

WARBURG PINCUS EQUITY PARTNERS LP
Form SC 13G/A
May 10, 2006

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

SCHEDULE 13G
(Amendment No. 2)

Under the Securities Exchange Act of 1934

NeuStar, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

64126X 20 1

(CUSIP Number)

May 8, 2006

(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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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus Equity Partners, L.P. - (IRS Identification
No. 13-3986317)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--|----------------------------|-----------|
| | 5 SOLE VOTING POWER | |
| | | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 SHARED VOTING POWER | |
| | | 2,401,994 |
| | 7 SOLE DISPOSITIVE POWER | |
| | | 0 |
| | 8 SHARED DISPOSITIVE POWER | |
| | | 2,401,994 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,401,994

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus Partners, LLC - (IRS Identification No. 13-4069737)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

| | | | |
|--|---|--------------------------|-----------|
| | 5 | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | 2,401,994 |
| | 7 | SOLE DISPOSITIVE POWER | 0 |
| | 8 | SHARED DISPOSITIVE POWER | 2,401,994 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,401,994

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus & Co. - (IRS Identification No. 13-6358475)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,401,994

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,401,994

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,401,994

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus LLC - (IRS Identification No. 13-3536050)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,401,994

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,401,994

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,401,994

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a)

Name of Issuer:

NeuStar, Inc.

Item 1(b)

Address of Issuer's Principal Executive Offices:

46000 Center Oak Plaza
Sterling, Virginia 20166

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Items 2(a) Name of Person Filing; Address of Principal Business Office:

This Amendment No. 2 to Schedule 13G is filed by and on behalf of (a) Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership, including two affiliated limited partnerships ("WPEP"); (b) Warburg, Pincus Partners, LLC, a New York limited liability company ("WP Partners"); (c) Warburg Pincus & Co., a New York general partnership ("WP"); and (d) Warburg Pincus LLC, a New York limited liability company ("WP LLC"). WP Partners is a subsidiary of WP and the sole general partner of WPEP. WPEP is managed by WP LLC.

WPEP, WP Partners, WP and WP LLC have shared dispositive and voting power with respect to 2,401,994 shares of Common Stock (as defined below).

Item 2(b) Address of Principal Business

The business address of each of the above named entities is
466 Lexington Avenue, New York,
New York 10017.

Item 2(c) Citizenship:

WPEP is a Delaware limited partnership.

WP Partners is a New York limited liability company.

WP is a New York general partnership.

WP LLC is a New York limited liability company.

Item 2(d) Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share
("Common Stock")

Item 2(e) CUSIP Number:

64126X 20 1

Item 3 Not applicable.

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Item 4. Ownership by WPEP:

(a) Amount beneficially owned: 2,401,994 shares of Common
Stock

(b) Percent of Class: 3.4%*

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

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- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 2,401,994
- (iii) Sole power to dispose of or direct the disposition of: 0
- (iv) Shared power to dispose of or direct the disposition of: 2,401,994

Ownership by WP Partners:

- (a) Amount beneficially owned: 2,401,994 shares of Common Stock
- (b) Percent of Class: 3.4%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 2,401,994
 - (iii) Sole power to dispose of or direct the disposition of: 0
 - (iv) Shared power to dispose of or direct the disposition of: 2,401,994

Ownership by WP:

- (a) Amount beneficially owned: 2,401,994 shares of Common Stock
- (b) Percent of Class: 3.4%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 2,401,994
 - (iii) Sole power to dispose of or direct the disposition of: 0
 - (iv) Shared power to dispose of or direct the disposition of: 2,401,994

Ownership by WP LLC:

- (a) Amount beneficially owned: 2,401,994 shares of Common Stock
- (b) Percent of Class: 3.4%*
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0

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- (ii) Shared power to vote or direct the vote: 2,401,994
- (iii) Sole power to dispose of or direct the disposition of: 0
- (iv) Shared power to dispose of or direct the disposition of: 2,401,994

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* The percentages used herein are calculated based upon 71,467,364 shares outstanding as of April 1, 2006, as disclosed by NeuStar Inc. in its Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 24, 2006.

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 [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:

WPEP, WP Partners, WP and WP LLC are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The agreement among WPEP, WP Partners, WP and WP LLC is attached as Exhibit A to the original Schedule 13G filed with the Securities and Exchange Commission on July 11, 2005.

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

Not Applicable

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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.

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Dated: May 10, 2006

WARBURG PINCUS EQUITY PARTNERS, L.P.

By: Warburg Pincus Partners LLC,
its General Partner

By: Warburg Pincus & Co.,
its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co.,
its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner