SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		UI Sect	011 30(11)	01 ti	The investment Company Act of 19	940				
1. Name and Address of Reporting Person [*] CIE Management II Ltd	rson* 2. Date of Event Requiring Statemen (Month/Day/Year) 01/01/2020		nent)		. Issuer Name and Ticker or Trac <u>ntelsat S.A.</u> [I]	ding Symbo	 			
(Last) (First) (Middle) HERITAGE HALL, LE MARCHANT STREET				4	. Relationship of Reporting Perso Check all applicable) Director X	on(s) to Issu 10% Own			Amendment, Da hth/Day/Year)	ate of Original Filed
					Officer (give title below)	Other (sp below)	ecify	6. In	dividual or Joint	/Group Filing (Check
(Street) ST. PETER PORT Y7 X0 GY1 4	HY				,	,		Х	Form filed b	y One Reporting Person y More than One erson
(City) (State) (Zip)										
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					Amount of Securities eneficially Owned (Instr. 4)	Form: Dir	. Ownership orm: Direct (D) r Indirect (I) nstr. 5) 4. Nature of Indirect Beneficial Owners (Instr. 5)		Beneficial Ownership	
Common Shares					48,468,543	I		See f	ootnote ⁽¹⁾	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		nd	3. Title and Amount of Securi Underlying Derivative Securit	of Securities e Security (Instr. 4)		ersion ercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		Date Exercisable	Expirat Date	ion	Title	Amount or Number of Shares	Secur	ative	or Indirect (I) (Instr. 5)	
1. Name and Address of Reporting Person*			1		1					
<u>CIE Management II Ltd</u>										
(Last) (First) HERITAGE HALL, LE MARCHANT ST	(Middle) <mark>FREET</mark>									
(Street) ST. PETER PORT Y7	X0 GY 1	1 4HY								
(City) (State)	(Zip)									
1. Name and Address of Reporting Person [*] Serafina S.A.										
(Last) (First) 29, AVENUE DE LA PORTE NEUVE	(Middle)									
(Street) LUXEMBOURG N4	L-2227									
(City) (State)	(Zip)									
1. Name and Address of Reporting Person [*] LMBO Europe SAS										
(Last) (First) 58-60 AVENUE KLEBER	(Middle)									
(Street) PARIS IO	75116									
(City) (State)	(Zip)									

1. Name and Address o BC European C							
(Last) HERITAGE HALL	(First) , LE MARCHANT S	(Middle)					
(Street) ST. PETER PORT	¥7	X0 GY1 4HY					
(City)	(State)	(Zip)					
1. Name and Address o BC European C							
(Last) HERITAGE HALL	(First) , LE MARCHANT S	(Middle) STREET					
(Street) ST. PETER PORT	Y7	X0 GY1 4HY					
(City)	(State)	(Zip)					
1. Name and Address o BC European C							
(Last) HERITAGE HALL	(First) , LE MARCHANT S	(Middle)					
,							
(Street) ST. PETER PORT	Y7	X0 GY1 4HY					
(City)	(State)	(Zip)					
1. Name and Address o BC European C							
(Last)	(First)	(Middle)					
HERITAGE HALL	, LE MARCHANT S	STREET					
(Street) ST. PETER PORT	Y7	X0 GY1 4HY					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] BC European Capital VIII-5							
(Last) HERITAGE HALL	(First) , LE MARCHANT S	(Middle) STREET					
(Street) ST. PETER PORT	Y7	X0 GY1 4HY					
(City)	(State)	(Zip)					
1. Name and Address o BC European C							
(Last) HERITAGE HALL	(First) , LE MARCHANT S	(Middle) STREET					
(Street) ST. PETER PORT	¥7	X0 GY1 4HY					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] BC European Capital VIII-7							

(Last)	(First)	(Middle)				
HERITAGE HALL, LE MARCHANT STREET						
,						
(Street) ST. PETER PORT	V7	X0 GY1 4HY				
51. PETER PORT	17	AU G I I 4H I				
(City)	(State)	(Zip)				

Explanation of Responses:

1. As described in the Reporting Persons' Schedule 13G/A, filed with the U.S. Securities and Exchange Commission on February 14, 2019 with respect to the Issuer's common shares, the Reporting Persons may be deemed to have shared voting and investment power, and may be deemed to have shared beneficial ownership, with respect to the Issuer's common shares held by Serafina S.A. Each of the Reporting Persons, with the exception of CIE Management II Limited and LMBO Europe SAS, disclaims beneficial ownership with respect to any common shares of the Issuer owned by the other Reporting Persons.

Remarks:

*The persons listed on Exhibit 99.1 hereto (collectively, the "Reporting Persons") are filing a joint Form 3 report, but there are too many of them to file electronically on the same Form 3. Therefore, the Reporting Persons are executing and jointly filing five identical Form 3 reports with respect to the Issuer's securities. See Exhibit 99.1 filed herewith and incorporated herein by reference for information with respect to each of the Reporting Persons. This Form 3 is the first of five Form 3 reports mentioned above. EXHIBIT LIST Exhibit 24 - Power of Attorney for (i) Serafina S.A.; (ii) the limited partnerships comprising BC European Capital VIII - 1 to 12 (inclusive) and 34 to 34 (inclusive) and 37; (iii) the limited partnerships comprising BC European Capital VIII - 35 SC, 36 SC and 39 SC; (iv) BC European Capital - Intelsat Co-Investment 1; (vi) CIE Management II Limited; and (vii) LMBO Europe SAS. Exhibit 99.1 - Joint Filer Information

<u>/s/ Jason Schaefer as attorney-</u> <u>in-fact</u> 02/04/2020

** Signature of Reporting Person Date

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

* 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).

