

Edgar Filing: METRIS COMPANIES INC - Form SC 13D/A

METRIS COMPANIES INC
Form SC 13D/A
August 05, 2005

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Metris Companies, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

591598 10 7

(CUSIP Number)

Steven M. Peck, Esq.
Weil, Gotshal & Manges LLP
100 Federal Street
Boston, Massachusetts 02110
(617) 772-8300

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

August 4, 2005

(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-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 ss.240.13d-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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 CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: THL Equity Advisors IV, LL
 I.R.S. IDENTIFICATION NO. 04-3399871
 OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7 SOLE VOTING POWER: -0-
 NUMBER OF SHARES

8 SHARED VOTING POWER: 43,173,909 (s)
 BENEFICIALLY OWNED BY

9 SOLE DISPOSITIVE POWER: -0-
 EACH REPORTING

10 SHARED DISPOSITIVE POWER: 43,173,909 (s)
 PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 43,173,909 (s)

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

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

14 TYPE OF REPORTING PERSON: OO

2

 CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Thomas H. Lee Equity Fund
 I.R.S. IDENTIFICATION NO. 04-3399873
 OF ABOVE PERSON (ENTITIES ONLY):

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
	NUMBER OF SHARES	7	SOLE VOTING POWER: -0-
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: 38,141,967 (s)
	EACH REPORTING	9	SOLE DISPOSITIVE POWER: -0-
	PERSON WITH	10	SHARED DISPOSITIVE POWER: 38,141,967 (s)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		38,141,967 (s)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	PN	
3			
CUSIP No.	591598 10 7		13D
1	NAME OF REPORTING PERSON:	Thomas H. Lee Foreign Fund	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		04-3417188
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	WC	

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	1,319,034 (se
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	1,319,034 (se

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 1,319,034 (se

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

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

14 TYPE OF REPORTING PERSON: PN

4

CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Thomas H. Lee Foreign Fund
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 04-3471267

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	3,712,908 (se

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EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	3,712,908 (se
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		3,712,908 (se
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	PN	
5			
CUSIP No.	591598 10 7	13D	
1	NAME OF REPORTING PERSON:	1997 Thomas H. Lee Nominee	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Massachusetts	
NUMBER OF SHARES	7	SOLE VOTING POWER:	583,426 (see
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	583,426 (see
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		583,426 (see
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):

14 TYPE OF REPORTING PERSON: OO

6

CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: David V. Harkins

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES	7	SOLE VOTING POWER:	171,704 (see
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	14,969
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	171,704 (see
PERSON WITH	10	SHARED DISPOSITIVE POWER:	14,969

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 186,673 (see

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

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

14 TYPE OF REPORTING PERSON: IN

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CUSIP No.	591598 10 7	13D
1	NAME OF REPORTING PERSON:	The 1995 Harkins Gift Trust
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Massachusetts
	NUMBER OF SHARES	7
	SOLE VOTING POWER:	-0-
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8
	SHARED VOTING POWER:	14,969 (see I
	9	SOLE DISPOSITIVE POWER:
		-0-
	10	SHARED DISPOSITIVE POWER:
		14,969 (see I
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	14,969 (see I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	00

8

CUSIP No.	591598 10 7	13D
1	NAME OF REPORTING PERSON:	Scott A. Schoen
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES	7	SOLE VOTING POWER:	111,870 (see
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	111,870 (see
	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 111,870 (see

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

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

14 TYPE OF REPORTING PERSON: IN

9

CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: C. Hunter Boll

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES	7	SOLE VOTING POWER:	149,370 (see
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	149,370 (see
	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 149,370 (see

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

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

14 TYPE OF REPORTING PERSON: IN

10

CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Scott M. Sperling

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES	7	SOLE VOTING POWER:	111,870 (see
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-

