

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-10** | Period of Report: **2012-12-31**  
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### REPORTING OWNER

#### Rosen Andrew S.

CIK: **1559307**

Type: **3** | Act: **34** | File No.: **001-15755** | Film No.: **13523162**

Mailing Address  
200 CRESCENT COURT  
SUITE 1600  
DALLAS TX 75201

### ISSUER

#### VIASYSTEMS GROUP INC

CIK: **1101169** | IRS No.: **752668620** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3672** Printed circuit boards

Mailing Address  
101 S HANLEY RD  
STE 400  
ST LOUIS MO 63105

Business Address  
101 S HANLEY RD  
STE 400  
ST LOUIS MO 63105  
3147462229

#### MUSE JOHN R

CIK: **1061170** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **001-15755** | Film No.: **13523163**

Mailing Address  
200 CRESCENT COURT,  
SUITE 1600  
DALLAS TX 75201

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
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### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person</b> <u>MUSE JOHN R</u> (Last) (First) (Middle) C/O HM CAPITAL PARTNERS, 200 CRESCENT COURT, SUITE 1600 (Street) DALLAS, TX 75201 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 12/31/2012	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>VIASYSTEMS GROUP INC [VIAS]</u> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below)    _____ Other (specify below)	<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b> _____
			<b>6. Individual or Joint/Group Filing (Check applicable line)</b> _____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	15,562,558 <sup>(1)</sup>	I <sup>(1)</sup>	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<u>MUSE JOHN R</u> C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		

<a href="#">Rosen Andrew S.</a> C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
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**Explanation of Responses:**

1. See Exhibit 99.1 - Explanation of Responses.

**Remarks:**

Exhibit 99.1 - Explanation of Responses, incorporated by reference. Exhibit 99.2 - Joint Filer Information, incorporated by reference.

**Signatures**

[/s/ John R. Muse](#)

\*\* Signature of Reporting Person

[01/10/2013](#)

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Name of Reporting Persons:

John R. Muse  
Andrew S. Rosen

Address of Reporting Persons:

c/o HM Capital Partners  
200 Crescent Court, Suite 1600  
Dallas, Texas 75201

Issuer Name and Ticker or Trading Symbol:

Viasystems Group, Inc. (VIAS)

Date of Event Requiring Statement  
(Month/Day/Year):

12/31/2012

Explanation of Responses.

VG Holdings, LLC ("Holdings") is the record holder of 15,562,558 shares of common stock of Viasystems Group, Inc. (the "Viasystems Shares").

Each of Hicks, Muse, Tate & Furst Equity Fund III, L.P. ("Equity Fund III"), HM3 Coinvestors, L.P. ("HM3 Coinvestors"), HMTF Equity Fund IV (1999), L.P. ("Equity Fund IV"), HMTF Private Equity Fund IV (1999), L.P. ("Private Equity Fund IV"), HM 4-P (1999) Coinvestors, L.P. ("4-P Coinvestors"), HM 4-EQ (1999) Coinvestors, L.P. ("EQ Coinvestors"), and Hicks, Muse, PG-IV (1999), C.V. ("PG-IV" and together with Equity Fund III, HM3 Coinvestors, Equity Fund IV, Private Equity Fund IV, 4-P Coinvestors, EQ Coinvestors, the "HM Entities") are parties to that certain Limited Liability Company Agreement of Holdings, dated as of February 11, 2010 (the "LLC Agreement"), among the HM Entities, TCW Shared Opportunities Fund III, L.P., and GSC Recovery II, L.P. and certain of its affiliates, pursuant to which such persons (each an "Investor Party") have agreed to, among other things, designate up to five (5) nominees for election to the board of directors of Viasystems Group, Inc. and to vote the Viasystems Shares in favor of such nominees. As a result, the Investor Parties may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Exchange Act of 1934, as amended, and each Investor Party may be deemed to beneficially own Viasystems Shares that may be beneficially owned by the other Investor Parties. Except as set forth herein, each of the HM Entities hereby disclaim beneficial ownership of any Viasystems Shares that may be beneficially owned by any other Investor Party (including any other HM Entity), and this report shall not be deemed an admission that any HM Entity is the beneficial owner of such shares for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

Hicks Muse Fund III Incorporated ("Fund III Incorporated") is the ultimate general partner of each of HM3 Coinvestors and Equity Fund III and may be deemed to have voting and dispositive power over any Viasystems Shares beneficially owned by such entities. Fund III Incorporated disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that Fund III Incorporated is the beneficial owner of such shares for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

Hicks, Muse (1999) Fund IV, LLC ("Fund IV LLC") is the ultimate general partner of each of Equity Fund IV, Private Equity Fund IV, 4-P Coinvestors and EQ Coinvestors and may be deemed to have voting and dispositive power over any Viasystems Shares beneficially owned by such entities. Fund IV LLC disclaims beneficial ownership of such shares, and this report shall not be deemed an admission

that Fund IV LLC is the beneficial owner of such shares for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

HM Fund IV Cayman, LLC (“Fund IV Cayman” collectively with Fund III Incorporated and Fund IV LLC, the “General Partners”) is the ultimate general partner of PG-IV and may be deemed to have voting and dispositive power over any Viasystems Shares beneficially owned by PG-IV. Fund IV Cayman disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that Fund IV Cayman is the beneficial owner of such shares for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

Previously, the committee that exercises voting and dispositive power over the shares beneficially owned by each of the General Partners consisted of three individuals, no single member of which had dispositive and/or voting power over the Viasystems Shares. As a result of such committee currently consisting of two members (John R. Muse and Andrew S. Rosen), Messrs. Muse and Rosen may be deemed to share dispositive and/or voting power over all or a portion of the Viasystems Shares beneficially owned by the General Partners. Each of Messrs. Muse and Rosen disclaims the existence of a group and disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that Messrs. Muse or Rosen is the beneficial owner of such shares for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

Joint Filer Information

Name of Joint Filer: Andrew S. Rosen

Address of Joint Filer: c/o HM Capital Partners  
200 Crescent Court, Suite 1600  
Dallas, Texas 75201

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Viasystems Group, Inc. (VIAS)

Date of Event Requiring Statement  
(Month/Day/Year): 12/31/2012

Designated Filer: John R. Muse

**Signature:**

/s/ Andrew S. Rosen  
Andrew S. Rosen

January 10, 2013  
Date