

lululemon athletica inc.
Form SC 13D/A
October 11, 2016

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

lululemon athletica inc.

(Name of Issuer)

Common Stock, par value \$0.005

(Title of Class of Securities)

550021109

(CUSIP Number)

Richard Terranova, Director of Portfolio Administration 617-951-9400
c/o Advent International Corporation
75 State Street, 29th Floor
Boston, MA 02109

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

October 7, 2016

(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).

13D

NAME OF REPORTING PERSONS

1

Advent International Corporation

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

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

20,105,279*

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

None

SOLE DISPOSITIVE POWER

9

20,105,279*

SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

20,105,279*

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

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

15.80%*

14 TYPE OF REPORTING PERSON
CO, IA

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

NAME OF REPORTING PERSONS

1

Advent International GPE VII, LLC

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

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

20,105,279*

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

None

SOLE DISPOSITIVE POWER

9

20,105,279*

SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

20,105,279*

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

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

15.80%*

14 TYPE OF REPORTING PERSON
OO

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

3

NAME OF REPORTING PERSONS

1

Advent Puma Acquisition Limited

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

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

19,510,003*

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

None

SOLE DISPOSITIVE POWER

9

19,510,003*

SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

19,510,003*

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

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

15.33%*

14 TYPE OF REPORTING PERSON
OO

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

4

NAME OF REPORTING PERSONS

1

GPE VII GP Limited Partnership

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

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

6,810,061 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

None

SOLE DISPOSITIVE POWER

9

6,810,061 *

SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

6,810,061 *

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

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

5.35%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

5

NAME OF REPORTING PERSONS

1 Advent International GPE VII-A
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Cayman Islands

SOLE VOTING POWER

7 2,345,401 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 2,345,401 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 2,345,401 *

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

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

1.84%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

6

NAME OF REPORTING PERSONS

1 Advent International GPE VII-E
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Cayman Islands

SOLE VOTING POWER

7 4,145,147 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 4,145,147 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 4,145,147 *

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

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

3.26%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

7

NAME OF REPORTING PERSONS

1 Advent International GPE VII-H
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Cayman Islands

SOLE VOTING POWER

7 319,513 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 319,513 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 319,513 *

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

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

0.25%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

8

NAME OF REPORTING PERSONS

1 Advent International GPE VII Limited
Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 2,534,069 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 2,534,069 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 2,534,069 *

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

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

1.99%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

9

NAME OF REPORTING PERSONS

1 Advent International GPE VII-B
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 5,752,805 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 5,752,805 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 5,752,805 *

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

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

4.52%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

10

NAME OF REPORTING PERSONS

1 Advent International GPE VII-C
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 1,828,736 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 1,828,736 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 1,828,736 *

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

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

1.44%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

11

NAME OF REPORTING PERSONS

1 Advent International GPE VII-D
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 1,516,702 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 1,516,702 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 1,516,702 *

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

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

1.19%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

12

NAME OF REPORTING PERSONS

1 Advent International GPE VII-F
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 533,815 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 533,815 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 533,815 *

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

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

0.42%*

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

13

NAME OF REPORTING PERSONS

1 Advent International GPE VII-G
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 533,815 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 533,815 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 533,815 *

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

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

0.42%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

14

NAME OF REPORTING PERSONS

1 GPE VII GP (Delaware) Limited
Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 12,699,942 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 12,699,942 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 12,699,942 *

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

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

9.98%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

15

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII Limited
Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 8,947 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 8,947 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 8,947 *

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

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

0.01%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

16

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII Cayman
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Cayman Islands

SOLE VOTING POWER

7 194,921 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 194,921 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 194,921 *

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

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

0.15%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

17

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII - A Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 21,412 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 21,412 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 21,412 *

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

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

0.02%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

18

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII - A Cayman
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Cayman Islands

SOLE VOTING POWER

7 51,550 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 51,550 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 51,550 *

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

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

0.04%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

19

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII - B Cayman
Limited Partnership

