

HOME PRODUCTS INTERNATIONAL INC
Form SC 13G/A
February 14, 2005

OMB APPROVAL

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hours per response.....11

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Rule 13d-102)

Information to be Included in Statements Filed
Pursuant to Rule 13d-1(b)(c), and (d) and Amendments thereto
Filed Pursuant to Rule 13d-2(b)

(Amendment No. 4)*

Home Products International, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

437305105

(CUSIP Number)

December 13, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 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

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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).

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SCHEDULE 13G

Issuer: Home Products International, Inc.

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
J.P. Morgan Partners (SBIC), LLC
13-337-6808

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

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares 5. Sole Voting 0
Beneficially Owned by Each Reporting Person With: Power

6. Shared Voting Power
7. Sole Dispositive 0
Power

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person 0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

11. Percent of Class Represented by Amount in Row (9) 0%

12. Type of Reporting Person (See Instructions) OO

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Preliminary Note: The information contained in this Schedule 13G has been

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amended sale of all of the shares owned by the Reporting Person as well as a change in the executive officers and directors of the controlling persons of the Reporting Person.

Item 1.

- (a) Name of Issuer:
Home Products International, Inc.
- (b) Address of Issuer's Principal Executive Offices:
4501 West 47th Street
Chicago, IL 60632

Item 2.

- (a) Name of Person Filing:
J.P. Morgan Partners (SBIC), LLC

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.
- (b) Address of Principal Business Office or, if none, Residence:

1221 Avenue of the Americas
New York, New York 10020
- (c) Citizenship:

Delaware
- (d) Title of Class of Securities (of Issuer):

Common Stock
- (e) CUSIP Number:
437305105

Item 3. If this statement is filed pursuant to ss. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

- (a) Amount Beneficially Owned:

0

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(b) Percent of Class:
0% (as of December 31, 2004)

(c) Number of shares as to which such person has:
(i) 0
(ii) Not applicable.
(iii) 0
(iv) Not applicable.

Item 5. Ownership of Five Percent or Less of a Class

If this Statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be beneficial owner of more than five percent of the class of securities, check the following. |X|

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

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.

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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.

Date: February 14, 2005

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (SBIC), LLC, a Delaware limited liability company (hereinafter referred to as "JPMP (SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business address and employments of each executive officer and director of JPMP (SBIC).

JPMP (SBIC) is a wholly owned subsidiary of J.P. Morgan Partners (BHCA), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (BHCA)"), whose principal business office is located at the same address as JPMP (SBIC). JPMP (BHCA) is also engaged in the venture capital and leveraged buyout business. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P., a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP (SBIC), and is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. The general partner of JPMP Master Fund is JPMP Capital Corp., a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (SBIC), and is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp.

JPMP Capital Corp. is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

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SCHEDULE A

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J.P. MORGAN PARTNERS (SBIC), LLC

Executive Officers(1)

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Richard Aube*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Cornell P. French*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Bryan Martin*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	Timothy Purcell*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuck*
Managing Director	Patrick J. Sullivan*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*

Directors(1)

Jeffrey C. Walker*

-
- (1) Each of whom is a United States citizen.
- * Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
- ** Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE B

JPMP CAPITAL CORP.

Executive Officers(1)

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Chief Executive Officer	William B. Harrison**
President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Richard Aube*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Cornell P. French*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Bryan Martin*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	Timothy Purcell*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuck*
Managing Director	Patrick J. Sullivan*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*

Directors(1)

William B. Harrison**
Jeffrey C. Walker*

- (1) Each of whom is a United States citizen.
* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
** Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE C

JPMORGAN CHASE & CO.

Executive Officers(1)

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Chairman of the Board and Chief Executive Officer
 President and Chief Operating Officer
 Chief Information Officer
 Co-Chairman, Investment Bank
 Chief Executive Officer, Card Services
 Chief Financial Officer
 Chairman, West Coast Region
 Director of Human Resources, Head of Real Estate/Facilities, General Services, Security
 Co-General Counsel
 Director of Corporate Marketing and Communications
 Head, Commercial Banking
 Head, Strategy and Business Development
 Co-General Counsel
 Chief Executive Officer, Treasury & Securities Services
 Head, Retail Financial Services
 Executive Vice President, Card Services
 Head, Asset & Wealth Management
 Chief Risk Officer
 Co-Chairman, Investment Bank

Wil
 Jam
 Aus
 Ste
 Wil
 Mic
 Dav
 Joh
 Joa
 Fre
 Sam
 Jay
 Wil
 Hei
 Cha
 Ric
 Jam
 Don
 Wil

- (1) Each of whom is a United States citizen.
 * Principal occupation is employee or officer of JPMorgan Chase & Co.
 Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,
 New York 10017.

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Directors(1)

Name -----	Principal Occupation or Employment; Business or Residence Address
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
John H. Biggs	Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Lawrence A. Bossidy	Retired Chairman of the Board Honeywell International Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017

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Stephen B. Burke President
Comcast Cable Communications, Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

James S. Crown President
Henry Crown and Company
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

James Dimon President and Chief Operating Officer
JPMorgan Chase & Co.
270 Park Avenue, 8th Floor
New York, New York 10017-2070

Ellen V. Futter President and Trustee
American Museum of Natural History
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

- (1) Each of whom is a United States citizen.
* Principal occupation is employee or officer of JPMorgan Chase & Co.
Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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Name Principal Occupation or Employment;
---- Business or Residence Address

William H. Gray, III Retired President and Chief Executive Officer
The College Fund/UNCF
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

William B. Harrison, Jr. Chairman of the Board and Chief Executive Officer
JPMorgan Chase & Co.
270 Park Avenue, 8th Floor
New York, New York 10017-2070

Laban P. Jackson, Jr. Chairman and Chief Executive Officer
Clear Creek Properties, Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Lee R. Raymond Chairman of the Board and Chief Executive Officer
Exxon Mobil Corporation
c/o JPMorgan Chase & Co.

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270 Park Avenue
New York, New York 10017

John W. Kessler	Owner John W. Kessler Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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Robert I. Lipp	Chairman The St. Paul Travelers Companies, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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Richard A. Monoogian	Chairman and Chief Executive Officer Masco Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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David C. Novak	Chairman and Chief Executive Officer Yum! Brands, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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Name ----	Principal Occupation or Employment; Business or Residence Address
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John R. Stafford	Retired Chairman of the Board Wyeth c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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