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)

x 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).

CUSIP N	No. 74973W107	Schedule 13G	Page 1 of 17
1	NAMES OF REPORTING PERSO	DNS	
2	The Carlyle Group L.P. CHECK THE APPROPRIATE BOX (a) " (b) "	X IF A MEMBER OF A GROUP	
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CUSIP No. 74973W	/107	Schedule 13G	Page 2 of 17
1 NAMES (	OF REPORTING PERS	SONS	
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#### 12 TYPE OF REPORTING PERSON

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CUSIP No. 74973W107 Schedule 13G 1 NAMES OF REPORTING PERSONS Carlyle Holdings I GP Inc. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) " (a) " SEC USE ONLY 3 4 CITIZEN OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF 0 SHARES SHARED VOTING POWER 6 BENEFICIALLY OWNED BY 0 7 SOLE DISPOSITIVE POWER EACH REPORTING 0 PERSON 8 SHARED DISPOSITIVE POWER WITH 0 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

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0% 12 TYPE OF REPORTING PERSON

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CUSIP No	o. 74973W107	Schedule 13G	Page 4 of 17
1	NAMES OF REPORTING PERSC	ONS	
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#### 12 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

CUSIP No. 74973W107 Schedule 13G Page 5 of 17 1 NAMES OF REPORTING PERSONS Carlyle Holdings I L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) " (a) " SEC USE ONLY 3 4 CITIZEN OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF 0 SHARES SHARED VOTING POWER 6 BENEFICIALLY OWNED BY 0 7 SOLE DISPOSITIVE POWER EACH REPORTING 0 PERSON 8 SHARED DISPOSITIVE POWER WITH 0 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4973W107	Schedule 13G	Page 6 of 17
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#### 12 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

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CUSIP No. 74973W107

Schedule 13G

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- 1 NAMES OF REPORTING PERSONS
- TC Group CSP II, L.L.C.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

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- SHARES 0 6 SHARED VOTING POWER BENEFICIALLY
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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#### 12 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

CUSIP N	No. 74973W107	Schedule 13G	Page 9 of 17
1	NAMES OF REPORTING PER	SONS	
2	CSP II General Partner, L.P. CHECK THE APPROPRIATE I	BOX IF A MEMBER OF A GROUP	
	(a) " (b) "		
3	SEC USE ONLY		
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CUSIP No. 74973W107	Schedule 13G	Page 10 of 17
1 NAMES OF REPORTING	PERSONS	
Carlyle Strategic Partners II 2 CHECK THE APPROPRIA	II, L.P. ATE BOX IF A MEMBER OF A GROUP	
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0% 12 TYPE OF REPORTING PERSON

CUSIP	No. 74973W107	Schedule 13G	Page 11 of 17
1	NAMES OF REPORTING PERSO	ONS	
2	CSP II Coinvestment, L.P. CHECK THE APPROPRIATE BC	OX IF A MEMBER OF A GROUP	
	(a) " (b) "		
3	SEC USE ONLY		
4	CITIZEN OR PLACE OF ORGAN	NIZATION	
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0% 12 TYPE OF REPORTING PERSON

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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.