

BRISTOL WEST HOLDINGS INC
Form SC 13G
February 15, 2005

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

SCHEDULE 13G

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

Bristol West Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

11037M105

(CUSIP Number)

December 31, 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 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).

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SCHEDULE 13G

CUSIP No. 11037M105

| | | |
|----|------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. | Names of Reporting Persons. Bristol West Associates LLC I.R.S. Identification Nos. of above persons (entities only). 13-3994446 | |
|----|------------------------------------------------------------------------------------------------------------------------------------------|--|

| | | |
|----|----------------------------------------------------------------------------------------------------------------------------------|--|
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
|----|----------------------------------------------------------------------------------------------------------------------------------|--|

| | | |
|----|--------------|--|
| 3. | SEC USE ONLY | |
|----|--------------|--|

| | | |
|----|--------------------------------------|----------|
| 4. | Citizenship or Place of Organization | New York |
|----|--------------------------------------|----------|

| | | | | | |
|-----------------------------------------------------------------------------------|-------|--|--------------------------|------------|--|
| | 5. | | Sole Voting Power | 12,257,368 | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | <hr/> | | | | |
| | 6. | | Shared Voting Power | 0 | |
| | <hr/> | | | | |
| | 7. | | Sole Dispositive Power | 12,257,368 | |
| <hr/> | | | | | |
| | 8. | | Shared Dispositive Power | 0 | |

| | | |
|----|----------------------------------------------------------------------------|--|
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 12,257,368 | |
|----|----------------------------------------------------------------------------|--|

| | | |
|-----|--------------------------------------------------------------------------------------------------------------|--|
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> | |
|-----|--------------------------------------------------------------------------------------------------------------|--|

| | | |
|-----|---------------------------------------------------|-------|
| 11. | Percent of Class Represented by Amount in Row (9) | 38.5% |
|-----|---------------------------------------------------|-------|

| | | |
|-----|--------------------------|----|
| 12. | Type of Reporting Person | OO |
|-----|--------------------------|----|

SCHEDULE 13G

CUSIP No. 11037M105

| | | |
|-----------------------------------------------------------------------------------|-----|----------------------------------------------------------------------------------------------------------------------------------|
| | 1. | Names of Reporting Persons. KKR 1996 Fund L.P. I.R.S. Identification Nos. of above persons (entities only). 13-3900817 |
| <hr/> | | |
| | 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| <hr/> | | |
| | 3. | SEC USE ONLY |
| <hr/> | | |
| | 4. | Citizenship or Place of Organization Delaware |
| <hr/> | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 12,257,368 |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 12,257,368 |
| | 8. | Shared Dispositive Power 0 |
| <hr/> | | |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 12,257,368 |
| <hr/> | | |
| | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| <hr/> | | |
| | 11. | Percent of Class Represented by Amount in Row (9) 38.5 |
| <hr/> | | |
| | 12. | Type of Reporting Person PN |

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SCHEDULE 13G

CUSIP No. 11037M105

| | | |
|-----------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------------------------------------------------|
| | 1. | Names of Reporting Persons. KKR Associates 1996 L.P. I.R.S. Identification Nos. of above persons (entities only). 13-3977533 |
| <hr/> | | |
| | 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| <hr/> | | |
| | 3. | SEC USE ONLY |
| <hr/> | | |
| | 4. | Citizenship or Place of Organization Delaware |
| <hr/> | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 12,257,368 |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 12,257,368 |
| | 8. | Shared Dispositive Power 0 |
| <hr/> | | |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 12,257,368 |
| <hr/> | | |
| | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| <hr/> | | |
| | 11. | Percent of Class Represented by Amount in Row (9) 38.5 |
| <hr/> | | |
| | 12. | Type of Reporting Person PN |

SCHEDULE 13G

CUSIP No. 11037M105

| | | |
|-----------------------------------------------------------------------------------|-----|----------------------------------------------------------------------------------------------------------------------------------|
| | 1. | Names of Reporting Persons. KKR 1996 GP LLC I.R.S. Identification Nos. of above persons (entities only). 13-3900820 |
| <hr/> | | |
| | 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| <hr/> | | |
| | 3. | SEC USE ONLY |
| <hr/> | | |
| | 4. | Citizenship or Place of Organization Delaware |
| <hr/> | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 12,257,368 |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 12,257,368 |
| | 8. | Shared Dispositive Power 0 |
| <hr/> | | |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 12,257,368 |
| <hr/> | | |
| | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| <hr/> | | |
| | 11. | Percent of Class Represented by Amount in Row (9) 38.5 |
| <hr/> | | |
| | 12. | Type of Reporting Person PN |

Item 1.

