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Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0000898430-01-000745

CONFORMED SUBMISSION TYPE: SC 13G/A

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20010222

GROUP MEMBERS: BAIN CAPITAL FUND VI LP

GROUP MEMBERS: BAIN CAPITAL INC

GROUP MEMBERS: BAIN CAPITAL INVESTORS VI INC

GROUP MEMBERS: BAIN CAPITAL LLC

GROUP MEMBERS: BAIN CAPITAL PARTNERS VI LP

GROUP MEMBERS: BCIP ASSOCIATES II

GROUP MEMBERS: BCIP ASSOCIATES II-B

GROUP MEMBERS: BCIP ASSOCIATES II-C

GROUP MEMBERS: BCIP TRUST ASSOCIATES II

GROUP MEMBERS: BCIP TRUST ASSOCIATES II-B

GROUP MEMBERS: PEP INVESTMENTS PTY LIMITED

GROUP MEMBERS: W MITT ROMNEY

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: CHIPPAC
INC

CENTRAL INDEX KEY: 0001093779

STANDARD INDUSTRIAL CLASSIFICATION: SEMICONDUCTORS &

RELATED DEVICES [3674]

IRS NUMBER: 770463048

STATE OF INCORPORATION: CA

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

SEC ACT:

SEC FILE NUMBER: 005-60973

FILM NUMBER: 1551981

BUSINESS ADDRESS:

STREET 1: 3151 CORONADO DR

CITY: SANTA CLARA

STATE: CA

ZIP: 95054

BUSINESS PHONE: 4084865900

MAIL ADDRESS:

STREET 1: 3151 CORONADO DRIVE

CITY: SANTA CLARA

STATE: CA
ZIP: 95054

FILED BY:

COMPANY DATA:
COMPANY CONFORMED NAME: BAIN
CAPITAL FUND VI LP
CENTRAL INDEX KEY: 0001065042
STANDARD INDUSTRIAL CLASSIFICATION: []
IRS NUMBER: 043405560
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: TWO COPLEY PLACE
STREET 2: 7TH FL
CITY: BOSTON
STATE: MA
ZIP: 02116
BUSINESS PHONE: 6175723000

MAIL ADDRESS:
STREET 1: TWO COPLEY PL
STREET 2: 7TH FL
CITY: BOSTON
STATE: MA
ZIP: 02116

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<TYPE>SC 13G/A
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<DESCRIPTION>SCHEDULE 13G AMENDMENT NO. 1
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)/1/

ChipPAC, Inc.

(Name of Issuer)
Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)
169657 10 3

(CUSIP Number)
December 31, 2000

(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-(c)

☒ Rule 13d-1(d)

Page 1 of 26 Pages

/1/ 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 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 ("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).
<PAGE>

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Pages

NAME OF REPORTING PERSON
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BAIN CAPITAL FUND VI, L.P.

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

SEC USE ONLY
3.

CITIZENSHIP OR PLACE OF ORGANIZATION
4. Delaware

SOLE VOTING POWER
5. NUMBER OF 16,303,749 (See Item 4)
SHARES

SHARED VOTING POWER
6. BENEFICIALLY OWNED BY None

SOLE DISPOSITIVE POWER
7. EACH REPORTING

16,303,749 (See Item 4)
PERSON -----

SHARED DISPOSITIVE POWER
WITH 8. None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9. 16,303,749 (See Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*
10. []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11. 23.8%

TYPE OF REPORTING PERSON*
12. PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
<PAGE>

CUSIP No. 169657 10 3 13G Page 3 of 26
Pages -----

NAME OF REPORTING PERSON
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BAIN CAPITAL PARTNERS VI, L.P.

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

SEC USE ONLY	
3.	

