METRIS COMPANIES INC Form SC 13D/A December 05, 2005

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 6)*

Metris Companies, Inc. (NAME OF ISSUER) Common Stock, par value \$.01 per share ______ (TITLE OF CLASS OF SECURITIES) 591598 10 7 (CUSIP NUMBER) Steven M. Peck, Esq. Weil, Gotshal & Manges LLP 100 Federal Street Boston, Massachusetts 02110 (617) 772-8300 _____ (NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS) December 5, 2005 ______ (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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-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 ss.240.13d-7 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 ("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.		591598 	10 7	13D	
	NAME OF REE	PORTING NTIFICAT	ION NO. NTITIES ONLY):	THL EQUITY A	DVISORS IV, LI 04-3399871
2	CHECK THE A	APPROPRI	ATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONI				
4	SOURCE OF E		N/A		
5	CHECK BOX	 IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUA	
6	CITIZENSHIE	OR PLA	CE OF ORGANIZATION:	DELAWARE	
NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	H	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE I	AMOUNT B	ENEFICIALLY OWNED BY REPORTING PR	ERSON:	
12	CHECK BOX	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLU	JDES CERTAIN	SHARES:
13	PERCENT OF	 CLASS R	EPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REE	PORTING	PERSON:	00	
CUSIP No.		 591598 	 10 7 	13D	
	NAME OF REFI.R.S. IDEN	NTIFICAT		THOMAS H. LE	E EQUITY FUND 04-3399873

2	CHECK THE	APPROPR	IATE BOX IF A	A MEMBER OF A	GROUP:	
3	SEC USE ON					
4	SOURCE OF			WC		
			LOSURE OF LEG	GAL PROCEEDING		URSUANT TO ITEM 2 (d
6					DELAWAR	
NUMBER OF SHARES		7	SOLE VOTING	G POWER:		-0-
BENEFICIALLY OWNED BY	ľ	8	SHARED VOT	NG POWER:		-0-
EACH REPORTING		9	SOLE DISPOS	SITIVE POWER:		-0-
PERSON WITH	H	10		POSITIVE POWER		-0-
11	AGGREGATE	AMOUNT	BENEFICIALLY	OWNED BY REPO	RTING PERSON:	-0-
12	CHECK BOX	IF THE	AGGREGATE AMO	OUNT IN ROW (1	1) EXCLUDES CER	TAIN SHARES:
13	PERCENT OF	CLASS		BY AMOUNT IN R		
14			PERSON:		PN	
CUSIP No.		591598	10 7		13D	
1	NAME OF RE I.R.S. IDE OF ABOVE P	NTIFICA		···································	THOMAS	H. LEE FOREIGN FUND 04-3417188
2	CHECK THE	APPROPR	IATE BOX IF A	MEMBER OF A	GROUP:	
3	SEC USE ON	LY				
4	SOURCE OF	FUNDS:		WC		
5	CHECK BOX	IF DISC	LOSURE OF LEG	GAL PROCEEDING	S IS REQUIRED P	URSUANT TO ITEM 2(c

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	(8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	H	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY REPORTING P	ERSON:	
12	CHECK BOX I	F THE 2	AGGREGATE AMOUNT IN ROW (11) EXCL	UDES CERTAIN	SHARES:
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)	 :	
14	TYPE OF REP	ORTING	PERSON:	PN	
CUSIP No.		 591598	10 7	13D	
1	NAME OF REP I.R.S. IDEN OF ABOVE PE	ORTING TIFICA			EE FOREIGN FUND 04-3471267
2	CHECK THE A	PPROPR	IATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONL				
4	SOURCE OF F		WC		
5		F DISC	LOSURE OF LEGAL PROCEEDINGS IS REC	QUIRED PURSU	JANT TO ITEM 2 (c
6	CITIZENSHIP	OR PL	ACE OF ORGANIZATION:	DELAWARE	
NUMBER OF SHARES			SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	Ĭ	8	SHARED VOTING POWER:		-0-

EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH			SHARED DISPOSITIVE POWER:		-0-
11			BENEFICIALLY OWNED BY REPORTING PE		
12	CHECK BOX II	F THE	AGGREGATE AMOUNT IN ROW (11) EXCLU	UDES CERTAIN S	HARES:
13	PERCENT OF (CLASS	REPRESENTED BY AMOUNT IN ROW (11):		
	TYPE OF REPO		G PERSON:	PN	
CUSIP No.	· · · · · · · · · · · · · · · · · · ·	591598	3 10 7	13D	
	NAME OF REPO	ORTING TIFICA	ATION NO. (ENTITIES ONLY):	1997 THOMAS H	. LEE NOMINEE
2	CHECK THE AI	 PPROPR	RIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY				
4	SOURCE OF FU		WC		
	CHECK BOX I	F DISC	CLOSURE OF LEGAL PROCEEDINGS IS REΩ	QUIRED PURSUAN	
6			LACE OF ORGANIZATION:	MASSACHUSETTS	
NUMBER OF SHARES			SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	-	8	SHARED VOTING POWER:		-0-
EACH REPORTING			SOLE DISPOSITIVE POWER:		-0-
PERSON WITH		10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE AN	MOUNT	BENEFICIALLY OWNED BY REPORTING PE	ERSON:	 -0-
12	CHECK BOX II	 F THE	AGGREGATE AMOUNT IN ROW (11) EXCLU		

