

Edgar Filing: HEXCEL CORP /DE/ - Form SC 13D/A

HEXCEL CORP /DE/
Form SC 13D/A
March 03, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 9)*

Hexcel Corporation

(Name of Issuer)

Common Stock (Par Value \$0.01 Per Share)

(Title of Class of Securities)

428291 10 8

(CUSIP Number)

Robert C. Schwenkel, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004
(212) 859-8000

Ben I. Adler, Esq.
Goldman, Sachs & Co.
One New York Plaza
New York, NY 10004
(212) 902-1000

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

February 28, 2006

(Date of Event which Requires Filing of this Statement)

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. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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).

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SCHEDULE 13D

CUSIP No. 428291 10 8

Page 2 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

THE GOLDMAN SACHS GROUP, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF
SHARES 43,122

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 14,108,893

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 43,122

PERSON 10 SHARED DISPOSITIVE POWER

WITH 14,108,893

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,152,015(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.2%(2)

14 TYPE OF REPORTING PERSON

HC-CO

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(1) This amount includes shares of common stock of Hexcel Corporation (the "Company") that may be deemed to be beneficially owned by The Goldman Sachs Group, Inc. ("GS Group") which are issuable upon the exercise of options granted by the Company which are currently exercisable and held for the benefit of GS Group.

(2) This percentage is calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Group.

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 3 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GOLDMAN, SACHS & CO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

7 SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY OWNED BY EACH REPORTING PERSON

OWNED BY

14,108,893

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING PERSON

PERSON

10 SHARED DISPOSITIVE POWER

WITH

14,108,893

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,108,893

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.2% (1)

14 TYPE OF REPORTING PERSON

BD-PN-IA

(1) This percentage is calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than Goldman, Sachs & Co.

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 4 of 35

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS ADVISORS 2000, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

10,954,362

9 SOLE DISPOSITIVE POWER

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EACH
0
REPORTING
PERSON 10 SHARED DISPOSITIVE POWER
WITH 10,954,362
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,954,362
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES |_
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%(1)
14 TYPE OF REPORTING PERSON
OO

(1) This percentage is calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Advisors 2000, L.L.C.

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 5 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GOLDMAN, SACHS & CO. oHG
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_
(b) |_
3 SEC USE ONLY
4 SOURCE OF FUNDS
AF
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) |_
6 CITIZENSHIP OR PLACE OF ORGANIZATION
GERMANY
7 SOLE VOTING POWER

NUMBER OF

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		0	
SHARES			
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER	
		335,935	
	9	SOLE DISPOSITIVE POWER	
		0	
PERSON WITH	10	SHARED DISPOSITIVE POWER	
		335,935	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		335,935	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		0.4%(1)	
14	TYPE OF REPORTING PERSON		
		PN	

(1) This percentage is calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than Goldman, Sachs & Co. oHG.

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 6 of 35

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
		GOLDMAN, SACHS MANAGEMENT GP GmbH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
		AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		<input type="checkbox"/>

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
GERMANY
7 SOLE VOTING POWER
NUMBER OF
SHARES 0
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 335,935
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0
PERSON 10 SHARED DISPOSITIVE POWER
WITH 335,935
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
335,935
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES |_
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.4%(1)
14 TYPE OF REPORTING PERSON
CO

(1) This percentage is calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than Goldman, Sachs Management GP GmbH.

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 7 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GS EMPLOYEE FUNDS 2000 GP, L.L.C.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_
(b) |_
3 SEC USE ONLY

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4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

2,552,830

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH

2,552,830

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,552,830

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.7%(1)

14 TYPE OF REPORTING PERSON

OO

(1) This percentage is calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Employee Funds 2000 GP, L.L.C.

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 8 of 35

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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STONE STREET 2000, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 264,946

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 264,946

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

264,946

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%(1)

14 TYPE OF REPORTING PERSON

OO

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SCHEDULE 13D

CUSIP No. 428291 10 8

Page 9 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS CAPITAL PARTNERS 2000, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 8,034,955

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 8,034,955

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,034,955

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%(1)

14 TYPE OF REPORTING PERSON

PN

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SCHEDULE 13D

CUSIP No. 428291 10 8

Page 10 of 35

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS
- 7 SOLE VOTING POWER

NUMBER OF
SHARES 0
- BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 2,919,407
- 9 SOLE DISPOSITIVE POWER
EACH 0
- REPORTING
PERSON 10 SHARED DISPOSITIVE POWER
WITH 2,919,407
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,919,407
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.1%(1)

14 TYPE OF REPORTING PERSON

PN

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SCHEDULE 13D

CUSIP No. 428291 10 8

Page 11 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS CAPITAL PARTNERS 2000 GmbH & CO. BETEILIGUNGS KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

GERMANY

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER

335,935

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER

335,935

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

335,935

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%(1)

14 TYPE OF REPORTING PERSON

PN

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SCHEDULE 13D

CUSIP No. 428291 10 8

Page 12 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

2,552,830

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9 SOLE DISPOSITIVE POWER
EACH 0
REPORTING
PERSON 10 SHARED DISPOSITIVE POWER
WITH 2,552,830
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,552,830
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.7%(1)
14 TYPE OF REPORTING PERSON
PN

(1) This percentage is calculated in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934, as amended, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Capital Partners 2000 Employee Fund, L.P.