CITIZENSHIP OR PLACE OF ORGANIZATION	
4.	
Delaware	

SOLE VOTING POWER	
5.	
NUMBER OF	None
SHARES	-----

SHARED VOTING POWER	
6.	
BENEFICIALLY	
OWNED BY	16,303,749 (See Item 4)

SOLE DISPOSITIVE POWER	
7.	
EACH	
REPORTING	None
PERSON	-----

SHARED DISPOSITIVE POWER	
8.	
WITH	16,303,749 (See Item 4)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9.	
16,303,749 (See Item 4)	

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	
SHARES*	
10.	
[]	

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11.	
23.8%	

TYPE OF REPORTING PERSON*	
12.	

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

<PAGE>

CUSIP No. 169657 10 3 13G Page 4 of 26
Pages

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BAIN CAPITAL INVESTORS VI, INC.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a) [☐]
(b) [☒]

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF

None

SHARES

SHARED VOTING POWER

6.

BENEFICIALLY

OWNED BY

16,303,749 (See Item 4)

EACH SOLE DISPOSITIVE POWER
7.
REPORTING
None
PERSON

WITH 8. SHARED DISPOSITIVE POWER
16,303,749 (See Item 4)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9.
16,303,749 (See Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*
10. []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.
23.8%

TYPE OF REPORTING PERSON*
12.
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

<PAGE>

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Pages

NAME OF REPORTING PERSON
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP ASSOCIATES II

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

SEC USE ONLY
3.

CITIZENSHIP OR PLACE OF ORGANIZATION
4.

Delaware

SOLE VOTING POWER
5.
NUMBER OF
2,181,587 (See Item 4)
SHARES

SHARED VOTING POWER
6.
BENEFICIALLY
OWNED BY
None

SOLE DISPOSITIVE POWER
7.
EACH
REPORTING
2,181,587 (See Item 4)
PERSON

SHARED DISPOSITIVE POWER
8.
WITH
None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9.
2,181,587 (See Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*
10.
[]

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

3.2%

TYPE OF REPORTING PERSON*

12.

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 169657 10 3
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NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP ASSOCIATES II-B

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a) [☐]
(b) [☒]

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF

398,580 (See Item 4)

SHARES		-----

BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		None

EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		398,580 (See Item 4)
PERSON		-----

WITH	8.	SHARED DISPOSITIVE POWER
		None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9.		398,580 (See Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
SHARES*		
10.		
		[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11.		
		0.6%

TYPE OF REPORTING PERSON*		
12.		
		PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

NAME OF REPORTING PERSON
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP ASSOCIATES II-C

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

SEC USE ONLY
3.

CITIZENSHIP OR PLACE OF ORGANIZATION
4.

Delaware

SOLE VOTING POWER
5.
NUMBER OF 847,004 (See Item 4)
SHARES

SHARED VOTING POWER
6.
BENEFICIALLY OWNED BY None

SOLE DISPOSITIVE POWER
7.
EACH REPORTING PERSON 847,004 (See Item 4)

SHARED DISPOSITIVE POWER
8.
WITH None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9. 847,004 (See Item 4)

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

[_]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2%

TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

<PAGE>

CUSIP No. 169657 10 3 13G Page 8 of 26
Pages

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a) ☐ (b) ☒

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

		SOLE VOTING POWER
5.	NUMBER OF	757,406 (See Item 4)
	SHARES	-----

		SHARED VOTING POWER
6.	BENEFICIALLY	None
	OWNED BY	-----

		SOLE DISPOSITIVE POWER
7.	EACH	757,406 (See Item 4)
	REPORTING	-----
	PERSON	-----

		SHARED DISPOSITIVE POWER
8.	WITH	None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9.		757,406 (See Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
SHARES*		
10.		[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11.		1.1%

TYPE OF REPORTING PERSON*		
12.		PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BCIP TRUST ASSOCIATES II-B

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a) ☐
(b) ☒

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5. NUMBER OF
SHARES 195,878 (See Item 4)

SHARED VOTING POWER

6. BENEFICIALLY
OWNED BY

None

SOLE DISPOSITIVE POWER

7. EACH
REPORTING
PERSON 195,878 (See Item 4)

SHARED DISPOSITIVE POWER

8. WITH
None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 195,878 (See Item 4)

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

10. []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

0.3%

TYPE OF REPORTING PERSON*

12.

