

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-07-02** | Period of Report: **2013-07-01**

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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Rosen Andrew S.

CIK: **1559307**

Type: **4** | Act: **34** | File No.: **001-15755** | Film No.: **13950759**

Mailing Address
200 CRESCENT COURT
SUITE 1600
DALLAS TX 75201

MUSE JOHN R

CIK: **1061170** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-15755** | Film No.: **13950760**

Mailing Address
200 CRESCENT COURT,
SUITE 1600
DALLAS TX 75201

HM Fund IV Cayman, LLC

CIK: **1484510** | State of Incorporation: **E9** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-15755** | Film No.: **13950761**

Mailing Address
200 CRESCENT COURT
SUITE 1600
DALLAS TX 75201

Business Address
200 CRESCENT COURT
SUITE 1600
DALLAS TX 75201
214-740-7300

HICKS MUSE FUND III INC

CIK: **1041913** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-15755** | Film No.: **13950762**

Mailing Address
200 CRESCENT COURT
STE 1600
DALLAS TX 75201

Business Address
200 CRESCENT COURT
STE 1600
DALLAS TX 75201
2147407300

Hicks, Muse, PG-IV (1999), C.V.

CIK: **1484511** | State of Incorporation: **P7** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-15755** | Film No.: **13950763**

Mailing Address
200 CRESCENT COURT
SUITE 1600
DALLAS TX 75201

Business Address
200 CRESCENT COURT
SUITE 1600
DALLAS TX 75201
214-740-7300

HICKS MUSE TATE & FURST EQUITY FUND III LP

CIK: **1023576** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-15755** | Film No.: **13950765**

Mailing Address
200 CRESCENT COURT
SUITE 1600
DALLAS TX 75201

Business Address
200 CRESCENT COURT STE
1600
DALLAS TX 75201
2147407300

VG Holdings, LLC

Mailing Address
200 CRESCENT COURT

Business Address
200 CRESCENT COURT

CIK:**1484505** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-15755** | Film No.: **13950766**

SUITE 1600
DALLAS TX 75201

SUITE 1600
DALLAS TX 75201
214-740-7300

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

HM3 COINVESTORS, L.P.

CIK:**1041910** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-15755** | Film No.: **13950764**

Mailing Address
200 CRESCENT COURT, STE 1600
DALLAS TX 75201

Business Address
200 CRESCENT COURT, STE 1600
DALLAS TX 75201
214740-7300

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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

1. Name and Address of Reporting Person VG Holdings, LLC	2. Issuer Name and Ticker or Trading Symbol VIASYSTEMS GROUP INC [VIAS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Last) (First) (Middle) C/O HM CAPITAL PARTNERS, 200 CRESCENT COURT, SUITE 1600	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2013	
(Street) DALLAS, TX 75201	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) ____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	07/01/2013		<u>J</u> ⁽¹⁾		8,189,803	D	\$ 0 ⁽¹⁾	0 ⁽¹⁾	D ⁽¹⁾	
Common Stock, par value \$0.01 per share	07/01/2013		<u>J</u> ⁽¹⁾		222,120	D	\$ 0 ⁽¹⁾	0 ⁽¹⁾	D ⁽¹⁾	
Common Stock, par value \$0.01 per share	07/01/2013		<u>J</u> ⁽¹⁾		75,912	D	\$ 0 ⁽¹⁾	0 ⁽¹⁾	D ⁽¹⁾	
Common Stock, par value \$0.01 per share								8,189,803 ⁽²⁾	I ⁽²⁾	See Footnote ⁽²⁾
Common Stock, par value \$0.01 per share								222,120 ⁽³⁾	I ⁽³⁾	See Footnote ⁽³⁾
Common Stock, par value \$0.01 per share								75,912 ⁽⁴⁾	I ⁽⁴⁾	See Footnote ⁽⁴⁾
Common Stock, par value \$0.01 per share								9,982,135 ⁽⁵⁾	I ⁽⁵⁾	See Footnote ⁽⁵⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying	8. Price of Derivative	9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial
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	Derivative Security	(Month/Day/Year)	any (Month/Day/Year)			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Owned Following Reported Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VG Holdings, LLC C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
HICKS MUSE TATE & FURST EQUITY FUND III LP C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
HM3 COINVESTORS, L.P. C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
Hicks, Muse, PG-IV (1999), C.V. C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
HICKS MUSE FUND III INC C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
HM Fund IV Cayman, LLC C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
MUSE JOHN R C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		
Rosen Andrew S. C/O HM CAPITAL PARTNERS 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201		X		