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 13 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
STONE STREET FUND 2000, L.P.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_
(b) |_
3 SEC USE ONLY
4 SOURCE OF FUNDS
WC
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) |_
6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE
7 SOLE VOTING POWER

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NUMBER OF
 SHARES
 0

BENEFICIALLY 8 SHARED VOTING POWER
 OWNED BY 264,946

EACH 9 SOLE DISPOSITIVE POWER
 0

REPORTING PERSON 10 SHARED DISPOSITIVE POWER
 WITH 264,946

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 264,946

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.3%(1)

14 TYPE OF REPORTING PERSON
 PN

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SCHEDULE 13D

CUSIP No. 428291 10 8

Page 14 of 35

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 LXH HOLDINGS CORP.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 1.45

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 1.45

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1.45

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

LESS THAN 0.1%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 15 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

LXH HOLDINGS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 1.69

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 1.69

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1.69

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

LESS THAN 0.1%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 16 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

LXH, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 42

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 42

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

LESS THAN 0.1%

14 TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 428291 10 8

Page 17 of 35

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

LXH II, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

Edgar Filing: HEXCEL CORP /DE/ - Form SC 13D/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

32

9 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH

32

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

LESS THAN 0.1%

14 TYPE OF REPORTING PERSON

OO

This Amendment No. 9, filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Advisors 2000, L.L.C. ("GS Advisors"), Goldman, Sachs & Co. oHG ("GS oHG"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Employee Funds 2000 GP, L.L.C. ("GS Employee 2000"), Stone Street 2000, L.L.C. ("Stone 2000"), GS Capital Partners 2000, L.P. ("GS Capital"), GS Capital Partners 2000 Offshore, L.P. ("GS Offshore"), GS Capital Partners 2000 GmbH & Co. Beteiligungs KG ("GS Germany"), GS Capital Partners 2000 Employee Fund, L.P. ("GS Employee"), Stone Street Fund 2000, L.P. ("Stone Street" and, together with GS Capital, GS Offshore, GS Germany and GS Employee, the "Limited Partnerships"), LXH Holdings Corp. ("LXH Corp."), LXH Holdings, L.P. ("LXH L.P."), LXH, L.L.C. ("LXH"), and LXH II, L.L.C. ("LXH II" and, together with LXH, the "Original Purchasers") (GS Group, Goldman Sachs, GS Advisors, GS oHG, GS GmbH, GS Employee 2000, Stone 2000, the Limited Partnerships, LXH Corp., LXH L.P., and the Original Purchasers, collectively, the "Filing Persons"), amends and supplements the Schedule 13D filed by the Filing Persons with the Securities and Exchange Commission (the "SEC") on December 28, 2000 (as

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amended by Amendment No. 1 filed on December 20, 2002, Amendment No. 2 filed on March 21, 2003, Amendment No. 3 filed on November 30, 2004, Amendment No. 4 filed on December 21, 2004, Amendment No. 5 filed on December 27, 2004, Amendment No. 6 filed on July 15, 2005, Amendment No. 7 filed on August 10, 2005 and Amendment No. 8 filed on January 4, 2006, the "Schedule 13D"), relating to the common stock, par value \$0.01 per share (the "Common Stock"), of Hexcel Corporation, a Delaware corporation (the "Company"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.(1)

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended by adding the following immediately before the final three paragraphs thereof:

On February 28, 2006, the Company advised the Limited Partnerships and the Original Purchasers (collectively, the "GS Selling Stockholders") that the Other Purchasers were exercising one of their three demand registration rights pursuant to Section 2.1(a)(i) of the registration rights agreement, dated as of March 19, 2003, among the Company and the Other Purchasers, and requested that the Company file a registration statement on Form S-3 with respect to an aggregate of 9,495,156 shares of Common Stock beneficially owned by the Other Purchasers. The intended method of distribution of such shares of Common Stock is an underwritten public offering (the "Third Registered Offering").

