

RTI INTERNATIONAL METALS INC  
Form SC 13G  
May 10, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No.        )\*  
RTI International Metals, Inc.  
(Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
74973W107  
(CUSIP Number)  
May 4, 2011**

(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).

CUSIP No. 74973W107

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

DBD Cayman Holdings, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 1,591,925

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH 8

1,591,925

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,591,925

**10**

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

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

**12**

TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

---

CUSIP No. 74973W107

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

DBD Cayman, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,591,925

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

1,591,925

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,591,925

**10**

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

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

**12**

TYPE OF REPORTING PERSON

OO (Cayman Islands Exempt Company)

---

CUSIP No. 74973W107

NAMES OF REPORTING PERSONS

**1** I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TCG Holdings Cayman II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION  
Cayman Islands

**5** SOLE VOTING POWER  
NUMBER OF 0

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 1,591,925

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 0

**8** SHARED DISPOSITIVE POWER  
WITH 1,591,925

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,591,925

**10**

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

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

**12**

TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

---

CUSIP No. 74973W107

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group Cayman Investment Holdings, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 1,591,925

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH 8

1,591,925

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9



1,591,925

**10**

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

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

**12**

TYPE OF REPORTING PERSON

PN (Cayman Islands Exempt Limited Partnership)

---

CUSIP No. 74973W107

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

TC Group CSP II, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,591,925

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

1,591,925

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,591,925

**10**

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

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

**12**

TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

---

CUSIP No. 74973W107

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CSP II General Partner, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 1,591,925

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 1,591,925

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,591,925

**10**

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

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

**12**

TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

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CUSIP No. 74973W107

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Carlyle Strategic Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 1,538,451

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH 8

1,538,451

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,538,451

**10**

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

Not Applicable

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

**12**

TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

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CUSIP No. 74973W107

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

CSP II Coinvestment, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZEN OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

OWNED BY 53,474

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH 8

53,474

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9



53,474

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

Not Applicable

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

**12** TYPE OF REPORTING PERSON

PN (Delaware Limited Partnership)

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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:

DBD Cayman Holdings, Ltd.  
DBD Cayman, Ltd.  
TCG Holdings Cayman II, L.P.  
TC Group Cayman Investment Holdings, L.P.  
TC Group CSP II, L.L.C.  
CSP II General Partner, L.P.  
Carlyle Strategic Partners II, L.P.  
CSP II Coinvestment, L.P.

**(b) Address of Principal Business Office:**

The address for each of DBD Cayman Holdings, Ltd., DBD Cayman, Ltd., TCG Holdings Cayman II, L.P. and TC Group Cayman Investment Holdings, L.P. is:

c/o Walkers Corporate Services Limited,  
Walker House,  
87 Mary Street,  
George Town, Grand Cayman  
KY1-9001, Cayman Islands.

The address for each of TC Group CSP II, L.L.C., CSP II General Partner, L.P., Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. is:

c/o The Carlyle Group  
1001 Pennsylvania Ave. NW  
Suite 220 South  
Washington, D.C. 20004-2505.

**(c) Citizenship of each Reporting Person is:**

DBD Cayman Holdings, Ltd. Cayman Islands  
DBD Cayman, Ltd. Cayman Islands  
TCG Holdings Cayman II, L.P. Cayman Islands  
TC Group Cayman Investment Holdings, L.P. Cayman Islands  
TC Group CSP II, L.L.C. Delaware

CSP II General Partner, L.P. Delaware  
Carlyle Strategic Partners II, L.P. Delaware  
CSP II Coinvestment, L.P. Delaware

**(d) Title of Class of Securities:**

Common Stock

**(e) CUSIP Number:**

74973W107

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**ITEM 3.**

Not applicable.

**ITEM 4. Ownership****Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock, \$0.01 par value of the Issuer (the Shares), as of May 9, 2011.

| Reporting Person   | Amount<br>beneficially<br>owned | Percent<br>of<br>class: | Sole<br>power to<br>vote<br>or direct<br>the vote: | Shared<br>power to<br>vote or to<br>direct<br>the vote: | Sole<br>power<br>to<br>dispose<br>or to<br>direct<br>the | Shared<br>power to |
|--|---------------------------------|-------------------------|--|---|--|--------------------|
|  |                                 |                         |  |   | disposition<br>of:                                       | disposition<br>of: |
| DBD Cayman Holdings,<br>Ltd.                               | 1,591,925                       | 5.3%                    | 0  | 1,591,925   | 0  | 1,591,925          |
| DBD Cayman, Ltd.   | 1,591,925                       | 5.3%                    | 0  | 1,591,925   | 0  | 1,591,925          |
| TCG Holdings Cayman<br>II, L.P.                            | 1,591,925                       | 5.3%                    | 0  | 1,591,925   | 0  | 1,591,925          |
| TC Group Cayman<br>Investment Holdings,<br>L.P.            | 1,591,925                       | 5.3%                    | 0  | 1,591,925   | 0  | 1,591,925          |
| TC Group CSP II, L.L.C.<br>CSP II General Partner,<br>L.P. | 1,591,925                       | 5.3%                    | 0  | 1,591,925   | 0  | 1,591,925          |
| Carlyle Strategic Partners<br>II, L.P.                     | 1,538,451                       | 5.1%                    | 0  | 1,538,451   | 0  | 1,538,451          |
| CSP II Coinvestment,<br>L.P.                               | 53,474                          | 0.2%                    | 0  | 53,474  | 0  | 53,474             |