13	PERCENT OF	:						
14	TYPE OF REPORTING PERSON:				00			
CUSIP No.		591598			13D			
1	NAME OF REE I.R.S. IDEN OF ABOVE PE	NTIFICAT	DAVID V. HAR	KINS				
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:						
3	SEC USE ONI	LY						
4	SOURCE OF E	FUNDS:						
5	CHECK BOX	IF DISCI		PROCEEDINGS IS RE		NT TO ITEM 2(c		
6	CITIZENSHIE	P OR PLA	ACE OF ORGANIZAT		UNITED STATE	S		
NUMBER OF SHARES		7	SOLE VOTING PO			-0-		
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING I			-0-		
EACH REPORTING		9	SOLE DISPOSITIV	VE POWER:		-0-		
PERSON WIT			SHARED DISPOSI			-0-		
	AGGREGATE A	AMOUNT E	BENEFICIALLY OWN!	ED BY REPORTING P	ERSON:	-0-		
12	CHECK BOX	IF THE A	AGGREGATE AMOUNT	IN ROW (11) EXCL	UDES CERTAIN	SHARES:		
	PERCENT OF	CLASS F	REPRESENTED BY AI	MOUNT IN ROW (11)	:			
14	TYPE OF REE	PORTING	PERSON:		IN			

CUSIP No.		3 10 7 	13D
	NAME OF REPORTING I.R.S. IDENTIFICA OF ABOVE PERSON (ATION NO. (ENTITIES ONLY):	THE 1995 HARKINS GIFT TRUS
2	CHECK THE APPROPR	RIATE BOX IF A MEMBER OF A GROUI	P:
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	00	
5	CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS	REQUIRED PURSUANT TO ITEM 2(c
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION:	MASSACHUSETTS
NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	у 8	SHARED VOTING POWER:	-0-
EACH REPORTING		SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	H 10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY REPORTING	G PERSON: -0-
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EX	XCLUDES CERTAIN SHARES:
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11):
14	TYPE OF REPORTING	G PERSON:	00
CUSIP No.	 591598 	3 10 7	13D
1	NAME OF REPORTING		SCOTT A. SCHOEN
<u>-</u>	I.R.S. IDENTIFICA		00011 11. 00110211

OF ABOVE PERSON (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC 4 SOUR 5 CHEC	USE ONLY CCE OF FUNDS: CK BOX IF DISCI ZENSHIP OR PLA 7 8 9	LOSURE OF LEGAL PROCEEDING ACE OF ORGANIZATION: SOLE VOTING POWER: SHARED VOTING POWER:	GS IS REQUIRED PURSUANT TUNITED STATES	FO ITEM 2(0
4 SOUR 5 CHEC 6 CITI NUMBER OF SHARES	CE OF FUNDS: CK BOX IF DISCI ZENSHIP OR PLF 7 8 9	PF LOSURE OF LEGAL PROCEEDING ACE OF ORGANIZATION: SOLE VOTING POWER: SHARED VOTING POWER:	GS IS REQUIRED PURSUANT 1 UNITED STATES -0-	FO ITEM 2(0
5 CHEC 6 CITI NUMBER OF SHARES	ZK BOX IF DISCI	LOSURE OF LEGAL PROCEEDING ACE OF ORGANIZATION: SOLE VOTING POWER: SHARED VOTING POWER:	GS IS REQUIRED PURSUANT TO THE	O ITEM 2(0
6 CITI NUMBER OF SHARES	7	ACE OF ORGANIZATION: SOLE VOTING POWER: SHARED VOTING POWER:	UNITED STATES	-
NUMBER OF SHARES	7 8 8 9	SOLE VOTING POWER: SHARED VOTING POWER:	-0- 	-
BENEFICIALLY	9	SHARED VOTING POWER:	-0-	-
OWNED BY				
EACH REPORTING	10			-
PERSON WITH		SHARED DISPOSITIVE POWER		
11 AGGR		BENEFICIALLY OWNED BY REPO		
12 CHEC	CK BOX IF THE F	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHAF	 RES:
13 PERC		REPRESENTED BY AMOUNT IN I		
14 TYPE	OF REPORTING		IN	
CUSIP No.	591598	10 7	13D	
I.R.	C OF REPORTING S. IDENTIFICAT ABOVE PERSON (E		C. HUNTER BOLL	
2 CHEC	CK THE APPROPRI	TATE BOX IF A MEMBER OF A	GROUP:	
3 SEC	USE ONLY			
4 SOUR	RCE OF FUNDS:	PF		