On February 28, 2006, the GS Selling Stockholders provided the Company with written notice of the exercise of their piggyback registration rights pursuant to Section 2.2 of the Amended and Restated Registration Rights Agreement and requested that the Company include in the Third Registered Offering up to an aggregate of 14,108,073 shares of Common Stock beneficially owned by them. Even though the GS Selling Stockholders (i) have exercised their piggyback registration rights and requested that the Company include in the Third Registered Offering up to an aggregate of 14,108,073 shares of Common Stock beneficially owned by them and (ii) presently intend to dispose of all such shares in the Third Registered Offering, depending on market conditions and other factors in existence at the time of any such disposition, there can be no assurance that a registration statement with respect to the sale of such shares will be declared effective by the SEC or that such shares will ultimately be sold pursuant to such registration statement. Goldman Sachs will act as an underwriter in the Third Registered Offering.

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a) As of February 28, 2006, GS Group may be deemed to beneficially own an aggregate of 14,152,015 shares of Common Stock, consisting of: (i) 74 shares of Common Stock that are beneficially owned by the Original Purchasers, as described below; (ii) (A) (I) 10,000 options granted to Mr. Mehra on December 19, 2000 pursuant to the Hexcel Incentive Stock Plan, of which all of such options are currently exercisable for 10,000 shares of Common Stock, (II) 2,000 options granted to Mr. Mehra on May 10, 2001 pursuant to the Hexcel Incentive Stock Plan, of which all of such options are currently exercisable for 2,000 shares of Common Stock, (III) 8,000 options granted to Mr. Mehra on July 31, 2001 pursuant to the Hexcel Incentive Stock Plan, of which all of such options are currently exercisable for 8,000 shares of Common Stock, (IV) 2,000 options granted to Mr. Mehra on May 9, 2002 pursuant to the Hexcel Incentive Stock Plan, of

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which all of such options are currently exercisable for 2,000 shares of Common Stock, (V) 2,000 options granted to Mr. Mehra on May 22, 2003 pursuant to the Hexcel Incentive Stock Plan, of which all of such options are currently exercisable for 2,000 shares of Common Stock, (VI) 1,590 restricted stock units granted to Mr. Mehra on November 16, 2004 pursuant to the Hexcel Incentive Stock Plan, of which one-third of such restricted stock units vested on the date of grant, an additional one-third of such restricted stock units vested on November 16, 2005, the remaining one-third of such restricted stock units will vest on November 16, 2006 and all of such restricted stock units will convert into an equal number of shares of Common Stock on such date as Mr. Mehra ceases to serve as a director of the Company, and (VII) 1,503 restricted stock units granted to Mr. Mehra on May 19, 2005 pursuant to the Hexcel Incentive Stock Plan, of which one-third of such restricted stock units vested on the date of grant, an additional one-third of such restricted stock units will vest on May 19, 2006, the remaining one-third of such restricted stock units will vest on May 19, 2007 and all of such restricted stock units will convert into an equal number of shares of Common Stock on such date as Mr. Mehra ceases to serve as a director of the Company (Sanjeev K. Mehra has an understanding with GS Group pursuant to which he holds the options and restricted stock units described above in (A)(I) through (A)(VII) for the benefit of GS Group),

(1) Neither the present filing nor anything contained herein will be construed as an admission that any Filing Person constitutes a "person" for any purpose other than for compliance with Section 13(d) of the Securities Exchange Act of 1934.

and (B) (I) 10,000 options granted to Mr. Sacerdote on December 19, 2000 pursuant to the Hexcel Incentive Stock Plan, of which all of such options are currently exercisable for 10,000 shares of Common Stock, (II) 2,000 options granted to Mr. Sacerdote on May 10, 2001 pursuant to the Hexcel Incentive Stock Plan, of which all of such options are currently exercisable for 2,000 shares of Common Stock, (III) 2,000 options granted to Mr. Sacerdote on May 9, 2002 pursuant to the Hexcel Incentive Stock Plan, of which all of such options are currently exercisable for 2,000 shares of Common Stock, (IV) 2,000 options granted to Mr. Sacerdote on May 22, 2003 pursuant to the Hexcel Incentive Stock Plan, of which all of such options are currently exercisable for 2,000 shares of Common Stock, (V) 1,590 restricted stock units granted to Mr. Sacerdote on November 16, 2004 pursuant to the Hexcel Incentive Stock Plan, of which one-third of such restricted stock units vested on the date of grant, an additional one-third of such restricted stock units vested on November 16, 2005, the remaining one-third of such restricted stock units will vest on November 16, 2006 and all of such restricted stock units will convert into an equal number of shares of Common Stock on such date as Mr. Sacerdote ceases to serve as a director of the Company, and (VI) 1,503 restricted stock units granted to Mr. Sacerdote on May 19, 2005 pursuant to the Hexcel Incentive Stock Plan, of which one-third of such restricted stock units vested on the date of grant, an additional one-third of such restricted stock units will vest on May 19, 2006, the remaining one-third of such restricted stock units will vest on May 19, 2007 and all of such restricted stock units will convert into an equal number of shares of Common Stock on such date as Mr. Sacerdote ceases to serve as a director of the Company (Peter M. Sacerdote has an understanding with GS Group pursuant to which he holds the options and restricted stock units described above in (B)(I) through (B)(VI) for the benefit of GS Group); (iii) 14,107,999 shares of Common Stock that are beneficially owned by the Limited Partnerships, as described below; and (iv) 820 shares of Common Stock acquired by Goldman Sachs in ordinary course trading activities. The shares of Common Stock that may be deemed to

