

Sabre Corp
Form SC 13G/A
February 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 3)*

Under the Securities Exchange Act of 1934

Sabre Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Titles of Class of Securities)

78573M 104

(CUSIP Number)

December 31, 2018

(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)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out of 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 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, as amended (the "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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NAME OF REPORTING PERSON

1 Silver Lake Group, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o (b) o

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware SOLE VOTING POWER NUMBER 5 OF SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 8 SHARED DISPOSITIVE POWER

WITH: 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

12 - 0 -
TYPE OF REPORTING
PERSON

OO

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NAME OF REPORTING PERSON

1 Silver Lake Technology Associates II, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o (b) o

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware SOLE VOTING POWER NUMBER 5 OF SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 8 SHARED DISPOSITIVE POWER

WITH: 9 - 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

12 - 0 -
TYPE OF REPORTING
PERSON

OO

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NAME OF REPORTING PERSON

1 Silver Lake Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o (b) o

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware SOLE VOTING POWER NUMBER 5 OF SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 8 SHARED DISPOSITIVE POWER

WITH: 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

12 - 0 -
TYPE OF REPORTING
PERSON

PN

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NAME OF REPORTING PERSON

1 Silver Lake Technology Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 NUMBER OF SHARES 6 SOLE VOTING POWER
- 0 -
SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

EACH - 0 -

8 SHARED DISPOSITIVE POWER

WITH: - 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

- 0 -

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

12 - 0 -
TYPE OF REPORTING
PERSON

PN

Item 1(a). Name of Issuer:

Sabre Corporation (the "Issuer")

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

3150 Sabre Drive
Southlake, Texas 76092

Item 2(a). Name of Person Filing:

This Amendment No. 3 to Schedule 13G is being filed jointly by Silver Lake Group, L.L.C., a Delaware limited liability company ("SLG"), Silver Lake Technology Associates II, L.L.C., a Delaware limited liability company ("Associates II"), Silver Lake Partners II, L.P., a Delaware limited partnership ("Partners II"), and Silver Lake Technology Investors II, L.P., a Delaware limited partnership ("Investors II") (each a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Act").

SLG is the managing member of Associates II, which is the general partner of Partners II, which directly held 0 shares of Common Stock of the Issuer as of December 31, 2018. Associates II is also the general partner of Investors II (together with Partners II, the "Silver Lake Funds"), which directly held 0 shares of Common Stock as of December 31, 2018. As the sole general partner of Partners II and Investors II, Associates II may have been deemed to share voting and dispositive power with respect to shares of Common Stock held by the Silver Lake Funds. As the sole managing member of Associates II, SLG may have been deemed to share voting and dispositive power with respect to shares of Common Stock held by the Silver Lake Funds.

Associates II is a member of Sovereign Manager Co-Invest, LLC ("Sovereign Manager"), which is the managing member of Sovereign Co-Invest II, LLC ("Co-Invest II"), which directly held 0 shares of Common Stock as of December 31, 2018. Sovereign Manager is managed by a management committee consisting of two managers, one of which is designated by Associates II. Because of the relationship among Partners II, SLG, Associates II and Co-Invest II, each of Partners II, SLG and Associates II may have been deemed to share voting and dispositive power with respect to shares of Common Stock held by Co-Invest II.

Each Reporting Person disclaimed beneficial ownership of shares of Common Stock held by the Silver Lake Funds and Co-Invest II, except to the extent of such Reporting Person's pecuniary interest therein.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business address of each of the Reporting Persons is as follows:

c/o Silver Lake

2775 Sand Hill Road, Suite 100

Menlo Park, CA 94025

Item 2(c). Citizenship:

See response to Item 4 of each of the cover pages.

Item 2(d). Titles of Classes of Securities:

Common Stock, \$0.01 par value ("Common Stock")

Item 2(e). CUSIP Number:

78573M104

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):

- (a) " Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).
- (b) " Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) " Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).
- (i) " Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Non-U.S. institution, in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k) " Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____ .

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Item 4. Ownership

(a) Amount Beneficially Owned:

See responses to Item 9 on each cover page.

(b) Percent of Class:

See responses to Item 11 on each cover page.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See responses to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

See responses to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See responses to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

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 the beneficial owner of more than five percent of the class of securities, check the following .

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.

See response to Item 2(a) above.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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.

Dated: February 13, 2019

Silver Lake Group, L.L.C.

By: /s/ Andrew J. Schader

Andrew J. Schader

Managing Director and General Counsel

Silver Lake Technology Associates II, L.L.C.

By: /s/ Andrew J. Schader

Andrew J. Schader

Managing Director and General Counsel

Silver Lake Partners II, L.P.

By: Silver Lake Technology Associates II, L.L.C., its general partner

By: /s/ Andrew J. Schader

Andrew J. Schader

Managing Director and General Counsel

Silver Lake Technology Investors II, L.P.

By: Silver Lake Technology Associates II, L.L.C., its general partner

By: /s/ Andrew J. Schader

Andrew J. Schader

Managing Director and General Counsel

Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act.*

* Incorporated herein by reference to the Agreement of Joint Filing by Silver Lake Group, L.L.C., Silver Lake Technology Associates II, L.L.C., Silver Lake Partners II, L.P. and Silver Lake Technology Investors II, L.P., dated as of February 12, 2015, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by Silver Lake Group, L.L.C., Silver Lake Technology Associates II, L.L.C., Silver Lake Partners II, L.P. and Silver Lake Technology Investors II, L.P. on February 12, 2015.

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