6	CITIZENSHIP		CE OF ORGANIZATION:		
NUMBER OF SHARES			SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	ľ	8	SHARED VOTING POWER:		-0-
EACH REPORTING			SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	ŀ		SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE A		ENEFICIALLY OWNED BY REPOR		
			GGREGATE AMOUNT IN ROW (11		
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN RO	W (11):	
14			PERSON:	IN	
P No.		 591598	 10 7		
P No.			10 7	13D	
1	NAME OF REP	ORTING	10 7	13D	
1	NAME OF REP I.R.S. IDEN OF ABOVE PE	ORTING TIFICAT	10 7 PERSON: TION NO. ENTITIES ONLY):	13D SCOTT M.	SPERLING
1 2	NAME OF REP I.R.S. IDEN OF ABOVE PE	ORTING ORTING ITIFICAT CRSON (E	10 7 PERSON: ION NO. INTITIES ONLY):	13D SCOTT M.	SPERLING
2	NAME OF REP I.R.S. IDEN OF ABOVE PE CHECK THE A	ORTING UTIFICAT CRSON (E APPROPRI	PERSON: TION NO. ENTITIES ONLY): ATE BOX IF A MEMBER OF A GI	13D SCOTT M.	SPERLING
1 2 3	NAME OF REP I.R.S. IDEN OF ABOVE PE CHECK THE A SEC USE ONL SOURCE OF F	CORTING UTIFICAT CRSON (E	PERSON: TION NO. ENTITIES ONLY): ATE BOX IF A MEMBER OF A GI	SCOTT M. SCOTT M. ROUP: IS REQUIRED PU	SPERLING
1 2 3 4	NAME OF REP I.R.S. IDEN OF ABOVE PE CHECK THE A SEC USE ONL SOURCE OF F	ORTING UTIFICAT CRSON (E	PERSON: ION NO. INTITIES ONLY): ATE BOX IF A MEMBER OF A GIVEN PF OSURE OF LEGAL PROCEEDINGS CE OF ORGANIZATION:	SCOTT M. ROUP: IS REQUIRED PURE OF THE P	SPERLING RSUANT TO ITEL TATES
1 2 3 4	NAME OF REP I.R.S. IDEN OF ABOVE PE CHECK THE A SEC USE ONL SOURCE OF F CHECK BOX I CITIZENSHIP	PORTING ITIFICAT RSON (E PPROPRI Y UNDS:	PERSON: ION NO. INTITIES ONLY): ATE BOX IF A MEMBER OF A GI	SCOTT M. SCOTT M. IS REQUIRED PUI	SPERLING RSUANT TO ITEL TATES -0-

OWNED BY						
EACH REPORTING		9	SOLE	DISPOSITIVE POWER:		-0-
PERSON WITH	ł	10	SHAR	ED DISPOSITIVE POWER:		-0-
11	AGGREGATE	AMOUNT B	ENEFI	CIALLY OWNED BY REPORTING		-0-
12	CHECK BOX	IF THE A	AGGREG	ATE AMOUNT IN ROW (11) E	XCLUDES CERTAIN S	SHARES:
13	PERCENT OF	CLASS R		ENTED BY AMOUNT IN ROW (•	
14			PERSON		IN	
CUSIP No.		591598	10 7		13D	
	NAME OF REILR.S. IDE OF ABOVE P	ENTIFICAT	TION NO	O. ES ONLY):	ANTHONY J. DI	INOVI
2	CHECK THE			OX IF A MEMBER OF A GROUP		
3	SEC USE ON	NLY				
4	SOURCE OF			PF		
				OF LEGAL PROCEEDINGS IS	REQUIRED PURSUAN	
6					UNITED STATES	S
NUMBER OF SHARES		7		VOTING POWER:		-0-
BENEFICIALLY OWNED BY	r	8		ED VOTING POWER:		-0-
EACH REPORTING		9	SOLE	DISPOSITIVE POWER:		-0-
PERSON WITH	I	10	SHAR	ED DISPOSITIVE POWER:		-0-
11	AGGREGATE	AMOUNT E	3ENEFI	CIALLY OWNED BY REPORTING		

12	CHECK BOX	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:						
13	PERCENT OF	ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):						
14	TYPE OF REE	PORTING	IN					
CUSIP No.		591598	10 7	13D				
1	NAME OF REI	PORTING NTIFICA	PERSON: TION NO. ENTITIES ONLY):	THOMAS M. HAG	THOMAS M. HAGERTY			
2	CHECK THE F	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:						
3	SEC USE ONLY							
4	SOURCE OF E	SOURCE OF FUNDS: PF						
5	CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDING	GS IS REQUIRED PURSUAN				
		P OR PL	ACE OF ORGANIZATION:					
NUMBER OF SHARES		7	SOLE VOTING POWER:		 _0_			
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING POWER:					
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-			
PERSON WITH	Н	10	SHARED DISPOSITIVE POWE	R:	 _0_			
11	AGGREGATE A	AMOUNT	BENEFICIALLY OWNED BY REP	ORTING PERSON:	-0-			
12	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (
13			REPRESENTED BY AMOUNT IN					
14	TYPE OF REF		PERSON:	IN				

