

RTI INTERNATIONAL METALS INC  
Form SC 13G/A  
February 12, 2016

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**RTI International Metals, Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**74973W107**

**(CUSIP Number)**

**December 31, 2015**

**(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.

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).

1 NAMES OF REPORTING PERSONS

The Carlyle Group L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Group Management L.L.C.

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not Applicable  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Carlyle Holdings I GP Inc.

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON

CO



1 NAMES OF REPORTING PERSONS

Carlyle Holdings I GP Sub L.L.C.

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12 0%  
TYPE OF REPORTING PERSON

PN

## 1 NAMES OF REPORTING PERSONS

TC Group, L.L.C.

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Delaware

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## NUMBER OF

SHARES

0

## 6 SHARED VOTING POWER

## BENEFICIALLY

OWNED BY

0

EACH

## 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON

0

## 8 SHARED DISPOSITIVE POWER

WITH

0

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

## 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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TYPE OF REPORTING PERSON

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TC Group Sub L.P.

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TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS

TC Group CSP II, L.L.C.

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TYPE OF REPORTING PERSON

OO (Limited Liability Company)

## 1 NAMES OF REPORTING PERSONS

CSP II General Partner, L.P.

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TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS

Carlyle Strategic Partners II, L.P.

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TYPE OF REPORTING PERSON

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CSP II Coinvestment, L.P.

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TYPE OF REPORTING PERSON

PN



CUSIP No. 74973W107

Schedule 13G

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**ITEM 1. (a) Name of Issuer:**

RTI International Metals, Inc. (the Issuer )

**(b) Address of Issuer s Principal Executive Offices:**

Westpointe Corporate Center One, 5th Floor

1550 Coraopolis Heights Road

Pittsburgh, Pennsylvania 15108-2973

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings I GP Inc.

Carlyle Holdings I GP Sub L.L.C.