

PROQUEST CO
Form SC 13D/A
March 26, 2007

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)*

ProQuest Company

(Name of Issuer)

Common Shares, \$.001 Par Value

(Title of Class of Securities)

74346P102

(CUSIP Number)

Edgar Filing: PROQUEST CO - Form SC 13D/A

David K. Robbins, Esq.

Bingham McCutchen LLP

355 South Grand Avenue, 44th Floor

Los Angeles, CA 90071

(213) 680-6400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 22, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. *See* Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page. The information required on 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, as amended (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*).

SCHEDULE 13D

CUSIP No. **74346P102**

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shamrock Activist Value Fund, L.P. 35-2239069

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF **0**

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **1,871,761 Common Shares***

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

10 SHARED DISPOSITIVE POWER

WITH

1,871,761 Common Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,871,761 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.27%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. **74346P102**

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shamrock Activist Value Fund II, L.P. 55-0908199

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

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

7 SOLE VOTING POWER

NUMBER OF
SHARES **0**

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **439,470 Common Shares***

EACH 9 SOLE DISPOSITIVE POWER

REPORTING
PERSON **0**

10 SHARED DISPOSITIVE POWER

WITH

439,470 Common Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

439,470 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.47%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. **74346P102**

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shamrock Activist Value Fund III, L.P. 11-3768779

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

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES **0**

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **63,169 Common Shares***

EACH 9 SOLE DISPOSITIVE POWER

REPORTING
PERSON **0**

10 SHARED DISPOSITIVE POWER

WITH

63,169 Common Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

63,169 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.21%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. **74346P102**

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shamrock Activist Value Fund GP, L.L.C. 37-1497874

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

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF **0**

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,374,400 Common Shares***

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

10 SHARED DISPOSITIVE POWER

WITH

2,374,400 Common Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,374,400 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.95%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. **74346P102**

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shamrock Partners Activist Value Fund, L.L.C. 87-0733755

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES **2,374,400 Common Shares***

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**

9 SOLE DISPOSITIVE POWER

REPORTING PERSON **2,374,400 Common Shares***

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,374,400 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.95%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* See Item 5 hereof

INTRODUCTION

This statement amends the Schedule 13D filed on December 26, 2006 (the "Schedule 13D"), by Shamrock Activist Value Fund, L.P., a Delaware limited partnership ("SAVF"), Shamrock Activist Value Fund II, L.P., a Virginia limited partnership ("SAVF II"), Shamrock Activist Value Fund III, L.P., a Delaware limited partnership ("SAVF III" and, together with SAVF and SAVF II, the "Shamrock Activist Value Fund"), Shamrock Activist Value Fund GP, L.L.C., a Delaware limited liability company (the "General Partner"), and Shamrock Partners Activist Value Fund, L.L.C., a Delaware limited liability company ("Shamrock Partners" and, collectively with SAVF, SAVF II, SAVF III and the General Partner, the "Reporting Persons"), with respect to Common Shares, \$.001 par value per share ("Common Shares"), of ProQuest Company, a Delaware corporation (the "Company"). Capitalized terms used and not defined in this Amendment No. 1 shall have the meanings set forth in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule 13D.

1. ITEM 3 OF THE SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

ITEM 3. Source and Amount of Funds or Other Consideration.

The total amount of funds used by SAVF to purchase the 342,380 Common Shares acquired by it after December 26, 2006 (the date of the filing of the Schedule 13D) was \$3,357,961 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF.

The total amount of funds used by SAVF II to purchase the 32,847 Common Shares acquired by it after December 26, 2006 (the date of the filing of the Schedule 13D) was \$311,759 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF II.

The total amount of funds used by SAVF III to purchase the 5,973 Common Shares acquired by it after December 26, 2006 (the date of the filing of the Schedule 13D) was \$56,789 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF III.

2. ITEM 5 OF THE SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

ITEM 5. Interests in Securities of the Issuer.

(a), (b) SAVF, SAVF II and SAVF III are controlled by the General Partner. As a result, each of SAVF, SAVF II and SAVF III may be deemed members of a group and may be deemed to beneficially own for purposes of Section 13(d) the shares beneficially owned for such purposes by the others.