Explanation of Responses:

1. See Exhibit 99.1 - Explanation of Responses.
2. See Exhibit 99.1 - Explanation of Responses.
3. See Exhibit 99.1 - Explanation of Responses.
4. See Exhibit 99.1 - Explanation of Responses.
5. 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 Exhibit 99.3 - Signatures, incorporated by reference

Signatures

[See Exhibit 99.3 - Signatures](#)

** Signature of Reporting Person

[07/01/2013](#)

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.

Explanation of Responses.

(1) Pursuant to the terms of the Limited Liability Company Agreement of VG Holdings, LLC ("Holdings"), dated February 11, 2010 (the "LLC Agreement"), Holdings commenced the process of dissolution on June 30, 2013, including the distribution to its Members (as defined below) of 15,562,558 shares of common stock ("Distributed Shares") of Viasystem Group, Inc. ("Viasystems") of which it was the record holder. The members of Holdings receiving Distributed Shares (collectively, the "Members" and, individually, a "Member") are (i) Hicks, Muse, Tate & Furst Equity Fund III, L.P. ("Equity Fund III"); HM3 Coinvestors, L.P. ("HM3 Coinvestors"); Hicks, Muse, PG-IV (1999), C.V. ("PG-IV" and together with Equity Fund III and HM3 Coinvestors, the "Group 1 HM Members"); 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. ("HM 4-P"); and HM4-EQ (1999) Coinvestors, L.P. ("EQ Coinvestors", and together with Equity Fund IV, Private Equity Fund IV and HM 4-P, the "Group 2 HM Members", and the Group 1 HM Members and the Group 2 HM Members, collectively, the "HM Members"); (ii) GSC Recovery II, L.P. ("RII") and GSC Recovery IIA, L.P. ("RIIA" and together with RII, the "GSC Members"); and (iii) TCW Shared Opportunity Fund III, L.P. (the "TCW Member"). Of the Distributed Shares, Holdings distributed an aggregate of 9,982,135 Distributed Shares to the HM Members, 8,487,835 of which were distributed to the Group 1 HM Members and are reported on this Form 4 (the "Reported Shares"). On or around the same reporting date as this Form 4, Holdings is filing three additional Forms 4 reflecting distributions of the Distributed Shares to the Group 2 HM Members, the GSC Members and the TCW Member. Collectively, the four Forms 4 will report all of the Distributed Shares.

Except as set forth herein, Holdings, the Group 1 HM Members, Hicks Muse Fund III Incorporated ("Fund III Incorporated"), HM Fund IV Cayman, LLC ("Fund IV Cayman"), John R. Muse ("Muse") and Andrew S. Rosen ("Rosen") (collectively, the "Reporting Persons") each hereby disclaim beneficial ownership of any shares of common stock of Viasystems that may be beneficially owned by any other Reporting Person or Member or its respective affiliates, and this report shall not be deemed an admission that any Group 1 HM Member, Group 2 HM Member, Fund III Incorporated, Fund IV Cayman, Hicks Muse (1999) Fund IV, LLC, Muse or Rosen (collectively, the "HM Entities") are the beneficial owners of such shares for the purpose of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

(2) Equity Fund III is the direct beneficial owner of the shares of common stock. Fund III Incorporated is the ultimate general partner of Equity Fund III and may be deemed to have voting and dispositive power over any Reported Shares beneficially owned by Equity Fund III. 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. For the avoidance of doubt, after the distribution of the Distributed Shares, Holdings is not the beneficial owner of any shares of Viasystems for the purpose of Section 16.

