

lululemon athletica inc.

Form 3

August 18, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 ADVENT

INTERNATIONAL CORP/MA

(Last)

(First)

(Middle)

75 STATE STREET, 29TH
FLOOR,Â

(Street)

BOSTON,Â MAÂ 02109

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/07/2014

3. Issuer Name **and** Ticker or Trading Symbol
lululemon athletica inc. [LULU]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned1. 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

20,105,279 (1) (2) (3)I (1) (2) (3) See Notes (1) (2) (3)

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

SEC 1473 (7-02)

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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
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADVENT INTERNATIONAL CORP/MA 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109	Â	Â X	Â	Â
GPE VII GP (Delaware) Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109	Â	Â X	Â	Â
Advent Partners GPE VII-B Cayman Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109	Â	Â X	Â	Â
Advent Puma Acquisition Ltd C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109	Â	Â X	Â	Â
GPE VII GP Limited Partnership C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109	Â	Â X	Â	Â

Signatures

See Exhibit 99.1 08/18/2014

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) Advent Puma Acquisition Limited ("APAL") will directly own 20,105,279 shares of Common Stock of the Issuer following the consummation of the purchase contemplated by the Stock Purchase Agreement, dated August 7, 2014, entered into with Dennis J. Wilson and certain of his affiliates. Upon consummation of such purchase, the Advent Funds (as defined below) will jointly own APAL. APAL, together with Advent International Corporation ("AIC") and the Advent Funds are referred to herein as the "Reporting Persons." The shares directly owned by APAL may be deemed indirectly owned by the other Reporting Persons; however, each Reporting Person disclaims beneficial ownership of these securities except to the extent of its respective pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (2) AIC is the Manager of Advent International GPE VII, LLC ("AIGPE VII LLC") which in turn is the General Partner of the following entities (together with AIGPE VII LLC, the "Advent VII Funds"): Advent Partners GPE VII Limited Partnership; Advent Partners GPE VII Cayman Limited Partnership; Advent Partners GPE VII-A Limited Partnership; Advent Partners GPE VII-A Cayman Limited Partnership; Advent Partners GPE VII-B Cayman Limited Partnership; Advent Partners GPE VII 2014 Limited Partnership; Advent

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Partners GPE VII 2014 Cayman Limited Partnership; Advent Partners GPE VII-A 2014 Limited Partnership; Advent Partners GPE VII-A 2014 Cayman Limited Partnership; GPE VII GP (Delaware) Limited Partnership ("GPEVII GP (Del)"); and GPE VII GP Limited Partnership ("GPEVII GP").

- (3) GPEVII GP (Del) is the General Partner of the following entities (together, the "Advent Del Funds"): Advent International GPE VII Limited Partnership; Advent International GPE VII-B Limited Partnership; Advent International GPE VII-C Limited Partnership; Advent International GPE VII-D Limited Partnership; Advent International GPE VII-F Limited Partnership; and Advent International GPE VII-G Limited Partnership. GPEVII GP is the General Partner of the following entities (the "GPE VII GP Funds" and together with the Advent VII Funds and the Advent Del Funds, the "Advent Funds"): Advent International GPE VII-A Limited Partnership; Advent International GPE VII-E Limited Partnership; and Advent International GPE VII-H Limited Partnership.

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Remarks:

This Form 3 is the third of three Form 3's being filed relating to the same event. The Form

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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