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be beneficially owned by GS Group represent approximately 15.2% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Group.

As of February 28, 2006, Goldman Sachs may be deemed to beneficially own an aggregate of 14,108,893 shares of Common Stock, consisting of: (i) 74 shares of Common Stock that are beneficially owned by the Original Purchasers, as described below; (ii) 14,107,999 shares of Common Stock that are beneficially owned by the Limited Partnerships, as described below; and (iii) 820 shares of Common Stock acquired by Goldman Sachs in ordinary course trading activities. The shares of Common Stock that may be deemed to be beneficially owned by Goldman Sachs represent approximately 15.2% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than Goldman Sachs.

GS Group and Goldman Sachs disclaim beneficial ownership of the shares of Common Stock beneficially owned by the Original Purchasers and the Limited Partnerships to the extent that partnership or membership interests, as the case may be, in the Limited Partnerships are held by persons other than Goldman Sachs or its affiliates.

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the investment banking division of GS Group and its subsidiaries and affiliates (the "Investment Banking Division"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of GS Group and its subsidiaries and affiliates. The Investment Banking Division disclaims beneficial ownership of securities, if any, beneficially owned by (i) any client accounts with respect to which the Investment Banking Division or its employees have voting or investment discretion, or both, and (ii) certain investment entities, of which the Investment Banking Division is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Investment Banking Division.

As of February 28, 2006, GS Advisors may be deemed to beneficially own an aggregate of 10,954,362 shares of Common Stock, consisting of: (i) 57 shares of Common Stock, of which 42 shares may be deemed to be beneficially owned by GS Capital and 15 shares may be deemed to be beneficially owned by GS Offshore, as described below; and (ii) 10,954,305 shares of Common Stock, of which 8,034,913 shares are beneficially owned by GS Capital and 2,919,392 shares are beneficially owned by GS Offshore, as described below. The shares of Common Stock that may be deemed to be beneficially owned by GS Advisors represent approximately 11.8% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Advisors.

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As of February 28, 2006, GS oHG may be deemed to beneficially own an aggregate of 335,935 shares of Common Stock, consisting of: (i) 2 shares of Common Stock that may be deemed to be beneficially owned by GS Germany; and (ii) 335,933 shares of Common Stock that are beneficially owned by GS Germany. The shares of Common Stock that may be deemed to be beneficially owned by GS oHG represent approximately 0.4% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS oHG.

As of February 28, 2006, GS GmbH may be deemed to beneficially own an aggregate of 335,935 shares of Common Stock, consisting of: (i) 2 shares of Common Stock that may be deemed to be beneficially owned by GS Germany; and (ii) 335,933 shares of Common Stock beneficially owned by GS Germany. The shares of Common Stock that may be deemed to be beneficially owned by GS GmbH represent approximately 0.4% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS GmbH.

As of February 28, 2006, GS Employee 2000 may be deemed to beneficially own an aggregate of 2,552,830 shares of Common Stock, consisting of: (i) 14 shares of Common Stock that may be deemed to be beneficially owned by GS Employee; and (ii) 2,552,816 shares of Common Stock that are beneficially owned by GS Employee. The shares of Common Stock that may be deemed to be beneficially owned by GS Employee 2000 represent approximately 2.7% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Employee 2000.

As of February 28, 2006, Stone 2000 may be deemed to beneficially own an aggregate of 264,946 shares of Common Stock, consisting of: (i) 1 share of Common Stock that may be deemed to be beneficially owned by Stone Street; and (ii) 264,945 shares of Common Stock that are beneficially owned by Stone Street. The shares of Common Stock that may be deemed to be beneficially owned by Stone 2000 represent approximately 0.3% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than Stone 2000.

As of February 28, 2006, GS Capital may be deemed to beneficially own an aggregate of 8,034,955 shares of Common Stock, consisting of: (i) 42 shares of Common Stock that are beneficially owned by LXH; and (ii) 8,034,913 shares of Common Stock that are beneficially owned by GS Capital. The shares of Common Stock that may be deemed to be beneficially owned by

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GS Capital represent approximately 8.6% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Capital.

