

APOLLO MANAGEMENT IV LP  
Form SC 13D/A  
August 06, 2003

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under The Securities Exchange Act of 1934**

**(Amendment No. 3)\***

PACER INTERNATIONAL, INC.

---

(Name of Issuer)

Common Stock, \$0.01 par value

---

(Title of Class of Securities)

69373H

---

(CUSIP Number)

Michael D. Weiner

Edgar Filing: APOLLO MANAGEMENT IV LP - Form SC 13D/A

Apollo Management, L.P.

10250 Constellation Blvd., Suite 2900

Los Angeles, CA 90067

(310) 843-1900

Dominick P. DeChiara, Esq.

O Melveny & Myers LLP

30 Rockefeller Plaza

New York, New York 10112

(212) 408-2400

---

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

August 4, 2003

---

**(Date of Event which Requires Filing of this Statement)**

\* 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.

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).

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note:** Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

---

CUSIP Number 69373H

---

1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

APOLLO MANAGEMENT IV, L.P.

---

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

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6. Citizenship or Place of Organization

DELAWARE

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0 SHARES

---

OWNED BY 8. Shared Voting Power

EACH

REPORTING 8,702,893 SHARES

---

PERSON 9. Sole Dispositive Power

WITH

0 SHARES

10. Shared Dispositive Power

8,702,893 SHARES

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,702,893 SHARES

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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

23.5%

---

14. Type of Reporting Person

PN

---

---

CUSIP Number 69373H

---

1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

APOLLO ADVISORS IV, L.P.

---

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

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6. Citizenship or Place of Organization

DELAWARE

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0 SHARES

---

OWNED BY 8. Shared Voting Power

EACH

REPORTING 8,702,893 SHARES

---

PERSON 9. Sole Dispositive Power

WITH

0 SHARES

10. Shared Dispositive Power

8,702,893 SHARES

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

8,702,893 SHARES

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

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

23.5%

---

14. Type of Reporting Person

PN

---

CUSIP Number 69373H

1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

APOLLO INVESTMENT FUND IV, L.P.

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

(a)

(b)

3. SEC Use Only

4. Source of Funds

OO

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6. Citizenship or Place of Organization

DELAWARE

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. Sole Voting Power

6,477,539 SHARES

8. Shared Voting Power

9. Sole Dispositive Power

6,477,539 SHARES

10. Shared Dispositive Power



11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,477,539 SHARES

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

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

17.5%

---

14. Type of Reporting Person

PN

---

---

CUSIP Number 69373H

---

1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

COYOTE ACQUISITION LLC

---

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

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6. Citizenship or Place of Organization

DELAWARE

---

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 1,782,400 SHARES

---

OWNED BY 8. Shared Voting Power

EACH

REPORTING 0 SHARES

---

PERSON 9. Sole Dispositive Power

WITH

1,782,400 SHARES

10. Shared Dispositive Power

0 SHARES

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,782,400 SHARES

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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

4.8%

---

14. Type of Reporting Person

OO

---

---

CUSIP Number 69373H

---

1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

COYOTE ACQUISITION II LLC

---

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

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds

OO

---

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6. Citizenship or Place of Organization

DELAWARE

---

NUMBER OF	7. Sole Voting Power
SHARES	
BENEFICIALLY	442,954 SHARES
OWNED BY	8. Shared Voting Power
EACH	
REPORTING	0 SHARES
PERSON	9. Sole Dispositive Power
WITH	
	442,954 SHARES

---

10. Shared Dispositive Power

0 SHARES

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

442,954 SHARES

---

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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

1.2%

---

14. Type of Reporting Person

OO

---

CUSIP Number 69373H

The Statement on Schedule 13D filed by Apollo Management IV, L.P. a Delaware limited partnership ( Management ), Apollo Advisors IV, L.P., a Delaware limited partnership ( Advisors ), Apollo Investment Fund IV, L.P., a Delaware limited partnership ( AIF ), Coyote Acquisition LLC, a Delaware limited liability company ( Coyote I ), and Coyote Acquisition II LLC, a Delaware limited liability company ( Coyote II and, collectively with Management, Advisors, AIF, Coyote I and Coyote II, the Reporting Persons ) on February 14, 2003, as amended by Schedule 13D (Amendment No. 1) filed with the Commission on July 2, 2003 and by Schedule 13D (Amendment No. 2) filed with Commission on July 25, 2003 by the Reporting Persons is hereby amended with respect to the items set forth below. Capitalized terms used without definition in this Schedule 13D (Amendment No. 2) have the meanings set forth in the Reporting Persons Schedule 13D filed February 14, 2003.

ITEM 4. PURPOSE OF TRANSACTION.

The information appearing in this Item, as previously amended, is hereby further amended by deleting the last two paragraphs thereof and replacing them with the following information:

The closing of the Secondary Public Offering pursuant to the Underwriting Agreement occurred on July 23, 2003. At the closing AIF and Coyote II sold 3,084,493 and 165,507 shares of the Issuer s stock, respectively, to the Underwriters (for aggregate sales by the Apollo Selling Stockholders of 3,250,000 shares of the Issuer s stock). On July 30, 2003, the Underwriters provided the Issuer and the selling stockholders with notice that the Underwriters would exercise their over-allotment option to purchase a total of 294,110 shares of the Issuer s stock (including 189,182 shares owned by the Apollo Selling Stockholders).

