

OFFICIAL PAYMENTS HOLDINGS, INC.

Form 3

March 19, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â PCap II, LLC

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/26/2011

3. Issuer Name and Ticker or Trading Symbol

OFFICIAL PAYMENTS HOLDINGS, INC. [OPAY]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other

(give title below) (specify below)

C/O PARTHENON CAPITAL PARTNERS,Â FOUR EMBARCADERO CENTER, SUITE 3610

(Street)

SAN FRANCISCO,Â CAÂ 94111

(City)

(State)

(Zip)

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 Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, par value \$0.01 per share

1,799,321

I

See footnote ⁽¹⁾

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative
					Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PCap II, LLC C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
PCap Partners II, LLC C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
PARTHENON INVESTORS II, L.P. C/O PARTHENON CAPITAL PARTNERS FOUR EMBARCADERO CENTER, SUITE 3610 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

Signatures

PCap II, LLC, by PCP Managers, LLC, its Managing Member, by Carol Anne Huff,
Attorney-in-Fact for Brian P. Golson, Managing Member 03/19/2013

__Signature of Reporting Person

Date

PCap Partners II, LLC, by PCap II, LLC, its Managing Member, by PCP Managers, LLC, its
Managing Member, by Carol Anne Huff, Attorney-in-Fact for Brian P. Golson, Managing
Member 03/19/2013

__Signature of Reporting Person

Date

Parthenon Investors II, L.P., by PCap Partners II, LLC, its General Partner, by PCap II, LLC,
its Managing Member, by PCP Managers, LLC, its Managing Member, by Carol Anne Huff,
Attorney-in-Fact for Brian P. Golson, Managing Member 03/19/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The reported shares are owned of record by Giant Investment LLC ("Giant"). PCap II, LLC is the managing member of PCap Partners II, LLC, which is the general partner of Parthenon Investors II, L.P., which is the managing member of Giant. Each of the Reporting Persons may be deemed to beneficially own the shares owned of record by Giant. Each of the Reporting Persons disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such shares for the purpose of Section 16 or for any other purpose, except, in each case, to the extent of each such Reporting Person's pecuniary interest therein.

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Remarks:

Exhibit^ List

Exhibit^ 24^ -^ Power^ of^ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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