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Cayman Islands

SOLE VOTING POWER

7

212,613 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

8

None

9 SOLE DISPOSITIVE POWER

9

212,613 *

10 SHARED DISPOSITIVE POWER

10

None

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

212,613 *

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

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

0.17%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

20

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII 2014 Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 12,304 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 12,304 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 12,304 *

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

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

0.01%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

21

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII 2014 Cayman
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Cayman Islands

SOLE VOTING POWER

7 34,983 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 34,983 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 34,983 *

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

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

0.03%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

22

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII - A 2014
Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 33,877 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 33,877 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 33,877 *

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

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

0.03%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

23

NAME OF REPORTING PERSONS

1 Advent Partners GPE VII - A 2014
Cayman Limited Partnership

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

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 Cayman Islands

SOLE VOTING POWER

7 24,669 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8 None

SOLE DISPOSITIVE POWER

9 24,669 *

SHARED DISPOSITIVE POWER

10 None

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11 24,669 *

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

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

0.02%*

14 TYPE OF REPORTING PERSON
PN

* See Item 5 of this Amendment No. 2 to Schedule 13D for discussion of calculation of beneficial ownership and percentage ownership. Percentage ownership calculations are based on 127,262,705 outstanding shares of common stock, par value \$0.005 per share, of lululemon athletica inc. (the "Common Stock") as of August 29, 2016 (as reported in the Issuer's Form 10-Q filed with the SEC on September 1, 2016).

24

This Amendment No. 2 (“Amendment No. 2”) amends the Statement on Schedule 13D first filed on August 18, 2014, and as amended (the “Schedule 13D”), and is jointly filed by the Reporting Persons (as defined in Item 2 below) with respect to the Common Stock, par value \$0.005 per share (the “Common Stock”), of lululemon athletica inc., (the “Corporation” or the “Issuer”). Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 5. Interests in the Securities of the Issuer.

Item 5 of the Schedule 13D is supplemented as follows:

(a) and (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment No. 2 as of the close of business on October 7, 2016, are incorporated herein by reference. As of the close of business on October 7, 2016, the Reporting Persons beneficially owned in the aggregate 20,105,279 shares of Common Stock, representing approximately 15.80% of the shares of Common Stock outstanding. Percentage ownership calculations are based on 127,262,705 outstanding shares of Common Stock as of August 29, 2016 (as reported in the Issuer’s Form 10-Q filed with the SEC on September 1, 2016). The shares of Common Stock beneficially owned by the Reporting Persons as of close of business on October 7, 2016, were held directly as follows: APAL (19,510,003 shares); Advent Partners GPE VII Limited Partnership (8,947 shares); Advent Partners GPE VII Cayman Limited Partnership (194,921 shares); Advent Partners GPE VII-A Limited Partnership (21,412 shares); Advent Partners GPE VII-A Cayman Limited Partnership (51,550 shares); Advent Partners GPE VII-B Cayman Limited Partnership (212,613 shares); Advent Partners GPE VII 2014 Limited Partnership (12,304 shares); Advent Partners GPE VII 2014 Cayman Limited Partnership (34,983 shares); Advent Partners GPE VII-A 2014 Limited Partnership (33,877 shares); and Advent Partners GPE VII-A 2014 Cayman Limited Partnership (24,669 shares).

As of the close of business on August 29, 2016 (as reported in the Issuer’s Form 10-Q filed with the SEC on September 1, 2016), the Issuer also had outstanding 9,784,239 shares of special voting stock, through which the holders of exchangeable shares of Lulu Canadian Holding, Inc. may exercise their voting rights with respect to the Issuer. The special voting stock and the Common Stock generally vote together as a single class on all matters on which the Common Stock is entitled to vote. Accordingly, as of the close of business on October 7, 2016, the 20,105,279 shares of Common Stock beneficially owned in the aggregate by the Reporting Persons represented approximately 14.67% of the shares of the voting power of the Issuer’s shares of Common Stock and special voting stock outstanding.

The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this Amendment No. 2. The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3 of the Exchange Act.