CUSIP No.		591598		13D	
			··		
	NAME OF REP I.R.S. IDEN OF ABOVE PE	NTIFICAT		WARREN C. SMI	TH, JR.
2	CHECK THE A	 .PPROPRI	ATE BOX IF A MEMBER OF A GRO	UP:	
3	SEC USE ONL	 .Y			
4	SOURCE OF F	'UNDS:			
5	CHECK BOX I	F DISCL	OSURE OF LEGAL PROCEEDINGS I	S REQUIRED PURSUAN	
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION:	UNITED STATES	
NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	Ý	8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	H	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE A	MOUNT B	BENEFICIALLY OWNED BY REPORTI	NG PERSON:	-0-
12	CHECK BOX I	F THE A	GGREGATE AMOUNT IN ROW (11)	EXCLUDES CERTAIN S	HARES:
13			REPRESENTED BY AMOUNT IN ROW	(11):	
14	TYPE OF REP		PERSON:	IN	
CUSIP No.		591598		13D	
1	NAME OF REP	NTIFICAT		SETH W. LAWRY	

OF ABOVE PERSON (ENTITIES ONLY):

2		PRIATE BOX IF A M	EMBER OF A GROUP	2:			
3	SEC USE ONLY						
4		SOURCE OF FUNDS: PF					
5	CHECK BOX IF DI	SCLOSURE OF LEGAL		REQUIRED PURSU			
6	CITIZENSHIP OR	PLACE OF ORGANIZA		UNITED STAT			
NUMBER OF SHARES	7	SOLE VOTING P	OWER:		-0-		
BENEFICIALLY OWNED BY	Y 8				-0-		
EACH REPORTING		SOLE DISPOSIT	IVE POWER:		-0-		
PERSON WITH	н 10	SHARED DISPOS			-0-		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0-						
12	CHECK BOX IF TH	E AGGREGATE AMOUN					
13	PERCENT OF CLAS	S REPRESENTED BY		L1):			
14	TYPE OF REPORTI	NG PERSON:		IN			
CUSIP No.	5915	98 10 7		13D 			
1	NAME OF REPORTI I.R.S. IDENTIFI OF ABOVE PERSON			KENT R. WEL			
2	CHECK THE APPRO	PRIATE BOX IF A M		?:			
3	SEC USE ONLY						
4	SOURCE OF FUNDS	:	PF				
5	CHECK BOX IF DI	SCLOSURE OF LEGAL	PROCEEDINGS IS	REQUIRED PURSU	ANT TO ITEM 2(

6	CITIZENSHIP	OR PLAC	CE OF ORGANIZATION:	UNITED STATE	S
NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING POWER:		-0-
EACH REPORTING	-	9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	- H	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE AN	MOUNT BE	ENEFICIALLY OWNED BY REPORTING PI	ERSON:	-0-
12	CHECK BOX II	F THE AC	GGREGATE AMOUNT IN ROW (11) EXCLU	UDES CERTAIN	SHARES:
13	PERCENT OF (CLASS RE	EPRESENTED BY AMOUNT IN ROW (11)	 :	
14	TYPE OF REPO	ORTING E	PERSON:	IN	
CUSIP No.		 591598 1	 10 7	13D	
1	NAME OF REPORT OF ABOVE PER	TIFICATI	ION NO. NTITIES ONLY):	TERRENCE M.	MULLEN
2			ATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY	Y			
4	SOURCE OF FU		PF		
5	CHECK BOX II	F DISCLO	OSURE OF LEGAL PROCEEDINGS IS RE		 NT TO ITEM 2(d
				UNITED STATE	S
NUMBER OF SHARES			SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	- Y	8	SHARED VOTING POWER:		-0-
EACH	-	9	SOLE DISPOSITIVE POWER:		-0-

REPORTING

REPORTING				
PERSON WITH	H	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE	AMOUNT E	BENEFICIALLY OWNED BY REPORTING P	ERSON: -0-
12	CHECK BOX	IF THE <i>A</i>	AGGREGATE AMOUNT IN ROW (11) EXCI	UDES CERTAIN SHARES:
13	PERCENT OF	F CLASS E	REPRESENTED BY AMOUNT IN ROW (11)	:
14			PERSON:	IN
CUSIP No.		591598	10 7	13D
1	NAME OF REI.R.S. IDE	EPORTING ENTIFICAT	TION NO. ENTITIES ONLY):	TODD M. ABBRECHT
2	CHECK THE	APPROPRI	IATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ON			
4	SOURCE OF		PF	
	CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDINGS IS RE	
6	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION:	
NUMBER OF SHARES		7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	Z.	8	SHARED VOTING POWER:	-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	H	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE	AMOUNT E	BENEFICIALLY OWNED BY REPORTING P	ERSON: -0-
12	CHECK BOX	IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCL	UDES CERTAIN SHARES:

