

XYRATEX LTD  
Form SC 13G  
February 14, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 13G**

**Information Statement pursuant to Rules 13d-1 and 13d-2**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**XYRATEX LTD**

(Name of Issuer)

**Common shares, par value \$0.01 per share**

(Title of Class of Securities)

**G98268-10-8**

(CUSIP Number)

**December 31, 2004**

(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 disclosures provided in a prior cover page.

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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 that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. G98268-10-8

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Hg Pooled Management Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)    
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
England
5. Sole Voting Power  
7,536,048
6. Shared Voting Power  
0
7. Sole Dispositive Power  
7,536,048
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,536,048
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)   
N/A
11. Percent of Class Represented by Amount in Row (9)  
26.7%
12. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

**Item 1.**

- (a) Name of Issuer  
Xyratex Ltd
- (b) Address of Issuer's Principal Executive Offices  
Langstone Road, Havant PO9 1SA, United Kingdom

**Item 2.**

- (a) Name of Person Filing  
Hg Pooled Management Limited
- (b) Address of Principal Business Office or, if none, Residence  
3rd Floor, Minerva House, 3-5 Montague Close, London SE1 9BB UNITED KINGDOM
- (c) Citizenship  
England
- (d) Title of Class of Securities  
Common shares, par value \$0.01 per share
- (e) CUSIP Number  
Not applicable

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).  
Not Applicable

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
  
7,536,048
- (b) Percent of class:  
  
26.7%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  
  
7,536,048
  - (ii) Shared power to vote or to direct the vote  
  
0
  - (iii) Sole power to dispose or to direct the disposition of  
  
7,536,048
  - (iv) Shared power to dispose or to direct the disposition of  
  
0

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Hg Pooled Management Limited is a subsidiary of Hg Investment Managers Limited. Please see separate Schedule 13G filed by Hg Investment Managers Limited, a subsidiary of HgCapital LLP, filed as of the date hereof.

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

Not Applicable

## 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.

February 14, 2005  
Date

/s/ Frances Jacob  
Signature

Frances Jacob / Director  
Name/Title

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Hg Pooled Management Limited

Minutes of a meeting of the Board of Directors held at Minerva House, 3-5 Montague Close, London on 11<sup>th</sup> November 2004

Present: Frances Jacob (Chairman)  
Jeremy Sharman

In Attendance: John Kitching

Signing Authority

IT WAS REPORTED TO THE MEETING THAT:

Certain individuals were required to negotiate, settle the terms and execute agreements to which the Company was a party in connection with certain investing and divesting activities delegated to the Company by Merrill Lynch Investment Managers Limited.

It was proposed to authorise certain officials to sign all such agreements (and to carry out such acts and do such things as may be considered necessary or desirable in connection therewith) for and on behalf of the Company.

IT WAS RESOLVED:-

THAT any two of the signatories set out below, one of whom must be a director, be and are hereby authorised and empowered to negotiate, agree the terms of and execute agreements and deeds for and on behalf of the Company (and to carry out such acts and do such things as may be considered necessary or desirable in connection therewith) on behalf of its clients and in connection with any and all investment and divestment activities delegated to the Company by Merrill Lynch Investment Managers Limited.

| Name            | Signing Authority Level |
|-----------------|-------------------------|
| Ian Armitage    | Director                |
| Frances Jacob   | Director                |
| Jeremy Sharman  | Director                |
| Lisa Stone      | Director                |
| Nicholas Turner | Director                |
| Lindsay Dibden  | Director                |

Signature

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|                   |                    |
|-------------------|--------------------|
| Nicholas Martin   | Director           |
| Nic Humphries     | Director           |
| Stephen Bough     | Director           |
| Richard Mathews   | Associate Director |
| Ben Hewetson      | Associate Director |
| Jill Ridley Smith | Associate Director |
| Robin Lincoln     | Associate Director |
| Phillip Schwalber | Associate Director |
| Alex Shivananda   | Associate Director |
| Emma Tinker       | Associate Director |
| Stuart Widdowson  | Associate Director |

THAT the above authority shall cease in respect of an official immediately that any such official ceases to be authorised by the FSA in relation to the activities of the company.

/s/ Frances Jacob  
Chairman

Third Floor, Minerva House, 3-5 Montague Close, London SE1 9BB  
Tel: +44 (0)20 7089 7888 Fax: +44 (0)20 7089 7999 [www.hgcapital.net](http://www.hgcapital.net)

Registered in England No. 2055886. Registered office as above. VAT No. VB 766 4088 06. Regulated by the FSA.

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**HgCapital Investment Managers Limited**

**HgPooled Management Limited**

| <b>Name</b>     | <b>Signature</b>    | <b>Signing Authority Level</b> |
|-----------------|---------------------|--------------------------------|
| Ian Armitage    | /s/ Ian Armitage    | Director                       |
| Frances Jacob   | /s/ Frances Jacob   | Director                       |
| Jeremy Sharman  | /s/ Jeremy Sharman  | Director                       |
| Lisa Stone      | /s/ Lisa Stone      | Director                       |
| Nicholas Turner | /s/ Nicholas Turner | Director                       |
| Lindsay Dibden  | /s/ Lindsay Dibden  | Director                       |
| Nicholas Martin | /s/ Nicholas Martin | Director                       |

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| <b>Name</b>       | <b>Signature</b>      | <b>Signing Authority Level</b> |
|-------------------|-----------------------|--------------------------------|
| Nic Humphries     | /s/ Nic Humphries     | Director                       |
| Stephen Bough     | /s/ Stephen Bough     | Director                       |
| Richard Mathews   | /s/ Richard Mathews   | Associate Director             |
| Ben Hewetson      | /s/ Ben Hewetson      | Associate Director             |
| Jill Ridley-Smith | /s/ Jill Ridley-Smith | Associate Director             |
| Robin Lincoln     | /s/ Robin Lincoln     | Associate Director             |
| Phillip Schwalber | /s/ Phillip Schwalber | Associate Director             |

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| <b>Name</b>      | <b>Signature</b>     | <b>Signing Authority Level</b> |
|------------------|----------------------|--------------------------------|
| Alex Shivananda  | /s/ Alex Shivananda  | Associate Director             |
| Emma Tinker      | /s/ Emma Tinker      | Associate Director             |
| Stuart Widdowson | /s/ Stuart Widdowson | Associate Director             |

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