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EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	111,870 (see
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		111,870 (see
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		IN
11			
CUSIP No.	591598 10 7		13D
1	NAME OF REPORTING PERSON:		Anthony J. DiNovi
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		PF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		United States
NUMBER OF SHARES	7	SOLE VOTING POWER:	111,870 (see
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	111,870 (see
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		111,870 (see
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):		
14	TYPE OF REPORTING PERSON:		IN
12			
CUSIP No.	591598 10 7		13D
1	NAME OF REPORTING PERSON:		Thomas M. Hagerty
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		United States
	NUMBER OF SHARES	7	SOLE VOTING POWER: 149,370 (see
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: -0-
	EACH REPORTING	9	SOLE DISPOSITIVE POWER: 149,370 (see
	PERSON WITH	10	SHARED DISPOSITIVE POWER: -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		149,370 (see
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		IN

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CUSIP No.	591598 10 7	13D
1	NAME OF REPORTING PERSON:	Warren C. Smith, Jr.
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	PF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States
	NUMBER OF SHARES	7
	SOLE VOTING POWER:	111,870 (see
	BENEFICIALLY OWNED BY	8
	SHARED VOTING POWER:	-0-
	EACH REPORTING	9
	SOLE DISPOSITIVE POWER:	111,870 (see
	PERSON WITH	10
	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	111,870 (see
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN

14

CUSIP No.	591598 10 7	13D
1	NAME OF REPORTING PERSON:	Seth W. Lawry
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	PF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States
	NUMBER OF SHARES	7 SOLE VOTING POWER: 46,722 (see I
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: -0-
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: 46,722 (see I
	PERSON WITH	10 SHARED DISPOSITIVE POWER: -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	46,722 (see I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN
		15
	CUSIP No.	591598 10 7 13D
1	NAME OF REPORTING PERSON:	Kent R. Weldon
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	PF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)	

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6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States

	NUMBER OF SHARES	7 SOLE VOTING POWER: 31,117 (see I
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: -0-
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: 31,117 (see I
	PERSON WITH	10 SHARED DISPOSITIVE POWER: -0-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	31,117 (see I

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

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

14	TYPE OF REPORTING PERSON:	IN

16		

CUSIP No.	591598 10 7	13D

1	NAME OF REPORTING PERSON:	Terrence M. Mullen
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	

3	SEC USE ONLY	

4	SOURCE OF FUNDS:	PF

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

6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States

	NUMBER OF SHARES	7 SOLE VOTING POWER: 24,818 (see I
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: -0-
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: 24,818 (see I

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	PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:			24,818 (see I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):			
14	TYPE OF REPORTING PERSON:			IN
17				
CUSIP No.	591598 10 7			13D
1	NAME OF REPORTING PERSON:			Todd M. Abbrecht
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:			
3	SEC USE ONLY			
4	SOURCE OF FUNDS:			PF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION:			United States
	NUMBER OF SHARES	7	SOLE VOTING POWER:	24,818 (see I
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
	EACH REPORTING	9	SOLE DISPOSITIVE POWER:	24,818 (see I
	PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:			24,818 (see I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):			

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 14 TYPE OF REPORTING PERSON: IN

18

 CUSIP No. 591598 10 7 13D

 1 NAME OF REPORTING PERSON: Charles A. Brizius

I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON (ENTITIES ONLY):

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: PF

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

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

 NUMBER OF 7 SOLE VOTING POWER: 18,576 (see I
 SHARES

 BENEFICIALLY 8 SHARED VOTING POWER: -0-
 OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER: 18,576 (see I
 REPORTING

 PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 18,576 (see I

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

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

 14 TYPE OF REPORTING PERSON: IN

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 CUSIP No. 591598 10 7 13D

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1	NAME OF REPORTING PERSON:	Scott Jaeckel
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	PF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States
	NUMBER OF SHARES	7
	SOLE VOTING POWER:	7,102 (see It
	BENEFICIALLY OWNED BY	8
	SHARED VOTING POWER:	-0-
	EACH REPORTING	9
	SOLE DISPOSITIVE POWER:	7,102 (see It
	PERSON WITH	10
	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	7,102 (see It
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN

20

CUSIP No.	591598 10 7	13D
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1	NAME OF REPORTING PERSON:	Soren Oberg
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	