As of February 28, 2006, GS Offshore may be deemed to beneficially own an aggregate of 2,919,407 shares of Common Stock, consisting of: (i) 15 shares of Common Stock that are beneficially owned by LXH II; and (ii) 2,919,392 shares of Common Stock that are beneficially owned by GS Offshore. The shares of Common Stock that may be deemed to be beneficially owned by GS Offshore represent approximately 3.1% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Offshore.

As of February 28, 2006, GS Germany may be deemed to beneficially own an aggregate of 335,935 shares of Common Stock, consisting of: (i) 2 shares of Common Stock that are beneficially owned by LXH II; and (ii) 335,933 shares of Common Stock that are beneficially owned by GS Germany. The shares of Common Stock that may be deemed to be beneficially owned by GS Germany represent approximately 0.4% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Germany.

As of February 28, 2006, GS Employee may be deemed to beneficially own an aggregate of 2,552,830 shares of Common Stock, consisting of: (i) 14 shares of Common Stock that are beneficially owned by LXH II; and (ii) 2,552,816 shares of Common Stock that are beneficially owned by GS Employee. The shares of Common Stock that may be deemed to be beneficially owned by GS Employee represent approximately 2.7% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than GS Employee.

As of February 28, 2006, Stone Street may be deemed to beneficially own an aggregate of 264,946 shares of Common Stock, consisting of: (i) 1 share of Common Stock that is beneficially owned by LXH II; and (ii) 264,945 shares of Common Stock that are beneficially owned by Stone Street. The shares of Common Stock that may be deemed to be beneficially owned by Stone Street represent approximately 0.3% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company. The foregoing percentage was calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act, which specifically excludes from such calculation all securities not outstanding which are

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subject to options, warrants, rights or conversion privileges and which are beneficially owned by any person other than Stone Street.

As of February 28, 2006, LXH Corp. may be deemed to beneficially own 1.45 shares of Common Stock, that also may be deemed to be beneficially owned by LXH, LXH L.P. and GS Capital. The shares of Common Stock that may be deemed to be beneficially owned by LXH Corp. represent less than 0.1% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company.

As of February 28, 2006, LXH L.P. may be deemed to beneficially own 1.69 shares of Common Stock, that also may be deemed to be beneficially owned by LXH and GS Capital. The shares of Common Stock that may be deemed to be beneficially owned by LXH L.P. represent less than 0.1% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company.

As of February 28, 2006, LXH beneficially owns 42 shares of Common Stock. The shares of Common Stock beneficially owned by LXH represent less than 0.1% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company.

As of February 28, 2006, LXH II beneficially owns 32 shares of Common Stock. The shares of Common Stock beneficially owned by LXH II represent less than 0.1% of the outstanding shares of Common Stock, based on there being 93,038,134 shares of Common Stock outstanding as of February 23, 2006, which number of shares outstanding was provided by the Company.

None of the Filing Persons or, to their knowledge, the persons listed on Schedules I, II-A-i, II-A-ii, II-B-i, II-B-ii, II-C or II-D hereto, beneficially owns any shares of Common Stock other than as set forth herein.

(b) Each Filing Person shares the power to vote or direct the vote and to dispose or to direct the disposition of shares of Common Stock beneficially owned by such Filing Person as indicated above.

(c) Except as described above, no transactions in the shares of Common Stock were effected by the Filing Persons, or, to their knowledge, any of the persons listed on Schedules I, II-A-i, II-A-ii, II-B-i, II-B-ii, II-C or II-D hereto, since the most recent filing on Schedule 13D by the Filing Persons relating to the Common Stock.

(d) Except for clients of Goldman Sachs who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock held in managed accounts, no other person is known by any Filing Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by any Filing Person.

(e) Not applicable.

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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.

March 2, 2006

THE GOLDMAN SACHS GROUP, INC.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. OHG

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By: /s/Roger S. Begelman

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Name: Roger S. Begelman
Title: Attorney-in-fact

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET 2000, L.L.C.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000, L.P.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 GMBH & CO.
BETEILIGUNGS KG

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

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By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

LXH HOLDINGS CORP.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

LXH HOLDINGS, L.P.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

LXH, L.L.C.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

LXH II, L.L.C.

By: /s/Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

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SCHEDULE II-A-i

Schedule II-A-i is hereby amended and restated in its entirety as follows:

The name, position and present principal occupation of each executive officer of GS Advisors 2000, L.L.C., the sole general partner of each of GS Capital Partners 2000, L.P. and GS Capital Partners 2000 Offshore, L.P., are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Richard S. Sharp, Hughes B. Lepic, Robert R. Gheewalla, Sanjay H. Patel, Steffen J. Kastner, Bjorn P. Killmer, Benoit Valentin, Ulrika Werdelin, Sang Gyun Ahn and Martin Hintze is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of Mary Nee, Hsueh J. Sung and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Joseph P. DiSabato is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Ankur A. Sahu is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan.