(3) HM3 Coinvestors is the direct beneficial owner of these shares of common stock. Fund III Incorporated is the ultimate general partner HM3 Coinvestors and may be deemed to have voting and dispositive power over any Reported Shares beneficially owned by HM3 Coninvestors. 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. For the avoidance of doubt, after the distribution of the Distributed Shares, Holdings is not the beneficial owner of any shares of Viasystems for the purpose of Section 16.

(4) PG-IV is the direct beneficial owner of these shares of common stock. Fund IV Cayman is the ultimate general partner of PG-IV and may be deemed to have voting and dispositive power over any Reported 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. For the avoidance of doubt, after the distribution of the Distributed Shares, Holdings is not the beneficial owner of any shares of Viasystems for the purpose of Section 16.

(5) The committee that exercises voting and dispositive power over the shares beneficially owned by each of the general partners of the HM Entities currently consists of two members (Muse and Rosen). Muse and Rosen may be deemed to share dispositive and/or voting power over all or a portion of the shares of Viasystems beneficially owned by the HM Entities. Each of 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 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. For the avoidance of doubt, after the distribution of the Distributed Shares, Holdings is not the beneficial owner of any shares of Viasystems for the purpose of Section 16.

Joint Filer Information

Name and Address of Reporting Person: VG Holdings, LLC
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): 07/01/2013

Designated Filer: VG Holdings, LLC

Name and Address of Reporting Person: Hicks, Muse, Tate & Furst Equity
Fund III, L.P.
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): 07/01/2013

Designated Filer: VG Holdings, LLC

Name and Address of Reporting Person: HM 3 Coinvestors, L.P.
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): 07/01/2013

Designated Filer: VG Holdings, LLC

Name and Address of Reporting Person:	Hicks, Muse, PG-IV (1999), C.V. 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):	07/01/2013
Designated Filer:	VG Holdings, LLC

Name and Address of Reporting Person:	Hicks Muse Fund III Incorporated 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):	07/01/2013
Designated Filer:	VG Holdings, LLC

Name and Address of Reporting Person:	HM Fund IV Cayman, LLC 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):	07/01/2013
Designated Filer:	VG Holdings, LLC

Name and Address of Reporting Person:	John R. Muse 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): 07/01/2013

Designated Filer: VG Holdings, LLC

Name and Address of Reporting Person: Andrew S. Rosen
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): 07/01/2013

Designated Filer: VG Holdings, LLC

/s/ Edward Herring

July 1, 2013

** Signature of Reporting Person

Date

VG Holdings, LLC

By: Edward Herring, Manager

/s/ Peter Frank

July 1, 2013

** Signature of Reporting Person

Date

VG Holdings, LLC

By: Peter Frank, Manager

/s/ William Neisel

July 1, 2013

** Signature of Reporting Person

Date

Hicks, Muse, Tate & Furst Equity Fund
III, L.P.

By: HM3/GP Partners, L.P., its general
partner

By: Hicks, Muse GP Partners III, L.P.,
its general partner

By: Hicks, Muse Fund III Incorporated,
its general partner

By: William Neisel, Treasurer

/s/ William Neisel

July 1, 2013

** Signature of Reporting Person

Date

HM3 Coinvestors, L.P.

By: Hicks, Muse GP Partners III, L.P.,
its general partner

By: Hicks, Muse Fund III Incorporated,
its general partner

By: William Neisel, Treasurer

/s/ William Neisel

July 1, 2013

** Signature of Reporting Person

Date

Hicks, Muse, PG-IV (1999), C.V.

By: HM Equity Fund IV/GP Partners (1999),
C.V., its general partner
By: HM GP Partners IV Cayman, L.P., its
general partner
By: HM Fund IV Cayman, LLC, its general
partner
By: William Neisel, Treasurer

/s/ William Neisel

July 1, 2013

** Signature of Reporting Person

Date

Hicks, Muse Fund III Incorporated
By: William Neisel, Treasurer

/s/ William Neisel

July 1, 2013

** Signature of Reporting Person

Date

HM Fund IV Cayman, LLC
By: William Neisel, Treasurer

/s/ John R. Muse

July 1, 2013

** Signature of Reporting Person

Date

John R. Muse

/s/ Andrew S. Rosen

July 1, 2013

** Signature of Reporting Person

Date

Andrew S. Rosen