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

9

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CUSIP No. 169657 10 3 13G Page 10 of 26
Pages

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BAIN CAPITAL, INC.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a) []
(b) [X]

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware	

5.	SOLE VOTING POWER
NUMBER OF	
	None
SHARES	-----

6.	SHARED VOTING POWER
BENEFICIALLY	
	4,380,455 (See Item 4)
OWNED BY	-----

7.	SOLE DISPOSITIVE POWER
EACH	
REPORTING	None
PERSON	-----

8.	SHARED DISPOSITIVE POWER
WITH	
	4,380,455 (See Item 4)

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,380,455 (See Item 4)

10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	[_]

11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	6.4%

12.	TYPE OF REPORTING PERSON*
	CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 169657 10 3
Pages

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NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

BAIN CAPITAL, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2. (a) ☐
(b) ☒

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5. NUMBER OF
183,334 (See Item 4)
SHARES

SHARED VOTING POWER

6. BENEFICIALLY
OWNED BY
None

SOLE DISPOSITIVE POWER

7. EACH
183,334 (See Item 4)
REPORTING
PERSON

SHARED DISPOSITIVE POWER

8. WITH
None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9. 183,334 (See Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*
10. []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11. 0.3%

TYPE OF REPORTING PERSON*
12. OO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

11

<PAGE>

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Pages

NAME OF REPORTING PERSON
1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

PEP INVESTMENTS PTY LIMITED

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

SEC USE ONLY
3.

CITIZENSHIP OR PLACE OF ORGANIZATION	
4.	
	New South Wales, Australia

	SOLE VOTING POWER
5.	
NUMBER OF	54,346 (See Item 4)
SHARES	-----

	SHARED VOTING POWER
6.	
BENEFICIALLY	
OWNED BY	None

	SOLE DISPOSITIVE POWER
7.	
EACH	
REPORTING	54,346 (See Item 4)
PERSON	-----

	SHARED DISPOSITIVE POWER
8.	
WITH	None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9.	
	54,346 (See Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	
SHARES*	
10.	
	[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11.	
	.08%

TYPE OF REPORTING PERSON*	
12.	
	OO

	None
PERSON	-----

	SHARED DISPOSITIVE POWER
WITH	8.
	21,149,716 (See Item 4)

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9.	
	21,149,716 (See Item 4)

	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*	
10.	
	[]

	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.	
	30.9%

	TYPE OF REPORTING PERSON*
12.	
	IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13G

Item 1(a). Name of Issuer:

ChipPAC, Inc.

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

3151 Coronado Drive
Santa Clara, California 95054

Item 2(a). Name of Person Filing:

This Schedule 13G is being jointly filed by each of
the
following persons pursuant to Rule 13d-(1)(f)
promulgated by the
Securities and Exchange Commission pursuant to Section
13 of the

Securities Exchange Act of 1934, as amended (the "Act"):

Delaware (i) Bain Capital Fund VI, L.P. ("BCF-VI"), a
common limited partnership, by virtue of its direct
Common beneficial ownership of shares of Class A
stock, par value \$.01 per share (the "Class A

corporation (the Stock")), of ChipPAC, Inc., a Delaware

"Company");

Delaware (ii) Bain Capital Partners VI, L.P. ("BCP"), a
partner of limited partnership, as the sole general
BCF-VI;

Delaware (iii) Bain Capital Investors VI, Inc. ("BCI"), a
BCP; corporation, as the sole general partner of

general (iv) BCIP Associates II ("BCIP"), a Delaware
beneficial partnership, by virtue of its direct
ownership of shares of Class A Common Stock;

general (v) BCIP Associates II-B ("BCIP-B"), a Delaware
beneficial partnership, by virtue of its direct
ownership of shares of Class A Common Stock;

general (vi) BCIP Associates II-C ("BCIP-C"), a Delaware
beneficial partnership, by virtue of its direct
ownership of shares of Class A Common Stock;