SAVF is the owner of 1,871,761 Common Shares, which represents approximately 6.27% of the issued and outstanding Common Shares. SAVF II is the owner of 439,470 Common Shares, which represents approximately 1.47% of the issued and outstanding Common Shares. SAVF III is the owner of 63,169 Common Shares, which represents approximately 0.21% of the issued and outstanding Common Shares.

As the general partner of Shamrock Activist Value Fund, the General Partner may be deemed to beneficially own the 2,374,400 Common Shares owned by Shamrock Activist Value Fund, constituting approximately 7.95% of the issued and outstanding Common Shares. As the managing member of the General Partner, Shamrock Partners may be deemed to beneficially own the 2,374,400 Common Shares owned by Shamrock Activist Value Fund, constituting approximately 7.95% of the issued and outstanding Common Shares. Shamrock Partners has sole voting and dispositive power with respect to the 2,374,400 Common Shares owned by Shamrock Activist Value Fund by virtue of its authority to vote and dispose of such Common Shares. Finally, each of the controlling persons of Shamrock Partners may be deemed to beneficially own the 2,374,400 Common Shares owned by Shamrock Activist Value Fund, pursuant to Rule 13d-3 under the Act. Those controlling persons are identified in response to Item 2.

The percentages set forth in this response to Items 5(a) and 5(b) assumes that 29,866,131 Common Shares were outstanding as of November 5, 2005, as represented by the Company in its Form 10-Q filed with the Securities and Exchange Commission on November 10, 2005.

(c) During the last 60 days, SAVF, SAVF II and SAVF III acquired Common Shares on such dates, in such amounts and at such per share prices (excluding brokerage fees) as indicated on the Schedule of Transactions attached hereto as Exhibit 1 and incorporated herein by reference. All such transactions were effected in the open market on the New York Stock Exchange.

Except as set forth above, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any person identified in response to Item 2, beneficially owns any Common Shares or has effected any transactions in Common Shares during the preceding 60 days.

(d) Not applicable.

(e) Not applicable.

3. ITEM 7 OF THE SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

ITEM 7. Material to be Filed as Exhibits.

| | Document |
|-----------|---|
| Exhibit 3 | Schedule of Transactions |
| Exhibit 4 | Joint Filing Agreement, dated December 26, 2006, among Shamrock Activist Value Fund, L.P., Shamrock Activist Value Fund II, L.P., Shamrock Activist Value Fund III, L.P., Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C. |

SIGNATURES

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

Date: March 26, 2007

SHAMROCK ACTIVIST VALUE FUND, L.P.

By: Shamrock Activist Value Fund GP, L.L.C.,
its general partner

By: Shamrock Partners Activist Value Fund, L.L.C.,
its managing member

By: /s/ Michael J. McConnell
Name: Michael J. McConnell
Title: Vice President

SHAMROCK ACTIVIST VALUE FUND II, L.P.

By: Shamrock Activist Value Fund GP, L.L.C.,
its general partner

By: Shamrock Partners Activist Value Fund, L.L.C.,
its managing member

By: /s/ Michael J. McConnell
Name: Michael J. McConnell
Title: Vice President

SHAMROCK ACTIVIST VALUE FUND III, L.P.

By: Shamrock Activist Value Fund GP, L.L.C.,
its general partner

By: Shamrock Partners Activist Value Fund, L.L.C.,
its managing member

By: /s/ Michael J. McConnell
Name: Michael J. McConnell
Title: Vice President

SHAMROCK ACTIVIST VALUE FUND GP, L.L.C.

By: Shamrock Partners Activist Value Fund, L.L.C.,
its managing member

By: /s/ Michael J. McConnell
Name: Michael J. McConnell
Title: Vice President

SHAMROCK PARTNERS ACTIVIST VALUE FUND,
L.L.C.

By: /s/ Michael J. McConnell
Name: Michael J. McConnell
Title: Vice President

Exhibit Index

| | Document |
|-----------|---|
| Exhibit 3 | Schedule of Transactions |
| Exhibit 4 | Joint Filing Agreement, dated December 26, 2006, among Shamrock Activist Value Fund, L.P., Shamrock Activist Value Fund II, L.P., Shamrock Activist Value Fund III, L.P., Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C. |