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4	SOURCE OF FUNDS:	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		United States
	NUMBER OF SHARES	7	SOLE VOTING POWER: 7,102 (see It
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: -0-
	EACH REPORTING	9	SOLE DISPOSITIVE POWER: 7,102 (see It
	PERSON WITH	10	SHARED DISPOSITIVE POWER: -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		7,102 (see It
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		IN
		21	
CUSIP No.	591598 10 7		13D
1	NAME OF REPORTING PERSON:		Thomas R. Shepherd
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		United States
	NUMBER OF	7	SOLE VOTING POWER: 13,082 (see I

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SHARES			
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	13,082 (see I
	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		13,082 (see I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		IN
22			
CUSIP No.	591598 10 7		13D
1	NAME OF REPORTING PERSON:		Wendy L. Masler
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		PF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		United States
NUMBER OF SHARES	7	SOLE VOTING POWER:	2,859 (see It
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	2,859 (see It
	10	SHARED DISPOSITIVE POWER:	-0-

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,859 (see It

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

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

 14 TYPE OF REPORTING PERSON: IN

23

CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Andrew D. Flaster
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON (ENTITIES ONLY):

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: PF

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

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES	7	SOLE VOTING POWER:	2,859 (see It
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	2,859 (see It
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,859 (see It

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

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

 14 TYPE OF REPORTING PERSON: IN

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CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Kristina A. Watts
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

7 SOLE VOTING POWER: 1,887 (see It
 NUMBER OF SHARES

8 SHARED VOTING POWER: -0-
 BENEFICIALLY OWNED BY

9 SOLE DISPOSITIVE POWER: 1,887 (see It
 EACH REPORTING

10 SHARED DISPOSITIVE POWER: -0-
 PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 1,887 (see It

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

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

14 TYPE OF REPORTING PERSON: IN

25

CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Robert Schiff Lee 1998 Irr

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I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Massachusetts

NUMBER OF SHARES	7	SOLE VOTING POWER:	11,251 (see I
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	11,251 (see I
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 11,251 (see I

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

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

14 TYPE OF REPORTING PERSON: OO

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CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Stephen Zachary Lee

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

7 NUMBER OF SHARES 7 SOLE VOTING POWER: 11,251 (see I

8 BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: -0-

9 EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER: 11,251 (see I

10 10 SHARED DISPOSITIVE POWER: -0-

11 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 11,251 (see I

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

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

14 14 TYPE OF REPORTING PERSON: IN

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CUSIP No. 591598 10 7 13D

1 1 NAME OF REPORTING PERSON: Charles Robins as Trustee

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 3 SEC USE ONLY

4 4 SOURCE OF FUNDS: PF

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

6 6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

7 7 NUMBER OF SHARES 7 SOLE VOTING POWER: 7,382 (see I

8 8 BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: -0-

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EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	7,382 (see It
	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		7,382 (see It
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		OO

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CUSIP No.	591598 10 7	13D
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1	NAME OF REPORTING PERSON:		Charles W. Robins
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		United States
NUMBER OF SHARES	7	SOLE VOTING POWER:	2,859 (see It
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	2,859 (see It
	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		2,859 (see It
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):	
14	TYPE OF REPORTING PERSON:	IN
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CUSIP No.	591598 10 7	13D
1	NAME OF REPORTING PERSON:	James Westra
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	PF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States
	NUMBER OF SHARES	7 SOLE VOTING POWER: 2,859 (see It
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: -0-
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: 2,859 (see It
	PERSON WITH	10 SHARED DISPOSITIVE POWER: -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,859 (see It
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN

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 CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: THL Investment Management
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Massachusetts

7 SOLE VOTING POWER: -0-
 NUMBER OF SHARES

8 SHARED VOTING POWER: 11,101 (see I
 BENEFICIALLY OWNED BY

9 SOLE DISPOSITIVE POWER: -0-
 EACH REPORTING

10 SHARED DISPOSITIVE POWER: 11,101 (see I
 PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 11,101 (see I

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

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

14 TYPE OF REPORTING PERSON: CO

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 CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Thomas H. Lee Charitable I
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Massachusetts