Edgar Filing: lululemon athletica inc. - Form SC 13D/A

Reporting Persons	Number of Shares Beneficially Owned	Percentage of Common Stock Outstanding
Advent International Corporation (1) (2) (3)	20,105,279	15.80 %
Advent International GPE VII, LLC (1) (2) (3)	20,105,279	15.80 %
Advent Puma Acquisition Limited (4)	19,510,003	15.33 %
GPE VII GP (Delaware) Limited Partnership (1) (2)	12,699,942	9.98 %
GPE VII GP Limited Partnership (1) (3)	6,810,061	5.35 %
Advent Partners GPE VII - A Limited Partnership (1)	21,412	0.02 %

Reporting Persons	Number of Shares Beneficially Owned	Percentage of Common Stock Outstanding
Advent Partners GPE VII - A Cayman Limited Partnership (1)	51,550	0.04 %
Advent Partners GPE VII - B Cayman Limited Partnership (1)	212,613	0.17 %
Advent Partners GPE VII 2014 Limited Partnership (1)	12,304	0.01 %
Advent Partners GPE VII 2014 Cayman Limited Partnership (1)	34,983	0.03 %
Advent Partners GPE VII - A 2014 Limited Partnership (1)	33,877	0.02 %
Advent Partners GPE VII - A 2014 Cayman Limited Partnership (1)	24,669	0.02 %
Advent Partners GPE VII Limited Partnership (1)	8,947	0.01 %
Advent Partners GPE VII Cayman Limited Partnership (1)	194,921	0.15 %
Advent International GPE VII-A Limited Partnership (3)	2,345,401	1.84 %
Advent International GPE VII-E Limited Partnership (3)	4,145,147	3.26 %
Advent International GPE VII-H Limited Partnership (3)	319,513	0.25 %
Advent International GPE VII Limited Partnership (2)	2,534,069	1.99 %
Advent International GPE VII-B Limited Partnership (2)	5,752,805	4.52 %
Advent International GPE VII-C Limited Partnership (2)	1,828,736	1.44 %
Advent International GPE VII-D Limited Partnership (2)	1,516,702	1.19 %
Advent International GPE VII-F Limited Partnership (2)	533,815	0.42 %
Advent International GPE VII-G Limited Partnership (2)	533,815	0.42 %
Total Group	20,105,279	15.80 %

AIC is the Manager of Advent International GPE VII, LLC (“AIGPE VII LLC”) which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities beneficially owned by: Advent Partners GPE VII Limited Partnership; Advent Partners GPE VII Cayman Limited Partnership; Advent Partners GPE VII - A Limited Partnership; Advent Partners GPE VII - A Cayman Limited Partnership; Advent Partners GPE VII - B Cayman Limited Partnership; Advent Partners GPE VII 2014 Limited Partnership; Advent Partners GPE VII 2014 Cayman Limited Partnership; Advent Partners GPE VII - A 2014 Limited Partnership; Advent Partners GPE VII - A 2014 Cayman Limited Partnership. The beneficial ownership of AIC and AIGPE VII LLC derive from such power.

AIC is the Manager of AIGPE VII LLC which in turn is the General Partner of GPE VII GP (Delaware) Limited Partnership (“GPEVII GP (Del)”) which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities beneficially owned by Advent International GPE VII (2)Limited Partnership, Advent International GPE VII-B Limited Partnership, Advent International GPE VII-C Limited Partnership, Advent International GPE VII-D Limited Partnership, Advent International GPE VII-F Limited Partnership, and Advent International GPE VII-G Limited Partnership. The beneficial ownership of AIC, AIGPE VII LLC and GPEVII GP (Del) derive from such power.

AIC is the Manager of AIGPE VII LLC which in turn is the General Partner of GPE VII GP Limited Partnership (“GPEVII GP”) which in turn is the General Partner of the indicated Reporting Persons. As such, AIC has the sole (3)power to vote and dispose of the securities beneficially owned by Advent International GPE VII-A Limited Partnership, Advent International GPE VII-E Limited Partnership, and Advent International GPE VII-H Limited Partnership. The beneficial ownership of AIC, AIGPE VII LLC and GPEVII GP derive from such power.