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

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 Number.

Exhibit 24

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned hereby makes, constitutes and appoints each of Jason Schaefer, Mark Rodliffe, Matthew Elston, Pierre Stemper and Christelle Retif, or any of them acting individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's respective capacities as an officer and/or director of affiliates or portfolio companies of CIE Management II Limited that may be deemed to have shared beneficial ownership, within the meaning of Rule 13d-1(d) of the Exchange Act, with respect to securities held of Intelsat S.A., a company organized and existing under the laws of the Grand Duchy of Luxembourg (the "Company"), Forms 3, 4, and 5, including amendments thereto, in accordance with Section 16(a) of the Exchange Act, and the rules and regulations thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file any such form or amendment with the SEC and any stock exchange or similar authority, including filing this Power of Attorney with the SEC; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, or (b) superseded by a new power of attorney regarding the purposes outlined herein at a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of January, 2020.

SERAFINA S.A.:

/s/ Christelle Retif
Name: Christelle Retif
Title: Director

/s/ Pierre Stemper Name: Pierre Stemper Title: Director

/s/ Matthew Elston

Name: Matthew Elston Title: Director, CIE Management II Limited, acting as General Partner to BC European Capital VIII - 1 to 12 and 14 to 34 and 37 /s/ Mark Rodliffe Name: Mark Rodliffe Title: Director, CIE Management II Limited, acting as General Partner to BC European Capital VIII - 1 to 12 and 14 to 34 and 37 For and on behalf of the Limited Partnerships comprising BC EUROPEAN CAPITAL VIII - 35 SC, 36 SC, 38 SC and 39 SC: /s/ Matthew Elston Name: Matthew Elston Title: Director, LMBO Europe SAS acting as Gerant to BC European Capital VIII - 35 SC, 36 SC, 38 SC and 39 SC /s/ Graeme Dell Name: Graeme Dell Title: Director, LMBO Europe SAS acting as Gerant to BC European Capital VIII - 35 SC, 36 SC, 38 SC and 39 SC For and on behalf of BC EUROPEAN CAPITAL-INTELSAT CO-INVESTMENT: /s/ Matthew Elston Name: Matthew Elston Title: Director, CIE Management II Limited, acting as General Partner to BC European Capital-Intelsat Co-Investment /s/ Mark Rodliffe Name: Mark Rodliffe Title: Director, CIE Management II Limited, acting as General Partner to BC European Capital-Intelsat Co-Investment For and on behalf of BC EUROPEAN CAPITAL-INTELSAT CO-INVESTMENT 1: /s/ Matthew Elston Name: Matthew Elston Title: Director, CIE Management II Limited, acting as General Partner to BC European Capital-Intelsat Co-Investment 1 /s/ Mark Rodliffe Name: Mark Rodliffe Title: Director, CIE Management II Limited, acting as General Partner to BC European Capital-Intelsat Co-Investment 1 CIE MANAGEMENT II LIMITED: /s/ Matthew Elston Name: Matthew Elston Title: Director, CIE Management II Limited /s/ Mark Rodliffe Name: Mark Rodliffe Title: Director, CIE Management II Limited LMBO EUROPE SAS: /s/ Matthew Elston Name: Matthew Elston Title: Director, LMBO Europe SAS

Name: Graeme Dell Title: Director, LMBO Europe SAS Exhibit 99.1 JOINT FILER INFORMATION Name of Reporting Person: Serafina S.A. Address of Reporting Person: 29, avenue de la Porte Neuve, L 2227 Luxembourg Name of Designated Filer: CIE Management II Limited Name of Reporting Person: LMBO Europe SAS Address of Reporting Person: 58 60 Avenue Kleber, Paris, France 75116 Name of Designated Filer: CIE Management II Limited Name of Reporting Persons: CIE Management II Limited, BC European Capital VIII 1 to 7 (inclusive) Address of Reporting Persons: Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY Name of Designated Filer: CIE Management II Limited Name of Reporting Persons: BC European Capital VIII 8 to 12 (inclusive) and 14 to 18 (inclusive) Address of Reporting Persons: Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY Name of Designated Filer: BC European Capital VIII 8 Name of Reporting Persons: BC European Capital VIII 19 to 28 (inclusive) Address of Reporting Persons: Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY Name of Designated Filer: BC European Capital VIII 19 Name of Reporting Persons: BC European Capital VIII 29 to 34 (inclusive) and 37, and BC European Capital VIII 35 SC, 36 SC and 38 SC Address of Reporting Persons: Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY Name of Designated Filer: BC European Capital VIII 29 Name of Reporting Persons: BC European Capital VIII 39 SC, BC European Capital Intelsat Co Investment and BC European Capital Intelsat Co Investment 1

Address of Reporting Persons: Heritage Hall, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY

Name of Designated Filer: BC European Capital VIII 39 SC