#### **EVOLVING SYSTEMS INC**

Form 4 June 06, 2005

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Form 5 obligations

may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* GLOBAL PRIVATE EQUITY III LIMITED PARTNERSHIP

2. Issuer Name and Ticker or Trading Symbol

**EVOLVING SYSTEMS INC** 

[EVOL]

3. Date of Earliest Transaction (Month/Day/Year)

(Middle)

06/02/2005

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

below)

(Check all applicable)

Member of group > 10%

below)

10% Owner \_\_X\_\_ Other (specify

(Last)

C/O ADVENT **INTERNATIONAL, 75 STATE** STREET, 29TH FLOOR

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**BOSTON, MA 02109** 

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

Code (Month/Day/Year) (Instr. 8)

3.

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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

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 control number.

SEC 1474 (9-02)

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

### Edgar Filing: EVOLVING SYSTEMS INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	TransactionDerivative			Expiration Date		Underlying Securities	
Security	or Exercise		any	Code		Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or					
	Derivative					Disposed of	(D)				
	Security					(Instr. 3, 4, a	and				
						5)					
				Code	V	(A)	(D)	Date	Expiration	Title	Amount or
				/	H	(-2)	(2)	Exercisable	Date	1100	Number of
											Shares
~ . ~											
Series B											
Convertible	\$ 0	06/02/2005		T		151 401		(1)	(1)	Common	151 172
Preferred	\$ 0	06/02/2005		J		151,491		(1)	(1)	Stock	454,473
Preferred	4 -	00/02/200				101,12				Stock	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GLOBAL PRIVATE EQUITY III LIMITED PARTNERSHIP C/O ADVENT INTERNATIONAL 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109

Member of group >

10%

## **Signatures**

Stock

/s/ Janet L. Hennessy, Vice President 06/06/2005

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* 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).
- (1) Each share of Series B Convertible Preferred Stock is convertible at any time.
- On November 12, 2004, the Reporting Person filed a Form 3 to report direct beneficial ownership of 966,666 shares of Series B Convertible Preferred Stock which were held by Tertio Telecoms Group, Ltd.

The Reporting Person is now the direct beneficial owner of 151,491 shares of Series B Convertible Preferred Stock of Evolving Systems,

(3) Inc. These shares were issued to the Reporting Person following the liquidation of Tertio Telecoms Group, Ltd. Because the Reporting Person had been attributed with beneficial ownership of these shares of Series B Convertible Preferred Stock, this transaction constitutes a mere change in the form of beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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