

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2005-05-02**  
SEC Accession No. **0001193125-05-092269**

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

### SUBJECT COMPANY

#### Cambridge Display Technology, Inc.

CIK: **1297968** | IRS No.: **134085264** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-80483** | Film No.: **05790905**  
SIC: **3674** Semiconductors & related devices

Mailing Address  
9 EAST LOOCKERMAN  
STREET, SUITE 1B  
DOVER DE 19901

Business Address  
2020 CAMBOURNE BUSINESS  
PARK  
CAMBOURNE  
CAMBRIDGE X0 CB3 6DW  
011 44 1954 713600

### FILED BY

#### KELSO INVESTMENT ASSOCIATES VI L P

CIK: **1141448**  
Type: **SC 13G/A**

Business Address  
320 PARK AVENUE 24TH  
FLOOR  
NEW YORK CITY NY 10022

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(AMENDMENT NO. 1)**

Cambridge Display Technology, Inc.

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(Name of Issuer)

Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

132193 10 3

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(CUSIP Number)

April 5, 2005

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(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 disclosure provided in a prior cover page.

The information required in 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 the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1. Name of Reporting Person**

**I.R.S. Identification Nos. of above persons (entities only)**

James J. Connors, II

**2. Check the Appropriate Box if a Member of a Group**

(a)

(b)

**3. SEC Use Only**

**4. Citizenship or Place of Organization**

United States of America

**5. Sole Voting Power**

0

Number of  
Shares

**6. Shared Voting Power**

Beneficially

8,657,833

Owned by  
Each

**7. Sole Dispositive Power**

Reporting  
Person

0

**8. Shared Dispositive Power**

8,657,833

**9. Aggregate Amount Beneficially Owned by Each Reporting Person**

8,657,833

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares**

**11. Percent of Class Represented by Amount in Row (9)**

44.4%

**12. Type of Reporting Person**

IN

**1. Name of Reporting Person**

**I.R.S. Identification Nos. of above persons (entities only)**

Michael B. Lazar

**2. Check the Appropriate Box if a Member of a Group**

(a)

(b)

**3. SEC Use Only**

**4. Citizenship or Place of Organization**

United States of America

**5. Sole Voting Power**

0

Number of  
Shares

**6. Shared Voting Power**

Beneficially

0

Owned by  
Each

**7. Sole Dispositive Power**

Reporting  
Person

0

**8. Shared Dispositive Power**

0

**9. Aggregate Amount Beneficially Owned by Each Reporting Person**

0

**10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares**

**11. Percent of Class Represented by Amount in Row (9)**

0%

**12. Type of Reporting Person**

IN

Amendment No. 1 to Schedule 13G

The Schedule 13G (the "Schedule") filed by Kelso GP VI, LLC ("GP VI"), Kelso Investment Associates VI, L.P. ("KIA VI"), KEP VI, LLC ("KEP VI"), Philip E. Berney, Frank K. Bynum, Jr., Michael B. Goldberg, Michael B. Lazar, Frank J. Loverro, George E. Matelich, Frank T. Nickell, David I. Wahrhaftig and Thomas R. Wall, IV on February 14, 2005 is hereby amended and supplemented as set forth below in this Amendment No. 1 to the Schedule (the "Amendment"). The Amendment is being filed to reflect that effective April 5, 2005, James J. Connors, II became a managing member of each of GP VI and KEP VI, and effective April 11, 2005, Michael B. Lazar ceased to be a managing member, and became a non-managing member, of each of GP VI and KEP VI.

**Item 2(a) Name of Person Filing:**

The disclosure in Item 2(a) is hereby amended and restated in its entirety as follows.

Kelso GP VI, LLC  
Kelso Investment Associates VI, L.P.  
KEP VI, LLC  
Philip E. Berney  
Frank K. Bynum, Jr.  
James J. Connors, II  
Michael B. Goldberg  
Frank J. Loverro  
George E. Matelich  
Frank T. Nickell  
David I. Wahrhaftig  
Thomas R. Wall, IV

**Item 4(b)**

**Percent of class:**

The disclosure in Item 4(b) is hereby amended and restated in its entirety as follows:

See Item 11 of the attached cover pages. The figures reported in Item 11 of the attached cover pages are based upon the number of outstanding shares reported in the annual report for the fiscal year ending December 31, 2004, filed with the Securities and Exchange Commission on Form 10-K under the Securities Exchange Act of 1934 by Cambridge Display Technology, Inc. on March 31, 2005.

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**Item 4(c)**

The disclosure in the last paragraph of Item 4(c) is hereby amended and restated in its entirety as follows:

Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall may be deemed to share beneficial ownership of securities owned of record by KIA VI and KEP VI, by virtue of their status as managing members of KEP VI and GP VI, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall is the beneficial owner of these securities for purposes of Sections 13(d), 13(g) or 16 of the Act, or for any other purposes.

**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.

Date: May 2, 2005

JAMES J. CONNORS, II

Signature: \* \_\_\_\_\_

MICHAEL B. LAZAR

Signature: \* \_\_\_\_\_

\_\_\_\_\_

\*By: /s/ James J. Connors, II \_\_\_\_\_

Name: James J. Connors, II

Attorney-in-fact\*\*

\*\* The Power of Attorney filed with the Securities and Exchange Commission with the Form 3, dated December 15, 2004 in respect of the securities of Cambridge Display Technology, Inc. by Michael B. Lazar is hereby incorporated by reference.

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree that the Statement on Schedule 13G and any amendments thereto to which this exhibit is attached is filed on behalf of each of them.

Date: May 2, 2005

JAMES J. CONNORS, II

Signature:

\* \_\_\_\_\_

MICHAEL B. LAZAR

Signature:

\* \_\_\_\_\_

\_\_\_\_\_

\*By:

/s/ James J. Connors, II \_\_\_\_\_

Name: James J. Connors, II

Attorney-in-fact