
12		IF THE			EXCLUDES CERTA						
13	PERCENT OF	CLASS		Y AMOUNT IN ROW	(11):						
14	TYPE OF RE				IN						

			24						
CUSIP No.		591598	10 7	13D					
1	NAME OF RE	PORTING	PERSON:	Kristina A.	Watts				
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):							
2		HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:							
	SEC USE ON	EC USE ONLY							
	SOURCE OF	DURCE OF FUNDS: PF							
5	CHECK BOX	IF DISCI	LOSURE OF LEGAL PROCEED	INGS IS REQUIRED PURSUA	ANT TO ITEM 2(d				
		CITIZENSHIP OR PLACE OF ORGANIZATION: United States							
NUMBER OF SHARES		7	SOLE VOTING POWER:		1,887 (see It				
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING POWER:		-0-				
EACH REPORTING		9	SOLE DISPOSITIVE POWER	R:	1,887 (see It				
PERSON WITH	Н		SHARED DISPOSITIVE PO		-0-				
11	AGGREGATE		BENEFICIALLY OWNED BY R						
12	CHECK BOX	IF THE I	AGGREGATE AMOUNT IN ROW	(11) EXCLUDES CERTAIN	SHARES:				
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT II	N ROW (11):					
14	TYPE OF RE	 PORTING		IN					
			25						
CUSIP No.		591598	10 7	13D					
1	NAME OF RE	 PORTING	PERSON:		 ff Lee 1998 Irr				

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: \_\_\_\_\_\_ SEC USE ONLY ------SOURCE OF FUNDS: 00 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d CITIZENSHIP OR PLACE OF ORGANIZATION: Massachusetts 7 SOLE VOTING POWER: 11,251 (see I NUMBER OF SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0-OWNED BY EACH SOLE DISPOSITIVE POWER: 11,251 (see I REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0--- ------ ----- -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 11,251 (see I 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): TYPE OF REPORTING PERSON: 00 26 591598 10 7 CUSIP No. 13D NAME OF REPORTING PERSON: Stephen Zachary Lee I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: SEC USE ONLY \_\_\_\_\_ SOURCE OF FUNDS: ΡF

5	CHECK BOX I	IF DISCL	LOSURE OF LEGAL PROCEEDINGS IS F	REQUIRED PURSUA	NT TO IT	TEM 2		
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION:	United State	s			
NUMBER OF SHARES			SOLE VOTING POWER:		11,251	(see		
BENEFICIALLY OWNED BY			SHARED VOTING POWER:		-0-			
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		11,251	(see		
PERSON WITH	I	10	SHARED DISPOSITIVE POWER:		-0-			
11	AGGREGATE A	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:						
12	CHECK BOX I	 IF THE A	AGGREGATE AMOUNT IN ROW (11) EXC	CLUDES CERTAIN	SHARES:			
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11	1):				
14	TYPE OF REF	· PORTING	PERSON:	IN				
			27					
SIP No.		591598	10 7	13D				
1	NAME OF REP	 PORTING	PERSON:	Charles Robi				
	I.R.S. IDEN OF ABOVE PE		ENTITIES ONLY):					
2	CHECK THE A		IATE BOX IF A MEMBER OF A GROUP:					
3	SEC USE ONL	,						
4	SOURCE OF F		PF					
	CHECK BOX I	IF DISCL	LOSURE OF LEGAL PROCEEDINGS IS F	REQUIRED PURSUA	NT TO IT	TEM 2		
			ACE OF ORGANIZATION:	United State				
NUMBER OF SHARES	·	7	SOLE VOTING POWER:		7,382			
BENEFICIALLY OWNED BY	<u> </u>	8	SHARED VOTING POWER:		-0-			

