

BRIGHTPOINT INC
Form 4
January 19, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nordic Capital VI LTD

(Last) (First) (Middle)

26 ESPLANADE

(Street)

ST HELIER, JERSEY JE2 3QA

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRIGHTPOINT INC [CELL]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, \$0.01 Par Value | 01/15/2010 | | S(1) | 9,187,164 D | \$ 6.2 0 | I | See Remarks |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nordic Capital VI LTD 26 ESPLANADE ST HELIER, JERSEY JE2 3QA | | X | | |

Signatures

/s/ Lynda Elliott, 01/19/2010
Director

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On January 15, 2010, Partner Escrow Holding A/S ("PEH") sold the 9,187,164 shares of Brightpoint common stock held by it to Brightpoint pursuant to an Agreement of Purchase and Sale for a total purchase price of \$56,960,416.80 in cash, or \$6.20 per share.

Remarks:

Partner Escrow Holding A/S ("PEH") directly held the shares of Brightpoint common stock reported on this Form 4. Nordic Capital VI Limited may be deemed to exercise investment discretion and control over the shares directly held by PEH. Nordic Capital VI Limited is the sole general partner of certain limited partnerships that hold approximately 98% of the outstanding shares of Nordic Wholesale Services Limited ("NWS Limited"). These limited partnerships are Nordic Capital VI Alpha, L.P., which owns approximately 45.1% of the outstanding shares of NWS Limited, and Nordic Capital VI Beta, L.P., which owns approximately 52.9 percent of the outstanding shares of NWS Limited. Pursuant to a restructuring plan, NWS Limited holds a claim on PEH, which claim may be satisfied in cash or in the shares of Brightpoint common stock held by PEH. As a result of the sale of the Brightpoint common stock by PEH, the claim will be settled in cash. Nordic Capital VI Limited is managed by a six-person board, and all board action relating to the voting or disposition of these shares requires approval of the board. Nordic Capital VI Limited disclaims beneficial ownership in these shares except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.