CUSIF No. 591598 10 7 13D 1 NAME OF REPORTING PERSON: CHARLES A. BRIZIUS 1 T.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 3 SEC USE ONLY 4 SOURCE OF FUNDS: PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 24 6 CITIZENSHIP OR FLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES BEREFICIALLY 8 SHARED VOTING POWER: -0- CONNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING FERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11	•	
CUSIP No. 591598 10 7 13D 1 NAME OF REPORTING PERSON: CHARLES A. BRIZIUS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 3 SEC USE ONLY 4 SOURCE OF FUNDS: PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCREDINGS IS REQUIRED PURSUANT TO ITEM 2(6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES DENEFICIALLY 8 SHARED VOTING POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	14			PERSON:	IN	
CUSIP No. 591598 10 7 13D 1 NAME OF REPORTING PERSON: CHARLES A. BRIZIUS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 3 SEC USE ONLY 4 SOURCE OF FUNDS: PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0- OWNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):						
1 NAME OF REPORTING PERSON: CHARLES A. BRIZIUS 1.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 3 SEC USE ONLY 4 SOURCE OF FUNDS: PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0- CONNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):						
1 NAME OF REPORTING PERSON: CHARLES A. BRIZIUS 1.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 3 SEC USE ONLY 4 SOURCE OF FUNDS: PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES 5 SHARES 6 SHARED VOTING POWER: -0- ONNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	CUSIP No.		591598			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 3 SEC USE ONLY 4 SOURCE OF FUNDS: PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		NAME OF REP	PORTING NTIFICAT	PERSON: TION NO. ENTITIES ONLY):	CHARLES A. B	BRIZIUS
3 SEC USE ONLY 4 SOURCE OF FUNDS: PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0- WINED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	2			IATE BOX IF A MEMBER OF A GROUP:	:	
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0- OWNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		SEC USE ONL	ĽΥ			
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF 7 SOLE VOTING POWER: -0- SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0- OWNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):			FUNDS:	PF		
NUMBER OF 7 SOLE VOTING POWER: -0- SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0- OWNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	5		IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS R	REQUIRED PURSUA	ANT TO ITEM 2(d
NUMBER OF SHARES BENEFICIALLY 8 SHARED VOTING POWER: -0- OWNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	6			ACE OF ORGANIZATION:	UNITED STATE	IS
BENEFICIALLY 8 SHARED VOTING POWER: -0- OWNED BY EACH 9 SOLE DISPOSITIVE POWER: -0- REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):			7	SOLE VOTING POWER:		-0-
EACH 9 SOLE DISPOSITIVE POWER: -0- PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14 TYPE OF REPORTING PERSON: IN		Y	8	SHARED VOTING POWER:		-0-
PERSON WITH 10 SHARED DISPOSITIVE POWER: -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14 TYPE OF REPORTING PERSON: IN			9	SOLE DISPOSITIVE POWER:		
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14 TYPE OF REPORTING PERSON: IN	PERSON WIT!	Н	10	SHARED DISPOSITIVE POWER:		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14 TYPE OF REPORTING PERSON: IN				BENEFICIALLY OWNED BY REPORTING	PERSON:	-0-
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 14 TYPE OF REPORTING PERSON: IN						
14 TYPE OF REPORTING PERSON: IN	13					
			ORTING			

16

CUSIP No.	59	91598 3	10 7	13D	
	NAME OF REPOR	RTING I	PERSON:	SCOTT JAECKEL	
2			ATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY				
4	SOURCE OF FUN		PF		
5	CHECK BOX IF	DISCLO	OSURE OF LEGAL PROCEEDINGS IS RE	QUIRED PURSUAN	·
6	CITIZENSHIP C	OR PLAC	CE OF ORGANIZATION:	UNITED STATES	
NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY		8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	 H	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE AMC	BI	ENEFICIALLY OWNED BY REPORTING P	ERSON:	-0-
12	CHECK BOX IF	THE A	GGREGATE AMOUNT IN ROW (11) EXCI	UDES CERTAIN S	HARES:
13	PERCENT OF CI	LASS RI	EPRESENTED BY AMOUNT IN ROW (11)	:	
14	TYPE OF REPOR	RTING F	PERSON:	IN	
CUSIP No.	59 	91598 í		13D	
				- 	
	NAME OF REPOR	RTING E	PERSON:	SOREN OBERG	
2	CHECK THE APP	PROPRIA	ATE BOX IF A MEMBER OF A GROUP:		

3	SEC USE ONI	LY			
4	SOURCE OF E	FUNDS:	PF		
5	CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDING	GS IS REQUIRED PURSU	
6	CITIZENSHII	P OR PLF	ACE OF ORGANIZATION:	UNITED STAT	`ES
NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	Y	8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	H	10	SHARED DISPOSITIVE POWER	R:	-0-
11	AGGREGATE I	AMOUNT F	BENEFICIALLY OWNED BY REPO	ORTING PERSON:	-0-
12	CHECK BOX	IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	J SHARES:
13	PERCENT OF		REPRESENTED BY AMOUNT IN I		
14	TYPE OF REI	PORTING		IN	
CUSIP No.		591598	 10 7 	13D	
1	NAME OF REE	PORTING		THOMAS R. S	SHEPHERD
2	CHECK THE 1	APPROPRI	IATE BOX IF A MEMBER OF A		
3	SEC USE ONI				
4	SOURCE OF E		PF		
5			LOSURE OF LEGAL PROCEEDING	GS IS REQUIRED PURSU	
6	CITIZENSHI	P OR PL <i>I</i>	ACE OF ORGANIZATION:	UNITED STAT	: ?ES

NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	7	8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	I	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE A	MOUNT E	BENEFICIALLY OWNED BY REPORTING E	PERSON:	
12	CHECK BOX I	F	AGGREGATE AMOUNT IN ROW (11) EXCI		
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REP	ORTING	PERSON:	IN	
CUSIP No.		 591598 	10 7	13D	
1	NAME OF REP I.R.S. IDEN OF ABOVE PE	TIFICAT	TION NO. ENTITIES ONLY):	WENDY L. MAS	
2	CHECK THE A	PPROPRI	TATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONL	Υ			
4	SOURCE OF F		PF		
5			LOSURE OF LEGAL PROCEEDINGS IS RE		NT TO ITEM 2(d
6					
				UNITED STATE	
NUMBER OF SHARES	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION:SOLE VOTING POWER:	UNITED STATE	 -0-
	CITIZENSHIP	OR PL#	ACE OF ORGANIZATION: SOLE VOTING POWER: SHARED VOTING POWER:	UNITED STATE	
SHARES BENEFICIALLY	CITIZENSHIP	OR PLA 7	ACE OF ORGANIZATION: SOLE VOTING POWER: SHARED VOTING POWER: SOLE DISPOSITIVE POWER:	UNITED STATE	

11			BENEFICIALLY OWNED BY REPORTING P		
12			AGGREGATE AMOUNT IN ROW (11) EXCL	LUDES CERTAIN SHAI	RES:
13	PERCENT OF	CLASS R	REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REI			IN	
CUSIP No.		591598	10 7	13D	
1	NAME OF REF	PORTING NTIFICAT	TION NO. ENTITIES ONLY):	ANDREW D. FLAST	ER
2	CHECK THE A	APPROPRI	TATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONI				
4	SOURCE OF I		PF		
5	CHECK BOX	IF DISCL	OSURE OF LEGAL PROCEEDINGS IS RE		
			ACE OF ORGANIZATION:		
NUMBER OF SHARES		7	SOLE VOTING POWER:	-0-	_
BENEFICIALLY OWNED BY	:		SHARED VOTING POWER:	-0-	-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:	-0-	_
PERSON WITH	ſ	10	SHARED DISPOSITIVE POWER:	-0-	-
11	AGGREGATE A	AMOUNT B	BENEFICIALLY OWNED BY REPORTING P		
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCL		
			REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REE		PERSON:	IN	

591598 10 7 NAME OF REPORTING PERSON: KRISTINA A. WATTS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: SEC USE ONLY SOURCE OF FUNDS: CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES NUMBER OF SOLE VOTING POWER: SHARES BENEFICIALLY SHARED VOTING POWER: -0-OWNED BY ______ SOLE DISPOSITIVE POWER: EACH -0-REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 13 TYPE OF REPORTING PERSON: 14 ΙN 591598 10 7

	NAME OF RE I.R.S. IDE OF ABOVE P	ENTIFICAT		ROBERT SCHIFF	F LEE 1998 IRR
2	CHECK THE		IATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ON				
4	SOURCE OF		00		
		IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUAN	
6		:: :P OR PL		MASSACHUSETTS	
NUMBER OF SHARES		7	SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	Ý	8	SHARED VOTING POWER:		-0-
EACH REPORTING			SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	Ħ	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE	AMOUNT I	BENEFICIALLY OWNED BY REPORTING PR		
12	CHECK BOX	IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLU	UDES CERTAIN S	HARES:
13	PERCENT OF	' CLASS I	REPRESENTED BY AMOUNT IN ROW (11):	:	
14	TYPE OF RE	PORTING	PERSON:	00	
CUSIP No.		591598 	10 7	13D	
1	NAME OF RE I.R.S. IDE OF ABOVE P	ENTIFICAT		STEPHEN ZACHA	ARY LEE
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ON	1TA 			
4	SOURCE OF	FUNDS:	PF		

5	CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REÇ	QUIRED PURSUANT TO ITEM 2(c
6		LACE OF ORGANIZATION:	UNITED STATES
NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	r 8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	— ——— 10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY REPORTING PE	ERSON: -0-
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLU	UDES CERTAIN SHARES:
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING	G PERSON:	IN
CUSIP No.	 591598	3 10 7	13D
1	NAME OF REPORTING I.R.S. IDENTIFICA OF ABOVE PERSON (ATION NO.	CHARLES ROBINS AS TRUSTEE
2	CHECK THE APPROPR	RIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	PF	
5		CLOSURE OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUANT TO ITEM 2(
6	CITIZENSHIP OR PL	LACE OF ORGANIZATION:	UNITED STATES
NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY	 Y 8	SHARED VOTING POWER:	-0-