(4)The owners of APAL are the Advent Funds other than the Specified Advent Funds.

On account of certain voting agreements in the Support Agreement, the Reporting Persons may be deemed (i) to constitute a “group” (within the meaning of Section 13(d)(3) of the Exchange Act), with Mr. Wilson and (ii) to beneficially own shares of Common Stock that may be beneficially owned by Mr. Wilson. It is the understanding of the Reporting Persons that Mr. Wilson makes filings on Schedule 13G under the Exchange Act with respect to the Common Stock. To the Reporting Persons’ knowledge, Mr. Wilson beneficially owned 20,109,131 shares of Common Stock as of December 31, 2015 (as reported in Mr. Wilson’s amended Schedule 13G filing, filed with the SEC on February 9, 2016), the Reporting Persons and Mr. Wilson, in the aggregate, then beneficially own 40,214,410 shares of Common Stock, representing approximately 29.35% of the Common Stock outstanding. Except for the foregoing sentence, all beneficial ownership and percentage ownership figures in this Amendment No. 2 do not include any shares owned by Mr. Wilson. Neither the filing of this Amendment No. 2 nor any of its contents shall be deemed to constitute an admission that any Reporting Person or any of its affiliates is the beneficial owner of shares of Common Stock owned by Mr. Wilson for purposes of Section 13(d) of the Exchange Act, or for any other purpose. Except for the Purchased Shares, the Reporting Persons have no economic interest in any shares of Common Stock beneficially owned by Mr. Wilson.

To the Reporting Persons’ knowledge, none of the directors or executive officers of the Reporting Person listed on Schedule A to this Amendment No. 2 beneficially owned shares of Common Stock as of the close of business on October 7, 2016, except that Mr. Mussafer beneficially owned 51,844 shares of Common Stock, and Mr. Collins beneficially owned 15,530 shares of Common Stock.

(c) No Reporting Person has effected any transactions in the Common Stock during the past 60 days. To the Reporting Persons’ knowledge, none of the directors or executive officers of the Reporting Person listed on Schedule A to this Amendment No. 2 effected any transactions in the Common Stock during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

On October 17, 2014, APAL entered into a Margin Loan Agreement with JPMorgan Chase Bank, N.A., London Branch, (“JP Morgan”) and related security documents (collectively, the “Loan Documents”), pursuant to which APAL is entitled to borrow up to \$242,600,000 (the “Borrowed Amount”). Under the terms of the Loan Documents, APAL agreed to pledge and grant a security interest in certain collateral, which includes 19,510,003 shares of Common Stock (the “Pledged Shares”), in favor of JP Morgan as security for the Borrowed Amount. On October 7, 2016, the Margin Loan Agreement was amended to increase the Borrowed Amount to \$392,600,000 (with no change in the number of Pledged Shares), to extend the maturity date, and to modify other commercial terms. As amended, the loans mature on or about October 7, 2020, but upon the occurrence of certain events that are customary with this type of loan, JP

Morgan may exercise its right to require APAL to pre-pay the Borrowed Amount, post additional collateral or foreclose on, and dispose of, the Pledged Shares in accordance with the Loan Documents.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 11, 2016

Advent International GPE VII-A Limited Partnership
Advent International GPE VII-E Limited Partnership
Advent International GPE VII-H Limited Partnership
By: GPE VII GP Limited Partnership, General Partner
By: Advent International GPE VII, LLC, General Partner
By: Advent International Corporation, Manager
By: Richard Terranova, Director of Portfolio Administration*

Advent International GPE VII Limited Partnership
Advent International GPE VII-B Limited Partnership
Advent International GPE VII-C Limited Partnership
Advent International GPE VII-D Limited Partnership
Advent International GPE VII-F Limited Partnership
Advent International GPE VII-G Limited Partnership
By: GPE VII GP (Delaware) Limited Partnership, General Partner
By: Advent International GPE VII, LLC, General Partner
By: Advent International Corporation, Manager
By: Richard Terranova, Director of Portfolio Administration*