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	284,167 (see
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	284,167 (see

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 284,167 (see

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

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

14 TYPE OF REPORTING PERSON: PN

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CUSIP No. 591598 10 7 13D

1 NAME OF REPORTING PERSON: Thomas H. Lee Investors Li
Limited Partnership)

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Massachusetts

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NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	11,101 (see I
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	11,101 (see I
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		11,101 (see I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		PN

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CUSIP No.	591598 10 7	13D	
1	NAME OF REPORTING PERSON:	Thomas H. Lee	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States	
NUMBER OF SHARES	7	SOLE VOTING POWER:	37,500
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	44,052,603 (s
	9	SOLE DISPOSITIVE POWER:	37,500

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PERSON WITH	10	SHARED DISPOSITIVE POWER:	44,052,603 (s
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		44,090,103 (s
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	IN	

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SCHEDULE 13D

This Amendment No. 5 amends and supplements the statement on Schedule 13D of the Reporting Persons originally filed with the Securities Exchange Commission (the "SEC") on June 7, 1999 (the "Original Statement") and Amendment No. 1 filed on February 26, 2001 (the "First Amendment"), Amendment No. 2 filed on February 14, 2002 (the "Second Amendment"), Amendment No. 3 filed on February 14, 2003 (the "Third Amendment") and Amendment No. 4 filed on February 18, 2004 (the "Fourth Amendment"), each with respect to the shares of common stock, par value \$.01 per share (the "Shares"), of Metris Companies Inc. (the "Issuer"). The Reporting Persons have not purchased any Shares or other securities of the Issuer since the filing of the original Schedule 13D.

ITEM 1. IDENTITY AND BACKGROUND.

No additions to Item 1 of the Fourth Amendment.

ITEM 2. IDENTITY AND BACKGROUND.

No additions to Item 2 of the Fourth Amendment.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No additions to Item 3 of the Fourth Amendment.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Fourth Amendment is hereby amended and supplemented by adding the following thereto:

The Reporting Persons entered into a Stockholder Agreement (the "Stockholder Agreement"), dated as of August 4, 2005, with HSBC Finance Corporation, a Delaware corporation (the "Parent"), pursuant to which the Reporting Persons agreed to vote all issued and outstanding Shares owned of record or beneficially by the Reporting Persons as of the date of the Stockholder Agreement or acquired prior to the termination of the Stockholder Agreement, in favor of the adoption of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 4, 2005, between Issuer, Parent and HSBC Corporation I, a Delaware corporation, and the transactions contemplated thereby, as more fully described under Item 6 of this Amendment No. 5.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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No additions to Item 5 of the Fourth Amendment.

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

Item 6 of the Fourth Amendment is hereby amended and supplemented as follows:

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Pursuant to the Stockholder Agreement, the Reporting Persons have agreed that until the termination of the Stockholder Agreement, at any meeting of the stockholders of the Issuer, and in any action by written consent of the stockholders of the Issuer, such Reporting Persons will vote, or cause to be voted, all of their respective Shares (i) in favor of adoption of the Merger Agreement and approval of the merger (the "Merger") contemplated by the Merger Agreement, as the Merger Agreement may be modified or amended from time to time in a manner not adverse to the Reporting Persons, and (ii) against any Acquisition Proposal (as defined in the Merger Agreement). In connection therewith, the Reporting Persons agreed to irrevocably and unconditionally waive any rights of appraisal, any dissenters' rights and any similar rights that such Reporting Persons might have in connection with the Merger.

The Stockholder Agreement further provides that the Reporting Persons irrevocably appoint Parent, and any individual designated in writing by it, as their proxy and attorney-in-fact (with full power of substitution) to vote their Shares at any meeting of the stockholders of the Issuer called with respect to any of the matters specified in, and in accordance and consistent with, the Stockholder Agreement. Such irrevocable proxy granted under the Stockholder Agreement shall automatically terminate upon the termination of the Stockholder Agreement.

