

THL EQUITY ADVISORS IV LLC

Form SC 13D/A

February 14, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

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

Weil, Gotshal & Manges LLP, 101 Federal Street, Boston, MA 02110 (617) 772-8300

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

January 1, 2003

(Date of Event which Requires Filing of this Statement)

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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 §§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 §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

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
THL Equity Advisors IV, LLC

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a) []
(b) [X]

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**
N/A

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)** []

6. **Citizenship or Place of Organization**
Delaware

7. **Sole Voting Power**
0

8. **Shared Voting Power**
40,838,414 (See Item 5)

9. **Sole Dispositive Power**
0

10. **Shared Dispositive Power**
40,838,414 (See Item 5)

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
40,838,414 (See Item 5)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)** []
13. **Percent of Class Represented by Amount in Row (11)**
42.5%
14. **Type of Reporting Person (See Instructions)**
OO

CUSIP No. 591598 10 7

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Thomas H. Lee Equity Fund IV, L.P.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a) []
(b) [X]

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**
WC

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)** []

6. **Citizenship or Place of Organization**
Delaware

7. **Sole Voting Power**
0

8. **Shared Voting Power**
36,078,675 (See Item 5)

9. **Sole Dispositive Power**
0

10. **Shared Dispositive Power**
36,078,675 (See Item 5)

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
36,078,675 (See Item 5)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)** []
13. **Percent of Class Represented by Amount in Row (11)**
37.5%
14. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 591598 10 7

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Thomas H. Lee Foreign Fund IV, L.P.

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 if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Delaware

7. **Sole Voting Power**

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. **Shared Voting Power**

1,247,681 (See Item 5)

9. **Sole Dispositive Power**

0

10. **Shared Dispositive Power**

1,247,681 (See Item 5)

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

1,247,681 (See Item 5)

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

13. **Percent of Class Represented by Amount in Row (11)**
1.3%
14. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 591598 10 7

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
 Thomas H. Lee Foreign Fund IV-B, L.P.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a) []
 (b) [X]

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**
 WC

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)** []

6. **Citizenship or Place of Organization**
 Delaware

7. **Sole Voting Power**
 0

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8. **Shared Voting Power**
 3,512,058 (See Item 5)

9. **Sole Dispositive Power**
 0

10. **Shared Dispositive Power**
 3,512,058 (See Item 5)

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 3,512,058 (See Item 5)

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)** []

13. **Percent of Class Represented by Amount in Row (11)**
3.7%
14. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 591598 10 7

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
1997 Thomas H. Lee Nominee Trust

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 if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Massachusetts

7. **Sole Voting Power**
551,866 (See Item 5)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. **Shared Voting Power**
0

9. **Sole Dispositive Power**
551,866 (See Item 5)

10. **Shared Dispositive Power**
0

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
551,866 (See Item 5)

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

13. **Percent of Class Represented by Amount in Row (11)**
0.6%
14. **Type of Reporting Person (See Instructions)**
OO

CUSIP No. 591598 10 7

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
David V. Harkins

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)**

PF

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

United States

7. **Sole Voting Power**
156,944 (See Item 5)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. **Shared Voting Power**
14,160 (See Item 5)

9. **Sole Dispositive Power**
156,944 (See Item 5)

10. **Shared Dispositive Power**
14,160 (See Item 5)

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
171,104 (See Item 5)

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

13. **Percent of Class Represented by Amount in Row (11)**
0.2%
14. **Type of Reporting Person (See Instructions)**
IN

CUSIP No. 591598 10 7

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
The 1995 Harkins Gift Trust

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)**

OO

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Massachusetts

7. **Sole Voting Power**

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. **Shared Voting Power**

14,160 (See Item 5)

9. **Sole Dispositive Power**

0

10. **Shared Dispositive Power**

14,160 (See Item 5)

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

14,160 (See Item 5)

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

13. **Percent of Class Represented by Amount in Row (11)**
less than 0.1%

14.