Advent Partners GPE VII Limited Partnership
Advent Partners GPE VII Cayman Limited Partnership
Advent Partners GPE VII - A Limited Partnership
Advent Partners GPE VII - A Cayman Limited Partnership
Advent Partners GPE VII - B Cayman Limited Partnership
Advent Partners GPE VII 2014 Limited Partnership
Advent Partners GPE VII 2014 Cayman Limited Partnership
Advent Partners GPE VII - A 2014 Limited Partnership
Advent Partners GPE VII - A 2014 Cayman Limited Partnership
By: Advent International GPE VII, LLC, General Partner
By: Advent International Corporation, Manager
By: Richard Terranova, Director of Portfolio Administration*

GPE VII GP Limited Partnership
GPE VII GP (Delaware) Limited Partnership
By: Advent International GPE VII, LLC, General Partner
By: Advent International Corporation, Manager
By: Richard Terranova, Director of Portfolio Administration*

Advent International GPE VII, LLC

By: Advent International Corporation, Manager

By: Richard Terranova, Director of Portfolio Administration*

Advent International Corporation

By: Richard Terranova, Director of Portfolio Administration*

*For all of the above:

By: /s/ Richard Terranova

Richard Terranova, Director of Portfolio Administration

Advent Puma Acquisition Limited

By: /s/ Michael Ristaino

Michael Ristaino, Director

SCHEDULE A

I. Advent International Corporation

The name and present principal occupation of each executive officer and director of Advent International Corporation is set forth below. The business address of each executive officer and director of Advent International Corporation is c/o Advent International Corporation, 75 State Street, Boston, Massachusetts 02109. All of the persons other than Ralf Huep, James G. A. Brocklebank, and Patrice Etlin listed below are United States citizens. Mr. Huep is a citizen of Germany. Mr. Brocklebank is a citizen of the United Kingdom. Mr. Etlin is a citizen of Brazil.

Name	Position with Advent International Corporation	Principal Occupation (if different)
Peter A. Brooke	Director; Chairman	
Thomas H. Lauer	Director	
Richard F. Kane	Senior Vice President of Operations and Business Development & Managing Director; Assistant Secretary	
Eileen Sivolella	Senior Vice President & Managing Director; Chief Financial Officer; Treasurer; Assistant Secretary	
James R. Westra	Senior Vice President & Managing Partner; Chief Legal Officer; General Counsel	
Andrew D. Dodge	Vice President; Deputy General Counsel; Secretary	
Heather R. Zuzenak	Chief Compliance Officer	
Jarlyth H. Gibson	Risk Officer; Assistant Treasurer	
Ralf Huep	Senior Vice President & Managing Partner; Executive Officers' Committee Member	
David M. Mussafer	Director; Senior Vice President & Managing Partner; Executive Officers' Committee Member	
David M. McKenna	Senior Vice President & Managing Partner; Executive Officers' Committee Member; Director	
Steven M. Tadler	Senior Vice President & Managing Partner; Executive Officers' Committee Member; Director	
John F. Brooke	Director	General Partner of Brooke Private Equity (1)
Mark Hoffman	Director	Chairman of Cambridge Research Group (2)
James G. A. Brocklebank	Senior Vice President & Managing Partner; Executive Officers' Committee Member	
Patrice Etlin	Senior Vice President & Managing Partner; Executive Officers' Committee Member	

(1) The business address of Brooke Private Equity is 84 State St., Boston, MA 02109.

(2) The business address of Cambridge Research Group is 32 Taft Avenue, Newton, MA 02465.

II. Advent Puma Acquisition Limited

Michael Ristaino is the sole director of Advent Puma Acquisition Limited. Mr. Ristaino's business address is c/o Advent International Corporation, 75 State Street, Boston, Massachusetts 02109. Mr. Ristaino is a United States citizen.