EACH REPORTING		9	SOLE D	ISPOSITIVE POWER:		7 <b>,</b> 382	(see	 It
	I			DISPOSITIVE POWER:		-0-		
11	AGGREGATE	AMOUNT		ALLY OWNED BY REPORT				
12	CHECK BOX	IF THE	AGGREGAT	E AMOUNT IN ROW (11)	) EXCLUDES CERTAIN	SHARES:	 :	
13	PERCENT OF	CLASS	REPRESEN'	TED BY AMOUNT IN ROV	W (11):			
14	TYPE OF RE	EPORTING	G PERSON:		00			
			28					
CUSIP No.		591598	3 10 7		13D			
	NAME OF REPORTING PERSON: Charles W							
	OF ABOVE F	PERSON	(ENTITIES		ROUP:			
3	SEC USE ON							
4		FUNDS:		PF				
5				F LEGAL PROCEEDINGS	IS REQUIRED PURSU			
6	CITIZENSH	IP OR PI	LACE OF O	RGANIZATION:	United State			
NUMBER OF SHARES			SOLE V	OTING POWER:		2,859	(see	Ιt
BENEFICIALLY OWNED BY		8	SHARED	VOTING POWER:		-0-		
EACH REPORTING		9		ISPOSITIVE POWER:		2,859		
PERSON WITH	I	10	SHARED	DISPOSITIVE POWER:		-0-		
11	AGGREGATE	AMOUNT	BENEFICIA	ALLY OWNED BY REPORT	FING PERSON:			
12				E AMOUNT IN ROW (11)				

13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW	(11):						
14	TYPE OF RE	PORTING		IN						
			29							
CUSIP No.		591598	10 7	13D						
1	NAME OF RE	PORTING	PERSON:	James Westra						
		R.S. IDENTIFICATION NO. ABOVE PERSON (ENTITIES ONLY):								
2	CHECK THE	ECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
3	SEC USE ON									
4	SOURCE OF		PF							
		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d								
6			ACE OF ORGANIZATION:	United State	S					
NUMBER OF SHARES		7	SOLE VOTING POWER:		2,859	(see It				
BENEFICIALLY OWNED BY	7	8	SHARED VOTING POWER:		-0-					
EACH REPORTING		9	SOLE DISPOSITIVE POWER:			(see It				
PERSON WITH			SHARED DISPOSITIVE POWER:		-0-					
11			BENEFICIALLY OWNED BY REPORTIN							
12	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (11) F	EXCLUDES CERTAIN	SHARES:					
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW	(11):						
14			PERSON:	IN						

CUSIP No.		 591598 	10 7	13D					
1	NAME OF REPO	ORTING	PERSON:	THL Invest	tment Management				
	I.R.S. IDENT OF ABOVE PER		ENTITIES ONLY):						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
	SEC USE ONLY	Y							
	SOURCE OF FU		N/A						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d								
6	CITIZENSHIP	CITIZENSHIP OR PLACE OF ORGANIZATION: Massachusetts							
NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-				
BENEFICIALLY OWNED BY	ζ	8	SHARED VOTING POWER:		11,101 (see I				
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-				
PERSON WITH	I	10	SHARED DISPOSITIVE POWER:		11,101 (see I				
11	AGGREGATE AN	40UNT F	BENEFICIALLY OWNED BY REPOR	TING PERSON:					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:								
13	PERCENT OF (	CLASS F	REPRESENTED BY AMOUNT IN RO	DW (11):					
14	TYPE OF REPO	 DRTING		CO					
			31						
CUSIP No.	5	591598	10 7	13D					
1	NAME OF REPC		PERSON:		Lee Charitable				
	I.R.S. IDENT OF ABOVE PER		ENTITIES ONLY):						
2	CHECK THE AF	 PROPRI	IATE BOX IF A MEMBER OF A G	GROUP:					

3	SEC USE ONLY								
4	SOURCE OF			WC					
5	CHECK BOX	IF DISC	LOSURE OF LEGA		IS REQUIRED PURSUA	 ANT TO ITEM 2(d			
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Massachusetts								
NUMBER OF SHARES		7	SOLE VOTING			-0-			
BENEFICIALL OWNED BY	Y	8	SHARED VOTI	NG POWER:		284,167 (see			
EACH REPORTING		9	SOLE DISPOS	ITIVE POWER:		-0-			
PERSON WIT	Н	10	SHARED DISPO	OSITIVE POWER:		284,167 (see			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 284,167 (								
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:								
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):								
14	TYPE OF RE			PN					
			32						
CUSIP No.		591598		13D					
1						ee Investors Li Enership)			
	OF ABOVE PERSON (ENTITIES ONLY):								
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
	SEC USE ONLY								
4	SOURCE OF			WC					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2								
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Massachusetts					 :s			

NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-		
BENEFICIALLY OWNED BY	ľ	8	SHARED VOTING POWER:		11,101 (	see I	
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-		
PERSON WITH	I	10	SHARED DISPOSITIVE POWER:		11,101 (	see I	
11	AGGREGATE A	AMOUNT E	BENEFICIALLY OWNED BY REPORTING F				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:						
13	PERCENT OF	CLASS E	REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF REF	PORTING	PERSON:	PN			
			33	<b></b>			
CUSIP No.		591598 	10 7	13D			
	NAME OF REPORTING PERSON: Thomas H. Lee						
			ENTITIES ONLY):				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:						
3	SEC USE ONI						
4	SOURCE OF FUNDS: N/A						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d						
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States						
NUMBER OF SHARES		7	SOLE VOTING POWER:		37,500		
BENEFICIALLY OWNED BY	Z	8	SHARED VOTING POWER:		44,052,6		
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		37,500		

PERSON WITH	10	SHARED DISE	POSITIVE POWER	:		44,052,603	(s
11	AGGREGATE AMOUNT	BENEFICIALLY	OWNED BY REPO	RTING PERSON:	:	44,090,103	 (s
12	CHECK BOX IF THE	AGGREGATE AMO	DUNT IN ROW (1	1) EXCLUDES (	CERTAIN S	HARES:	
13	PERCENT OF CLASS	REPRESENTED E	BY AMOUNT IN R	OW (11):			
14	TYPE OF REPORTING	G PERSON:		IN			

34

#### SCHEDULE 13D

This Amendment No. 5 amends and supplements the statement on Schedule 13D of the Reporting Persons originally filed with the Securities Exchange Commission (the "SEC") on June 7, 1999 (the "Original Statement") and Amendment No. 1 filed on February 26, 2001 (the "First Amendment"), Amendment No. 2 filed on February 14, 2002 (the "Second Amendment"), Amendment No. 3 filed on February 14, 2003 (the "Third Amendment") and Amendment No. 4 filed on February 18, 2004 (the "Fourth Amendment"), each with respect to the shares of common stock, par value \$.01 per share (the "Shares"), of Metris Companies Inc. (the "Issuer"). The Reporting Persons have not purchased any Shares or other securities of the Issuer since the filing of the original Schedule 13D.

ITEM 1. IDENTITY AND BACKGROUND.

No additions to Item 1 of the Fourth Amendment.

ITEM 2. IDENTITY AND BACKGROUND.

No additions to Item 2 of the Fourth Amendment.

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

No additions to Item 3 of the Fourth Amendment.

ITEM 4. PURPOSE OF TRANSACTION.

 $\mbox{ Item 4 of the Fourth Amendment is hereby amended and supplemented by adding the following thereto: } \\$ 

The Reporting Persons entered into a Stockholder Agreement (the "Stockholder Agreement"), dated as of August 4, 2005, with HSBC Finance Corporation, a Delaware corporation (the "Parent"), pursuant to which the Reporting Persons agreed to vote all issued and outstanding Shares owned of record or beneficially by the Reporting Persons as of the date of the Stockholder Agreement or acquired prior to the termination of the Stockholder Agreement, in favor of the adoption of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 4, 2005, between Issuer, Parent and HSBC Corporation I, a Delaware corporation, and the transactions contemplated thereby, as more fully described under Item 6 of this Amendment No. 5.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

No additions to Item 5 of the Fourth Amendment.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

 $\hspace{1.5cm} \hbox{ Item 6 of the Fourth Amendment is hereby amended and supplemented as follows:} \\$ 

3.5

Pursuant to the Stockholder Agreement, the Reporting Persons have agreed that until the termination of the Stockholder Agreement, at any meeting of the stockholders of the Issuer, and in any action by written consent of the stockholders of the Issuer, such Reporting Persons will vote, or cause to be voted, all of their respective Shares (i) in favor of adoption of the Merger Agreement and approval of the merger (the "Merger") contemplated by the Merger Agreement, as the Merger Agreement may be modified or amended from time to time in a manner not adverse to the Reporting Persons, and (ii) against any Acquisition Proposal (as defined in the Merger Agreement). In connection therewith, the Reporting Persons agreed to irrevocably and unconditionally waive any rights of appraisal, any dissenters' rights and any similar rights that such Reporting Persons might have in connection with the Merger.

The Stockholder Agreement further provides that the Reporting Persons irrevocably appoint Parent, and any individual designated in writing by it, as their proxy and attorney-in-fact (with full power of substitution) to vote their Shares at any meeting of the stockholders of the Issuer called with respect to any of the matters specified in, and in accordance and consistent with, the Stockholder Agreement. Such irrevocable proxy granted under the Stockholder Agreement shall automatically terminate upon the termination of the Stockholder Agreement.

