

ADVANCED DRAINAGE SYSTEMS, INC.
Form SC 13G
December 15, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Advanced drainage systems, INC.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

00790R104
(CUSIP Number)

December 4, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G 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. 00790R104

(1) Names of Reporting Persons. I.R.S.

Identification Nos. of Above Persons (entities only):

12 West
Capital
Management
LP

(2) Check the

Appropriate Box if a (a)

Member of a Group

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware,
United States

Number of Shares Beneficially Owned By Each
Reporting Person With

(5) Sole

Voting 3,248,501**

Power:

(6) Shared

Voting 0**

Power:

(7) Sole

Dispositive 3,248,501**

Power:

(8) Shared

Dispositive 0**

Power:

(9) Aggregate Amount Beneficially Owned by Each
Reporting Person:

3,248,501**

(10) Check if the Aggregate Amount in Row (9)

Excludes Certain Shares (See Instructions):

Not Applicable

(11) Percent of Class Represented by Amount in
Row (9): 6.1%**

(12) Type of Reporting Person (See
Instructions): IA

**12 West Capital Management LP ("12 West Management") serves as the investment manager to 12 West Capital Fund LP, a Delaware limited partnership ("12 West Onshore Fund"), and 12 West Capital Offshore Fund LP, a Cayman

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Islands exempted limited partnership ("12 West Offshore Fund"), and possesses the sole power to vote and the sole power to direct the disposition of all securities of Advanced Drainage Systems, Inc. (the "Company") held by 12 West Onshore Fund and 12 West Offshore Fund. Joel Ramin, as the sole member of 12 West Capital Management, LLC, the general partner of 12 West Management, possesses the voting and dispositive power with respect to all securities beneficially owned by 12 West Management.

As of December 4, 2014, 12 West Onshore Fund held 2,151,475 shares of Common Stock of the Company, par value \$0.01 per share ("Common Stock"), and 12 West Offshore Fund held 1,097,026 shares of Common Stock.

Based on information disclosed in the Company's Prospectus, filed with the Securities and Exchange Commission on December 4, 2014, there were 52,934,649 shares of Common Stock outstanding as of September 30, 2014. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, 12 West Management is deemed to beneficially own 3,248,501 shares of Common Stock, or 6.1% of the shares of Common Stock deemed issued and outstanding as of December 4, 2014.

Item 1(a). Name Of Issuer:

Advanced Drainage Systems, Inc.

Item 1(b). Address of Issuer's Principal

Executive Offices:

4640 Trueman Boulevard

Hilliard, Ohio 43026

Item 2(a). Name of Person Filing:

12 West Capital Management LP

Item 2(b). Address of Principal Business

Office or, if None, Residence:

90 Park Avenue

41st Floor

New York, New York 10016

Item 2(c). Citizenship:

12 West Capital Management LP is a Delaware limited partnership.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value per share.

Item 2(e). CUSIP No.:

00790R104

Item 3. If This Statement Is Filed Pursuant to §§240.13d-1(b) or 13d-2(b) or (c), check

whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

(a) Amount Beneficially Owned: 3,248,501**

(b) Percent of Class: 6.1%**

- (c) Number of Shares as to which such person has:
- | | |
|---|-------------|
| (i) Sole power to vote or to direct the vote: | 3,248,501** |
| (ii) Shared power to vote or to direct the vote: | 0** |
| (iii) Sole power to dispose or to direct the disposition of: | 3,248,501** |
| (iv) Shared power to dispose or to direct the disposition of: | 0** |

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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 or
Control Person:**
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.

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.

December 15, 2014

12 WEST CAPITAL MANAGEMENT LP

By: 12 WEST CAPITAL MANAGEMENT, LLC,
its General Partner

By: /s/ Joel Ramin
Joel Ramin,
its Sole Member

**Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001).**