Carlyle Strategic Partners II, L.P. ( CSP II ) and CSP II Coinvestment, L.P. ( Coinvestment ) are the record owners of 1,538,451 Shares and 53,474 Shares, respectively. CSP II General Partner, L.P. is the general partner of both CSP II and Coinvestment. The sole general partner of CSP II General Partner, L.P. is TC Group CSP II, L.L.C., a limited liability company that is wholly owned by TC Group Cayman Investment Holdings, L.P. The sole general partner of TC Group Cayman Investment Holdings, L.P. is TCG Holdings Cayman II, L.P. The sole general partner of TCG Holdings Cayman II, L.P. is DBD Cayman, Ltd.. The sole shareholder of DBD Cayman, Ltd. is DBD Cayman Holdings, Ltd. Accordingly, each of CSP II General Partner, L.P., TC Group CSP II, L.L.C., TC Group Cayman Investment Holdings, L.P., TCG Holdings Cayman II, L.P., DBD Cayman, Ltd. and DBD Cayman Holdings, Ltd. may be deemed to be beneficial owners of the Shares held by CSP II and Coinvestment.

DBD Cayman Holdings, Ltd. is controlled by its ordinary members, and all action relating to the voting or disposition of the Shares requires approval of a majority of the ordinary members. William E. Conway, Jr., Daniel A. D Aniello and David M. Rubenstein are the ordinary members of DBD Cayman Holdings, Ltd. and, in such capacity, may be deemed to share beneficial ownership of Shares beneficially owned by DBD Cayman Holdings, Ltd. Such

individuals expressly disclaim any such beneficial ownership.

**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on  
By the Parent Holding Company**

Not applicable

**ITEM 8. Identification and Classification of Members of the Group**

Not applicable.

**ITEM 9. Notice of Dissolution of Group**

Not applicable.

**ITEM 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** May 10, 2011

**DBD Cayman Holdings, Ltd.**

By: /s/ R. Rainey Hoffman as Attorney-in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein  
Title: Ordinary Member

**DBD Cayman, Ltd.**

By: DBD Cayman Holdings, Ltd.,  
its sole shareholder

By: /s/ R. Rainey Hoffman as Attorney-in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein  
Title: Ordinary Member

**TCG Holdings Cayman II, L.P.**

By: DBD Cayman, Ltd.,  
its general partner

By: DBD Cayman Holdings, Ltd.,  
its sole shareholder

By: /s/ R. Rainey Hoffman as Attorney-in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein  
Title: Ordinary Member

**TC Group Cayman Investment Holdings, L.P.**

By: TCG Holdings Cayman II, L.P.,  
its general partner

By: DBD Cayman, Ltd.,  
its general partner

By: DBD Cayman Holdings, Ltd.,  
its sole shareholder

By: /s/ R. Rainey Hoffman as Attorney-in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein

Title: Ordinary Member

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**TC Group CSP II, L.L.C.**

By: /s/ R. Rainey Hoffman as Attorney-in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director

**CSP II General Partner, L.P.**

By: TC Group CSP II, L.L.C.,  
its general partner

By: /s/ R. Rainey Hoffman as Attorney-in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director

**Carlyle Strategic Partners II, L.P.**

By: CSP II General Partner, L.P.,  
its general partner

By: TC Group CSP II, L.L.C.,  
its general partner

By: /s/ R. Rainey Hoffman as Attorney-in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director

**CSP II Coinvestment, L.P.**

By: CSP II General Partner, L.P.,  
its general partner

By: TC Group CSP II, L.L.C.,  
its general partner

By: /s/ R. Rainey Hoffman as Attorney-in-Fact  
for David M. Rubenstein  
Name: David M. Rubenstein  
Title: Managing Director



**LIST OF EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>     |
|--------------------|------------------------|
| 99.1               | Joint Filing Agreement |
| 99.2               | Power of Attorney      |