All executive officers listed below are United States citizens, except as follows: Richard S. Sharp and Sarah E. Smith are citizens of the United Kingdom; Hughes B. Lepic and Benoit Valentin are citizens of France; Adrian M. Jones is a citizen of Ireland; Bjorn P. Killmer, Steffen J. Kastner and Martin Hintze are citizens of Germany; Hsueh Sung is a citizen of Taiwan, Ankur A. Sahu is a citizen of India, Sang Gyun Ahn is a citizen of South Korea and Ulrika Werdelin is a citizen of Sweden.

Name	Position	Present Principal Occupation
Richard A. Friedman	President	Managing Director of Goldman, Sachs
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs
Henry Cornell	Vice President	Managing Director of Goldman, Sachs
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs
Esta E. Stecher	Assistant Secretary	Managing Director of Goldman, Sachs
Sanjeev K. Mehra	Vice President	Managing Director of Goldman, Sachs
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs
Sanjay H. Patel	Vice President	Managing Director of Goldman Sachs
Hsueh J. Sung	Vice President	Managing Director of Goldman Sachs
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs
Elizabeth C. Fascitelli	Treasurer	Managing Director of Goldman, Sachs
David J. Greenwald	Assistant Secretary	Managing Director of Goldman, Sachs
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs
Sarah E. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs
Gerald J. Cardinale	Vice President	Managing Director of Goldman, Sachs
Stephen S. Trevor	Vice President	Managing Director of Goldman, Sachs
Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs
Robert R. Gheewalla	Vice President	Managing Director of Goldman Sachs
Ben I. Adler	Vice President	Managing Director of Goldman, Sachs
Melina E. Higgins	Vice President	Managing Director of Goldman, Sachs
Adrian M. Jones	Vice President	Managing Director of Goldman, Sachs
John E. Bowman	Vice President	Managing Director of Goldman, Sachs
Katherine B. Enquist	Vice President/Secretary	Managing Director of Goldman, Sachs

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Beverly L. O'Toole	Assistant Secretary	Vice President and Associate General
Matthew E. Tropp	Assistant Secretary	Vice President and Associate General
Mitchell S. Weiss	Vice President	Vice President of Goldman, Sachs &
Mary Nee	Vice President	Executive Director of Goldman Sachs
Ulrika Werdelin	Vice President	Managing Director of Goldman Sachs
Kenneth A. Pontarelli	Vice President	Managing Director of Goldman, Sachs
Steffen J. Kastner	Vice President	Managing Director of Goldman Sachs
Stuart A. Katz	Vice President	Managing Director of Goldman, Sachs
Bjorn P. Killmer	Vice President	Managing Director of Goldman Sachs
Benoit Valentin	Vice President	Managing Director of Goldman Sachs
Sang Gyun Ahn	Vice President	Managing Director of Goldman Sachs
Martin Hintze	Vice President	Managing Director of Goldman Sachs
Michael E. Koester	Vice President	Managing Director of Goldman, Sachs
Ankur A. Sahu	Vice President	Managing Director of Goldman Sachs
Andrew E. Wolff	Vice President	Managing Director of Goldman Sachs
Christine Serfin	Vice President	Vice President of Goldman, Sachs &
Julie Abraham	Assistant Secretary	Vice President and Assistant General

SCHEDULE II-A-ii

Schedule II-A-ii is hereby amended and restated in its entirety as follows:

The name and principal occupation of each member of the Principal Investment Area Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing GS Advisors 2000, L.L.C., GS Capital Partners 2000, L.P., GS Capital Partners 2000 Offshore, L.P., GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, GS Capital Partners 2000 Employee Fund, L.P. and Stone Street Fund 2000, L.P., are set forth below.

The business address for each member listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Richard S. Sharp, Robert R. Gheewalla, Hughes B. Lepic and Sanjay H. Patel is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Hsueh J. Sung is 68/F Cheung Kong Centre, Hong Kong.

All members listed below are United States citizens, except as follows: Richard S. Sharp and Sarah E. Smith are citizens of the United Kingdom; Hughes B. Lepic is a citizen of France; Adrian M. Jones is a citizen of Ireland and Hsueh Sung is a citizen of Taiwan.