In addition, pursuant to the Stockholder Agreement, each Reporting Person has agreed not to directly or indirectly (i) sell, assign, transfer (including by merger, testamentary disposition, interspousal disposition pursuant to a domestic relations proceeding or otherwise by operation of law), pledge, encumber or otherwise dispose of any of the Shares, (ii) deposit any of the Shares into a voting trust or enter into a voting agreement or arrangement with respect to the Shares or grant any proxy or power of attorney with respect thereto which is inconsistent with the Stockholder Agreement or (iii) enter into any contract, option or other arrangement or undertaking with respect to the direct or indirect sale, assignment, transfer (including by merger, testamentary disposition, interspousal disposition pursuant to a domestic relations proceeding or otherwise by operation of law) or other disposition of any Shares; provided, however, that any Reporting Person shall be entitled to transfer Shares by way of gift or donation so long as the transferee agrees in writing to be bound by the terms and conditions of the Stockholder Agreement as a "Stockholder" thereunder.

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Prior to the termination of the Stockholder Agreement, each Reporting Person has agreed that it will not, directly or indirectly, (i) initiate, solicit, encourage or knowingly facilitate any inquiries or the making of any Acquisition Proposal, (ii) have any discussions with or provide any confidential information or data to any person relating to an Acquisition Proposal, or engage in any negotiations concerning an Acquisition Proposal, or (iii) approve or recommend, or propose to approve or recommend, or execute or enter into, any letter of intent, agreement in principle, merger agreement, asset purchase or share exchange agreement, option agreement or other similar agreement related to

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any Acquisition Proposal; provided that the Stockholder Agreement does not prohibit any Reporting Person from engaging in any of such activities with any person with whom the Issuer is entitled to engage in discussions and negotiations pursuant to Section 6.6(b) of the Merger Agreement.

The Stockholder Agreement will automatically terminate upon the earliest to occur of (a) the Effective Time (as defined in the Merger Agreement), or (b) any termination of the Merger Agreement in accordance with its terms.

The foregoing summary is qualified by reference to the text of the Voting Agreement, a copy of which is filed herewith as Exhibit 5.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The following shall be added after the last Exhibit in Item 7:

Exhibit 5 Stockholder Agreement, dated August 4, 2005

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Signatures

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated: August 4, 2005

THOMAS H. LEE EQUITY FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its General Partner

By: /s/ C. Hunter Boll

Name: C. Hunter Boll
Title: Managing Director

THOMAS H. LEE FOREIGN FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its General Partner

By: /s/ C. Hunter Boll

Name: C. Hunter Boll
Title: Managing Director

THOMAS H. LEE FOREIGN FUND IV-B, L.P.

By: THL Equity Advisors IV, LLC, its General Partner

By: /s/ C. Hunter Boll

Name: C. Hunter Boll

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Title: Managing Director

THL EQUITY ADVISORS IV, LLC

By: /s/ C. Hunter Boll

Name: C. Hunter Boll
Title: Managing Director

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Thomas H. Lee Investors Limited Partnership (f/k/a THL-CCI Limited Partnership), THL Investment Management Corp., Thomas H. Lee Charitable Investment L.P., 1997 Thomas H. Lee Nominee Trust, David V. Harkins, The 1995 Harkins Gift Trust, Scott A. Schoen, C. Hunter Boll, Scott M. Sperling, Anthony J. DiNovi, Thomas M. Hagerty, Warren C. Smith, Jr., Seth W. Lawry, Kent R. Weldon, Terrence M. Mullen, Todd M. Abbrecht, Charles A. Brizius, Scott Jaeckel, Soren Oberg, Thomas R. Shepherd, Wendy L. Masler, Andrew D. Flaster, Kristina A. Watts, Robert Schiff Lee 1998 Irrevocable Trust, Stephen Zachary Lee, Charles W. Robins as Trustee for Jesse Albert Lee, Charles W. Robins, James Westra

By: C. Hunter Boll, Attorney-in-fact for the above-named parties.

By: /s/ C. Hunter Boll

C. Hunter Boll,
Attorney-in-fact

/s/ Thomas H. Lee

Thomas H. Lee

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