In addition, pursuant to the Stockholder Agreement, each Reporting Person has agreed not to directly or indirectly (i) sell, assign, transfer (including by merger, testamentary disposition, interspousal disposition pursuant to a domestic relations proceeding or otherwise by operation of law), pledge, encumber or otherwise dispose of any of the Shares, (ii) deposit any of the Shares into a voting trust or enter into a voting agreement or arrangement with respect to the Shares or grant any proxy or power of attorney with respect thereto which is inconsistent with the Stockholder Agreement or (iii) enter into any contract, option or other arrangement or undertaking with respect to the direct or indirect sale, assignment, transfer (including by merger, testamentary disposition, interspousal disposition pursuant to a domestic relations proceeding or otherwise by operation of law) or other disposition of any Shares; provided, however, that any Reporting Person shall be entitled to transfer Shares by way of gift or donation so long as the transferee agrees in writing to be bound by the terms and conditions of the Stockholder Agreement as a "Stockholder" thereunder.

36

Prior to the termination of the Stockholder Agreement, each Reporting Person has agreed that it will not, directly or indirectly, (i) initiate, solicit, encourage or knowingly facilitate any inquiries or the making of any Acquisition Proposal, (ii) have any discussions with or provide any confidential information or data to any person relating to an Acquisition Proposal, or engage in any negotiations concerning an Acquisition Proposal, or (iii) approve or recommend, or propose to approve or recommend, or execute or enter into, any letter of intent, agreement in principle, merger agreement, asset purchase or share exchange agreement, option agreement or other similar agreement related to

any Acquisition Proposal; provided that the Stockholder Agreement does not prohibit any Reporting Person from engaging in any of such activities with any person with whom the Issuer is entitled to engage in discussions and negotiations pursuant to Section 6.6(b) of the Merger Agreement.

The Stockholder Agreement will automatically terminate upon the earliest to occur of (a) the Effective Time (as defined in the Merger Agreement), or (b) any termination of the Merger Agreement in accordance with its terms.

The foregoing summary is qualified by reference to the text of the Voting Agreement, a copy of which is filed herewith as Exhibit 5.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The following shall be added after the last Exhibit in Item 7:

Exhibit 5 Stockholder Agreement, dated August 4, 2005

37

## Signatures

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated: August 4, 2005 THOMAS H. LEE EQUITY FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its General Partner

By: /s/ C. Hunter Boll

\_\_\_\_\_

Name: C. Hunter Boll
Title: Managing Director

THOMAS H. LEE FOREIGN FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its General Partner

By: /s/ C. Hunter Boll

-----

Name: C. Hunter Boll Title: Managing Director

THOMAS H. LEE FOREIGN FUND IV-B, L.P.

By: THL Equity Advisors IV, LLC, its General Partner

By: /s/ C. Hunter Boll

-----

Name: C. Hunter Boll

Title: Managing Director

THL EQUITY ADVISORS IV, LLC

By: /s/ C. Hunter Boll

\_\_\_\_\_

Name: C. Hunter Boll
Title: Managing Director

38

Thomas H. Lee Investors Limited Partnership (f/k/a THL-CCI Limited Partnership), THL Investment Management Corp., Thomas H. Lee Charitable Investment L.P., 1997 Thomas H. Lee Nominee Trust, David V. Harkins, The 1995 Harkins Gift Trust, Scott A. Schoen, C. Hunter Boll, Scott M. Sperling, Anthony J. DiNovi, Thomas M. Hagerty, Warren C. Smith, Jr., Seth W. Lawry, Kent R. Weldon, Terrence M. Mullen, Todd M. Abbrecht, Charles A. Brizius, Scott Jaeckel, Soren Oberg, Thomas R. Shepherd, Wendy L. Masler, Andrew D. Flaster, Kristina A. Watts, Robert Schiff Lee 1998 Irrevocable Trust, Stephen Zachary Lee, Charles W. Robins as Trustee for Jesse Albert Lee, Charles W. Robins, James Westra

By: C. Hunter Boll, Attorney-in-fact for the above-named parties.

By: /s/ C. Hunter Boll

\_\_\_\_\_

C. Hunter Boll,
Attorney-in-fact

/s/ Thomas H. Lee

\_\_\_\_\_

Thomas H. Lee

39