CUSIP Number 69373H

After giving effect to the secondary offering, including the exercise of the Underwriters' over-allotment option, AIF, Coyote I and Coyote II owned 6,477,539, 1,782,400 and 442,954 shares of the Issuer's common stock, respectively.

In their notice, the Underwriters also released the remainder of the over-allotment option. Accordingly, the Apollo Selling Stockholders will not sell any additional common stock of the Issuer in the Secondary Public Offering. Subject to the foregoing, the Reporting Persons retain the right to change their investment intent, to propose one or more possible transactions to the Issuer's Board of Directors, to acquire additional shares of common stock or other securities of the Issuer from time to time, or to sell or otherwise dispose of all or part of the common stock beneficially owned by them (or any shares of common stock into which such securities are converted) in any manner permitted by law. The Reporting Persons may engage from time to time in ordinary course transactions with financial institutions with respect to the securities described herein.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The information appearing in this Item is hereby amended and restated to read in its entirety as follows:

The shares of common stock shown as beneficially owned by Management include the shares of common stock shown as beneficially owned by Coyote I, Coyote II and AIF. Each of Advisors and ACM IV may also be deemed to beneficially own the shares of common stock owned by Coyote I, Coyote II and AIF.

- (a) Management and Advisors beneficially own 8,702,893 shares of common stock of the Issuer, which represents approximately 23.5% of the class. This includes 6,477,539 shares of common stock of the Issuer representing approximately 17.5% of the class beneficially owned by AIF; 1,782,400 shares of common stock of the Issuer representing approximately 4.8% of the class beneficially owned by Coyote I; and 442,954 shares of common stock of the Issuer representing approximately 1.2% of the class beneficially owned by Coyote II. The percentage of the class beneficially owned by each Reporting Person is based on 37,089,783 shares of Issuer's common stock outstanding as set forth in the Issuer's prospectus dated July 17, 2003.
- (b) AIF, Coyote I and Coyote II have the sole power to vote or to direct the vote of or the sole power to dispose or to direct the disposition of 6,477,539, 1,782,400 and 442,954 shares of common stock of the Issuer, respectively. Management and Advisors each has shared power to vote or to direct the vote of or dispose or to direct the disposition of 8,702,893 shares of common stock of the Issuer.

Beneficial ownership of all such securities was acquired as described in Item 3 and Item 4. Information concerning the identity and background of such persons who share in the power to vote or to direct the vote of or to dispose or direct the disposition of such common stock is as set

CUSIP Number 69373H

forth in Item 2 and Appendix A to Item 2 and is incorporated herein by reference. The responses set forth in Item 4 are incorporated herein.

(c), (d) and (e) None or not applicable.

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

The information appearing in this Item, as previously amended, is hereby further amended by deleting the last two paragraphs and replacing them with the following:

The selling stockholders in the Secondary Public Offering include MidOcean Capital Investors, LLC (MidOcean, formerly known as DB Capital Partners, L.P.), and PIEI. As a result of sales of shares by MidOcean and PIEI in the Secondary Public Offering, including sales pursuant to the Underwriters' exercise of their over-allotment option, the number of shares subject to the voting proxy granted to an executive officer of certain of the Reporting Persons pursuant to the Investors Shareholders' Agreement with respect to the shares owned by MidOcean and PIEI has been reduced to a total of 25,375 shares (less than 0.1% of the shares of common stock outstanding after the Secondary Offering).

The responses to Item 2, Item 3 and Item 4 are incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None.



CUSIP Number 69373H

CUSIP Number [69373H](#)

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: August 5, 2003

APOLLO MANAGEMENT IV, L.P.

By: AIF IV MANAGEMENT, INC.  
its general partner

By: /s/ MICHAEL D. WEINER

---

Name: Michael D. Weiner  
Title: Vice President

Date: August 5, 2003

APOLLO ADVISORS IV, L.P.

By: APOLLO CAPITAL MANAGEMENT IV, INC.  
its general partner

By: /s/ MICHAEL D. WEINER

---

Name: Michael D. Weiner  
Title: Vice President

Date: August 5, 2003

APOLLO INVESTMENT FUND IV, L.P.

By: APOLLO ADVISORS IV, L.P.  
its general partner

By: APOLLO CAPITAL MANAGEMENT IV, INC.  
its general partner

By: /s/ MICHAEL D. WEINER

---

Name: Michael D. Weiner  
Title: Vice President

---

CUSIP Number 69373H

Date: August 5, 2003

COYOTE ACQUISITION LLC

By: APOLLO MANAGEMENT IV, L.P.  
as manager

By: AIF IV MANAGEMENT, INC.  
its general partner

By: /s/ MICHAEL D. WEINER

Name: Michael D. Weiner  
Title: Vice President

Date: August 5, 2003

COYOTE ACQUISITION II LLC

By: APOLLO MANAGEMENT IV, L.P.  
as manager

By: AIF IV MANAGEMENT, INC.  
its general partner

By: /s/ MICHAEL D. WEINER

Name: Michael D. Weiner  
Title: Vice President