

Intelsat S.A.
Form SC 13G/A
February 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Intelsat S.A.
(Name of Issuer)

Common Shares
(Title of Class of Securities)

L5140P 101
(CUSIP Number)

December 31, 2016
(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 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. L5140P 101 SCHEDULE 13G Page 2 of 54

NAME OF REPORTING PERSON

1

Serafina S.A.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Luxembourg

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

OO

CUSIP No. L5140P 101 SCHEDULE 13G Page 3 of 54

NAME OF REPORTING PERSON

1

LMBO EUROPE SAS

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

France

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

OO

CUSIP No. L5140P 101 SCHEDULE 13G Page 4 of 54

NAME OF REPORTING PERSON

1

CIE Management II Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

2

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Guernsey, Channel Islands

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

CO

CUSIP No. L5140P 101 SCHEDULE 13G Page 5 of 54

NAME OF REPORTING PERSON

1

BC European Capital VIII-1

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. L5140P 101 SCHEDULE 13G Page 6 of 54

NAME OF REPORTING PERSON

1

BC European Capital VIII-2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. L5140P 101 SCHEDULE 13G Page 7 of 54

NAME OF REPORTING PERSON

1

BC European Capital VIII-3

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. L5140P 101 SCHEDULE 13G Page 8 of 54

NAME OF REPORTING PERSON

1

BC European Capital VIII-4

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

x

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. L5140P 101 SCHEDULE 13G Page 9 of 54

NAME OF REPORTING PERSON

1

BC European Capital VIII-5

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

2

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. L5140P 101 SCHEDULE 13G Page 10 of 54

NAME OF REPORTING PERSON

1

BC European Capital VIII-6

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. L5140P 101 SCHEDULE 13G Page 11 of 54

NAME OF REPORTING PERSON

1

BC European Capital VIII-7

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

2

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

5

NUMBER OF

0

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED

62,962,644

BY EACH REPORTING

SOLE DISPOSITIVE POWER

PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

62,962,644

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,962,644

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

53.4%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. L5140P 101 SCHEDULE 13G Page 12 of 54

NAME OF REPORTING PERSON

1

BC European Capital VIII-8

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

2

(b) o

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

NUMBER OF 5

SHARES 0

SHARED VOTING POWER

BENEFICIALLY OWNED 6

BY EACH REPORTING 62,962,644

SOLE DISPOSITIVE POWER

PERSON

WITH 7

0

8