Name	Present Principal Occupation
Peter M. Sacerdote	Advisory Director of Goldman, Sachs & Co.
Richard A. Friedman	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director of Goldman, Sachs & Co.
Richard S. Sharp	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Managing Director of Goldman, Sachs & Co.
Joe DiSabato	Managing Director of Goldman, Sachs & Co.
Adrian M. Jones	Managing Director of Goldman, Sachs & Co.
Peter G. Sachs	Senior Director of The Goldman Sachs Group, Inc.
Scott Kapnick	Managing Director of Goldman, Sachs & Co.

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Melina E. Higgins	Managing Director of Goldman, Sachs & Co.
Hsueh J. Sung	Managing Director of Goldman Sachs (Asia) L.L.C.
Ben I. Adler	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Managing Director of Goldman, Sachs & Co.
Sarah E. Smith	Managing Director of Goldman, Sachs & Co.
Stephen S. Trevor	Managing Director of Goldman, Sachs & Co.
Robert R. Gheewalla	Managing Director of Goldman, Sachs International
Hughes B. Lepic	Managing Director of Goldman, Sachs International
Gerald J. Cardinale	Managing Director of Goldman, Sachs & Co.
Sanjay H. Patel	Managing Director of Goldman, Sachs International

SCHEDULE II-C

The name, position and present principal occupation of each executive officer of Stone Street 2000, L.L.C., the sole general partner of Stone Street Fund 2000, L.P., are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Richard S. Sharp, Hughes B. Lepic, Robert R. Gheewalla, Sanjay H. Patel, Steffen J. Kastner, Bjorn P. Killmer, Benoit Valentin, Ulrika Werdelin, Sang Gyun Ahn and Martin Hintze is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of Mary Nee, Hsueh J. Sung and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Joseph P. DiSabato is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Ankur A. Sahu is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan.

All executive officers listed below are United States citizens, except as follows: Richard S. Sharp and Sarah E. Smith are citizens of the United Kingdom; Hughes B. Lepic and Benoit Valentin are citizens of France; Adrian M. Jones is a citizen of Ireland; Bjorn P. Killmer, Steffen J. Kastner and Martin Hintze are citizens of Germany; Ulrika Werdelin is a citizen of Sweden, Hsueh J. Sung is a citizen of Taiwan, Ankur A. Sahu is a citizen of India and Sang Gyun Ahn is a citizen of South Korea.

Name	Position	Present Principal Occupation
Peter M. Sacerdote	Chairman/President	Advisory Director of Goldman, Sachs
Peter G. Sachs	Vice President	Senior Director of The Goldman Sachs
Richard A. Friedman	Vice President	Managing Director of Goldman, Sachs
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs
Henry Cornell	Vice President	Managing Director of Goldman, Sachs
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs
Esta E. Stecher	Vice President/Assistant Secretary	Managing Director of Goldman, Sachs
Sanjeev K. Mehra	Vice President/Treasurer	Managing Director of Goldman, Sachs
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs
Hsueh J. Sung	Vice President	Managing Director of Goldman Sachs
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs
Elizabeth C. Fascitelli	Vice President	Managing Director of Goldman, Sachs
David J. Greenwald	Vice President/Assistant Secretary	Managing Director of Goldman, Sachs
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs

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Sarah E. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs
Stephen S. Trevor	Vice President	Managing Director of Goldman, Sachs
Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs
Robert R. Gheewalla	Vice President	Managing Director of Goldman Sachs
Sanjay H. Patel	Vice President	Managing Director of Goldman Sachs
Ben I. Adler	Vice President	Managing Director of Goldman, Sachs
Melina E. Higgins	Vice President	Managing Director of Goldman, Sachs
John E. Bowman	Vice President	Managing Director of Goldman, Sachs
Carrie Teret	Vice President	Vice President of Goldman, Sachs &
Katherine B. Enquist	Vice President/Secretary	Managing Director of Goldman, Sachs
Beverly L. O'Toole	Assistant Secretary	Vice President and Associate Genera
Mitchell S. Weiss	Vice President	Vice President of Goldman, Sachs &
Matthew E. Tropp	Assistant Secretary	Vice President and Associate Genera
Mary Nee	Vice President	Executive Director of Goldman Sachs
Richard J. Stingi	Vice President	Vice President of Goldman, Sachs &
Ulrika Werdelin	Vice President	Managing Director of Goldman Sachs
Gerald J. Cardinale	Vice President	Managing Director of Goldman, Sachs
Adrian M. Jones	Vice President	Managing Director of Goldman, Sachs
Kenneth A. Pontarelli	Vice President	Managing Director of Goldman, Sachs
Steffen J. Kastner	Vice President	Managing Director of Goldman Sachs
Stuart A. Katz	Vice President	Managing Director of Goldman, Sachs
Bjorn P. Killmer	Vice President	Managing Director of Goldman Sachs
Benoit Valentin	Vice President	Managing Director of Goldman Sachs
Sang Gyun Ahn	Vice President	Managing Director of Goldman Sachs
Martin Hintze	Vice President	Managing Director of Goldman Sachs
Michael E. Koester	Vice President	Managing Director of Goldman Sachs
Ankur A. Sahu	Vice President	Managing Director of Goldman Sachs
Andrew E. Wolff	Vice President	Managing Director of Goldman Sachs
Christine Serfin	Vice President	Vice President of Goldman, Sachs &
Julie Abraham	Assistant Secretary	Vice President and Assistant Genera