OWNED BY					
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	I	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE A	MOUNT I	BENEFICIALLY OWNED BY REPORTIN	G PERSON:	-0-
12			AGGREGATE AMOUNT IN ROW (11) E		
13	PERCENT OF	CLASS 1	REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REP		PERSON:	00	
 USIP No. 			10 7	13D	
1	NAME OF REP	ORTING TIFICA	PERSON:	CHARLES W. R	
2	CHECK THE A	PPROPR	IATE BOX IF A MEMBER OF A GROU	 IP:	
3	SEC USE ONL				
4	SOURCE OF F		PF		
			LOSURE OF LEGAL PROCEEDINGS IS		·
			ACE OF ORGANIZATION:		
NUMBER OF SHARES			SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY		8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	I	10	SHARED DISPOSITIVE POWER:		-0-
			BENEFICIALLY OWNED BY REPORTIN		

Lage	ar r ming. wie	11110 00	OWI ANTEO ING TOTAL CO TODAY				
12	CHECK BOX I	F THE A	AGGREGATE AMOUNT IN ROW (11) EXCL	UDES CERTAIN S	SHARES:		
13	PERCENT OF	ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):					
14	TYPE OF REP	ORTING	PERSON:	IN			
		,					
CUSIP No.			10 7	13D			
1	NAME OF REPIRES. IDEN	TIFICAT	IION NO. ENTITIES ONLY):	JAMES WESTRA			
2			IATE BOX IF A MEMBER OF A GROUP:				
3	SEC USE ONI						
4	SOURCE OF F	'UNDS:	PF				
5	CHECK BOX I	F DISCI	LOSURE OF LEGAL PROCEEDINGS IS RE	QUIRED PURSUAN			
6	CITIZENSHIP	OR PLA		UNITED STATES			
NUMBER OF SHARES			SOLE VOTING POWER:		-0-		
BENEFICIALLY OWNED BY	ď	8	SHARED VOTING POWER:		-0-		
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-		
PERSON WITH	H	10	SHARED DISPOSITIVE POWER:		-0-		
11	AGGREGATE A	MOUNT P	BENEFICIALLY OWNED BY REPORTING P				
			AGGREGATE AMOUNT IN ROW (11) EXCL				
			REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF REP	ORTING	PERSON:	IN			

CUSIP No.		591598		13D	
	NAME OF REP I.R.S. IDEN OF ABOVE PE	NTIFICAT	ION NO.	THL INVESTMEN	
2	CHECK THE A	APPROPRI	ATE BOX IF A MEMBER OF A GROU		
3	SEC USE ONI	 LY			
4	SOURCE OF F	runds:			
5	CHECK BOX I	F DISCL	OSURE OF LEGAL PROCEEDINGS IS		
				MASSACHUSETT:	5
NUMBER OF SHARES			SOLE VOTING POWER:		-0-
BENEFICIALLY OWNED BY	(8	SHARED VOTING POWER:		-0-
EACH REPORTING		9	SOLE DISPOSITIVE POWER:		-0-
PERSON WITH	Ŧ	10	SHARED DISPOSITIVE POWER:		-0-
11	AGGREGATE A	AMOUNT B	ENEFICIALLY OWNED BY REPORTIN	JG PERSON:	-0-
12	CHECK BOX I	F THE A		EXCLUDES CERTAIN S	SHARES:
13			EPRESENTED BY AMOUNT IN ROW ((11):	
14	TYPE OF REP		PERSON:	co	
CUSIP No.		591598		13D	
1	NAME OF REP	PORTING			E CHARITABLE I
			NTITIES ONLY):		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
	SEC USE ONLY								
4	SOURCE OF FUNDS:	: WC							
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d								
	CITIZENSHIP OR PLACE OF ORGANIZATION: MASSACHUSETTS								
NUMBER OF SHARES		SOLE VOTING POWER:		-0-					
BENEFICIALLY OWNED BY	Y 8	SHARED VOTING POWER:		-0-					
EACH REPORTING		SOLE DISPOSITIVE POWER:		-0-					
PERSON WITI	н 10	SHARED DISPOSITIVE POWER		-0-					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: -0-								
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:								
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):								
14	TYPE OF REPORTIN		PN						
CUSIP No.	59159	98 10 7	130						
1	NAME OF REPORTIN		THOMAS (F/K/A	H. LEE INVESTORS LITHL-CCI LIMITED PAR					
2	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:								
3	SEC USE ONLY								
4	SOURCE OF FUNDS: WC								
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d								