- (a) Name of Issuer
Bristol West Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices
5701 Stirling Road
David Florida, 33314

Item 2.

- (a) Name of Person Filing
Bristol West Associates LLC
KKR 1996 Fund L.P.
KKR Associates 1996 L.P.
KKR 1996 GP LLC
- (b) Address of Principal Business Office or, if none, Residence
C/O KOHLBERG KRAVIS ROBERTS & CO
9 WEST 57TH ST
NEW YORK, NY 10019
- (c) Citizenship
New York
- (d) Title of Class of Securities
Common Stock, \$0.01 par value
- (e) CUSIP Number
11037M105

Item 3.

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

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the 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) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A 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);

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(j) [] Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

(a) Amount beneficially owned:

Shares shown as beneficially owned by KKR 1996 GP LLC are owned of record by Bristol West Associates LLC. KKR 1996 GP LLC is the general partner of KKR Associates 1996 L.P., which is the general partner of KKR 1996 Fund, L.P., which is the managing member of Bristol West Associates LLC, which owns 12,257,368 shares of common stock of Bristol West Holdings, Inc.

Messrs. Henry R. Kravis, George R. Roberts, Paul E. Raether, Michael W. Michelson, James H. Greene, Jr., Perry Golkin, Scott M. Stuart, Edward A. Gilhuly, Johannes Huth, Todd A. Fisher and Alexander Navab, as members of KKR 1996 GP LLC, may be deemed to share beneficial ownership of any shares beneficially owned by KKR 1996 GP LLC but disclaim such beneficial ownership.

(b)

Percent of class:

See Item 11 of each cover page

(c)

Number of shares as to which the person has:

(i)

Sole power to vote or to direct the vote

See Item 5 of each cover page

(ii)

Shared power to vote or to direct the vote

See Item 6 of each cover page

(iii)

Sole power to dispose or to direct the disposition of

See Item 7 of each cover page

(iv)

Shared power to dispose or to direct the disposition of

See Item 8 of 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 [].

Instruction: Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

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

Bristol West Associates LLC By: KKR 1996 Fund L.P., its managing member By:
KKR Associates 1996 L.P., its general partner By: KKR 1996 GP LLC, its general
partner

By: /s/ William Janetschek

William Janetschek

Title: Attorney-in-fact for Perry Golkin

KKR 1996 Fund L.P. By: KKR Associates 1996, L.P., its general partner By: KKR 1996 GP LLC, its general partner

By: /s/ William Janetschek

William Janetschek

Title: Attorney-in-fact for Perry Golkin

KKR Associates 1996 L.P. By: KKR 1996 GP LLC, its general partner

By: /s/ William Janetschek

William Janetschek

Title: Attorney-in-fact for Perry Golkin

KKR 1996 GP LLC

By: /s/ William Janetschek

William Janetschek

Title: Attorney-in-fact for Perry Golkin

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JOINT FILING AGREEMENT

We, the signatories of the statement on Schedule 13G to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us.

Bristol West Associates LLC

By: KKR 1996 Fund L.P., its managing member

By: KKR Associates 1996 L.P., its general partner

By: KKR 1996 GP LLC, its general partner

By: /s/ William Janetschek

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Name: William Janetschek

Title: Attorney-in-fact for Perry Golkin

KKR 1996 Fund L.P.

By: KKR Associates 1996 L.P., its general partner

By: KKR 1996 GP LLC, its general partner

By: /s/ William Janetschek

Name: William Janetschek

Title: Attorney-in-fact for Perry Golkin

KKR Associates 1996 L.P.

By: KKR 1996 GP LLC, its general partner

By: /s/ William Janetschek

Name: William Janetschek

Title: Attorney-in-fact for Perry Golkin

KKR 1996 GP LLC

By: /s/ William Janetschek

Name: William Janetschek

Title: Attorney-in-fact for Perry Golkin

Dated: February 14, 2005