SCHEDULE II-D

Schedule II-D is hereby amended and restated in its entirety as follows:

The name, position and present principal occupation of each executive officer of GS Employee Funds 2000 GP, L.L.C., the sole general partner of GS Capital Partners 2000 Employee Fund, L.P., are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004, except as follows: The business address of Richard S. Sharp, Hughes B. Lopic, Robert R. Gheewalla, Sanjay H. Patel, Steffen J. Kastner, Bjorn P. Killmer, Benoit Valentin, Ulrika Werdelin, Sang Gyun Ahn and Martin Hintze is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of Mary Nee, Hsueh J. Sung and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Joseph P. DiSabato is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Ankur A. Sahu is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan. All executive officers listed below are United States citizens, except as follows: Richard S. Sharp and Sarah E. Smith are citizens of the United Kingdom, Hughes B. Lopic and Benoit Valentin are citizens of France, Adrian M. Jones is a citizen of Ireland, Steffen J. Kastner, Bjorn P. Killmer and Martin Hitze are citizens of Germany, Ulrika Werdelin is a

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citizen of Sweden and Hsueh J. Sung is a citizen of Taiwan, Ankur A. Sahu is a citizen of India and Sang Gyun Ahn is a citizen of South Korea.

Name	Position	Present Principal Occupation
Richard A. Friedman	President	Managing Director of Goldman, Sachs
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs
Henry Cornell	Vice President	Managing Director of Goldman, Sachs
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs
Esta E. Stecher	Vice President/Assistant Secretary	Managing Director of Goldman, Sachs
Sanjeev K. Mehra	Vice President/Treasurer	Managing Director of Goldman, Sachs
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs
Hsueh J. Sung	Vice President	Managing Director of Goldman Sachs
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs
Elizabeth C. Fascitelli	Vice President	Managing Director of Goldman, Sachs
David J. Greenwald	Vice President/Assistant Secretary	Managing Director of Goldman, Sachs
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs
Sarah E. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs
Gerald J. Cardinale	Vice President	Managing Director of Goldman, Sachs
Stephen S. Trevor	Vice President	Managing Director of Goldman, Sachs
Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs
Robert R. Gheewalla	Vice President	Managing Director of Goldman Sachs
Sanjay H. Patel	Vice President	Managing Director of Goldman Sachs
Ben I. Adler	Vice President	Managing Director of Goldman, Sachs
Melina E. Higgins	Vice President	Managing Director of Goldman, Sachs
Adrian M. Jones	Vice President	Managing Director of Goldman, Sachs
John E. Bowman	Vice President	Managing Director of Goldman, Sachs
Katherine B. Enquist	Vice President/Secretary	Managing Director of Goldman, Sachs
Beverly L. O'Toole	Assistant Secretary	Vice President and Associate General Counsel
Carrie Teret	Vice President	Vice President of Goldman, Sachs
Mitchell S. Weiss	Vice President	Vice President of Goldman, Sachs
Mary Nee	Vice President	Executive Director of Goldman Sachs
Matthew E. Tropp	Assistant Secretary	Vice President and Associate General Counsel
Richard J. Stingi	Vice President	Vice President of Goldman, Sachs
Ulrika Werdelin	Vice President	Managing Director of Goldman Sachs
Kenneth A. Pontarelli	Vice President	Managing Director of Goldman, Sachs
Steffen J. Kastner	Vice President	Managing Director of Goldman Sachs
Stuart A. Katz	Vice President	Managing Director of Goldman, Sachs
Bjorn P. Killmer	Vice President	Managing Director of Goldman Sachs
Benoit Valentin	Vice President	Managing Director of Goldman Sachs
Sang Gyun Ahn	Vice President	Managing Director of Goldman Sachs
Martin Hintze	Vice President	Managing Director of Goldman Sachs
Michael E. Koester	Vice President	Managing Director of Goldman, Sachs
Ankur A. Sahu	Vice President	Managing Director of Goldman Sachs
Andrew E. Wolff	Vice President	Managing Director of Goldman Sachs
Christine Serfin	Vice President	Vice President of Goldman, Sachs
Julie Abraham	Assistant Secretary	Vice President and Assistant General Counsel