6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION:	MASSACHUSETTS			
NUMBER OF SHARES		7	SOLE VOTING POWER:	-0-			
BENEFICIALLY OWNED BY		8	SHARED VOTING POWER:	-0-			
EACH REPORTING		9	SOLE DISPOSITIVE POWER:	-0-			
PERSON WITH		10	SHARED DISPOSITIVE POWER:	-0-			
11	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY REPORTING 1	PERSON: -0-			
12	CHECK BOX I	F THE A	GGREGATE AMOUNT IN ROW (11) EXC				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):						
14	TYPE OF REP	ORTING	PERSON:	PN			
CUSIP No.		 591598 	 10 7 	13D			
	NAME OF REPORTING PERSON: THOMAS H. LEE I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:						
3	SEC USE ONLY						
4	SOURCE OF FUNDS: N/A						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d						
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION:	UNITED STATES			
NUMBER OF SHARES		7	SOLE VOTING POWER:	-0-			
BENEFICIALLY OWNED BY		8	SHARED VOTING POWER:	-0-			
EACH REPORTING		9	SOLE DISPOSITIVE POWER:	-0-			

PERSON WITH	H 10	SHARED DIS	POSITIVE POWE	R:	-0-
11	AGGREGATE AMOUNT	BENEFICIALLY	OWNED BY REP	ORTING PERSON	-0-
12	CHECK BOX IF THE	AGGREGATE AM	OUNT IN ROW (11) EXCLUDES	CERTAIN SHARES:
13	PERCENT OF CLASS	REPRESENTED 1	BY AMOUNT IN	ROW (11):	
14	TYPE OF REPORTING	F PERSON:		IN	

SCHEDULE 13D

This Amendment No. 6 amends and supplements the statement on Schedule 13D of the Reporting Persons originally filed with the Securities Exchange Commission (the "SEC") on June 7, 1999 (the "Original Statement") and Amendment No. 1 filed on February 26, 2001 (the "First Amendment"), Amendment No. 2 filed on February 14, 2002 (the "Second Amendment"), Amendment No. 3 filed on February 14, 2003 (the "Third Amendment"), Amendment No. 4 filed on February 18, 2004 (the "Fourth Amendment") and Amendment No. 5, filed on August 4, 2004 (the "Fifth Amendment") each with respect to the shares of common stock, par value \$.01 per share (the "Shares"), of Metris Companies Inc. (the "Issuer"). The Reporting Persons have not purchased any Shares or other securities of the Issuer since the filing of the original Schedule 13D.

ITEM 1. IDENTITY AND BACKGROUND.

No additions to Item 1 of the Fifth Amendment.

ITEM 2. IDENTITY AND BACKGROUND.

No additions to Item 2 of the Fifth Amendment, except that the address of each of the Reporting Persons is c/o Thomas H. Lee Partners, L.P., 100 Federal Street, 35th Floor, Boston, Massachusetts, 02110.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No additions to Item 3 of the Fifth Amendment.

ITEM 4. PURPOSE OF TRANSACTION.

 $\hbox{ Item 4 of the Fifth Amendment is hereby amended and supplemented by adding the following thereto: }\\$

Pursuant to the adoption of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 4, 2005, between Issuer, Parent and HSBC Corporation I, a Delaware corporation, HSBC Corporation I, a subsidiary of HSBC Finance Corporation, merged with and into Metris, with Metris surviving as a wholly owned subsidiary of HSBC Finance. Pursuant to the terms of the Merger Agreement and the transactions contemplated thereby, all Series C Perpetual Convertible Preferred Stock was converted to Common Stock and paid out by HSBC Finance.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is no longer applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is no longer applicable.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None.

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Signatures

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated: December 5, 2005 THOMAS H. LEE EQUITY FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its General Partner

By: /s/ C. Hunter Boll

Name: C. Hunter Boll Title: Managing Director

THOMAS H. LEE FOREIGN FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its General Partner $\,$

By: /s/ C. Hunter Boll

Name: C. Hunter Boll Title: Managing Director

THOMAS H. LEE FOREIGN FUND IV-B, L.P.

By: THL Equity Advisors IV, LLC, its General Partner

By: /s/ C. Hunter Boll

Name: C. Hunter Boll Title: Managing Director

THL EQUITY ADVISORS IV, LLC

By: /s/ C. Hunter Boll

Name: C. Hunter Boll Title: Managing Director

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Thomas H. Lee Investors Limited Partnership (f/k/a THL-CCI Limited Partnership), THLInvestment Management Corp., Thomas H. Lee Charitable Investment L.P., 1997 Thomas H. Lee Nominee Trust, David V. Harkins, The 1995 Harkins Gift Trust, Scott A. Schoen, C. Hunter Boll, Scott M. Sperling, Anthony J. DiNovi, Thomas M. Hagerty, Warren C. Smith, Jr., Seth W. Lawry, Kent R. Weldon, Terrence M. Mullen, Todd M. Abbrecht, Charles A. Brizius, Scott Jaeckel, Soren Oberg, Thomas R. Shepherd, Wendy L. Masler, Andrew D. Flaster, Kristina A. Watts, Robert Schiff Lee 1998 Irrevocable Trust, Stephen Zachary Lee, Charles W. Robins as Trustee for Jesse Albert Lee, Charles W. Robins, James Westra

By: C. Hunter Boll, Attorney-in-fact for the above-named parties.

By: /s/ C. Hunter Boll

C. Hunter Boll,
Attorney-in-fact

/s/ Thomas H. Lee

Thomas H. Lee

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