Delaware (vii) BCIP Trust Associates II ("BCIPT"), a

general partnership, by virtue of its direct
beneficial ownership of shares of Class A
Common Stock;

Delaware (viii) BCIP Trust Associates II-B ("BCIPT-B"), a

general partnership, by virtue of its direct
beneficial ownership of shares of Class A
Common Stock;

(ix) Bain Capital, Inc. ("BC"), a Delaware
corporation,
BCIP-C,
limited
beneficial
South Wales
beneficial
and

(x) Bain Capital, L.L.C. ("BCL"), a Delaware

liability company, by virtue of its direct
ownership of shares of Class A Common Stock;

(xi) PEP Investments Pty Limited ("PEP") a New

limited company, by virtue of its direct
ownership of shares of Class A Common Stock;

(xii) W. Mitt Romney ("Mr. Romney"), an
individual, as the

sole stockholder, Chairman of the Board,
Chief
Executive Officer and President of BCI and
BC;

BCF-VI, BCIP, BCIP-B, BCIP-C, BCIPT, BCIPT-B, BCL
and PEP
are collectively referred herein as the "Bain
Investors". The

Bain Investors, BCP, BCI, BC and Mr. Romney are
collectively
referred herein as the "Reporting Persons". The
Reporting Persons

of which
incorporated
Persons
with the
and (2)
statement
reference).

have entered into a (1) Joint Filing Agreement, a copy
is filed with this statement as Exhibit A (which is
herein by reference), pursuant to which the Reporting
have agreed to file this statement jointly in accordance
provisions of Rule 13d-1(f) (1) under the Exchange Act
Power of Attorney, a copy of which is filed with this
as Exhibit B (which is incorporated herein by

"group"
a result
general, the
securities on
securities in
disclaim
described

The Reporting Persons may be deemed to constitute a
for purposes of Section 13(d)(3) of the Exchange Act as
of the association with BC, a management company. In
Bain Investors acquire and dispose of an issuer's
the same terms and conditions and dispose of such
the same proportion. The Reporting Persons expressly
that they have agreed to act as a group other than as
in this statement.

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<PAGE>

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

each of the
Inc., Two
business
Square,

The address of the principal business office of
Reporting Persons, other than PEP, is c/o Bain Capital,
Copley Place, Boston, Massachusetts 02116. The principal
address of PEP is Level 34 The Chipley Towner, 2 Chifley
Sydney, New South Wales, Australia.

Item 2(c). Citizenship:

is a
Delaware.
laws of
Australia

Each of the Bain Investors, other than PEP and BCL,
partnership organized under the laws of the State of
BCL is a limited liability company organized under the
the State of Delaware. PEP is a New South Wales,

under the limited company. BCI and BC are corporations organized
of the laws of the State of Delaware. Mr. Romney is a citizen
United States.

Item 2(d). Title of Class of Securities:
Class A common stock, par value \$.01 per share.

Item 2(e). CUSIP No.:
169657 10 3

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:
Not Applicable.

Item 4. Ownership:
(a)-(c). Each Reporting Person named in response to Item
2 hereof has, as of the date hereof, shared or sole power to vote
or to direct the vote and shared or sole power to dispose or
to direct the disposition of the Class A Common Stock as follows:
Bain Capital Fund VI, L.P. BCF-VI has the sole
power to
Common Stock
general
power to vote
Stock held
by BCF-VI, which constitutes approximately 23.8% of the
outstanding Class A Common

Bain Capital Partners VI, L.P. BCP, as the sole
partner of BCF-VI, may be deemed to have the shared
and to dispose of 16,303,749 shares of Class A Common
by BCF-VI, which constitutes approximately 23.8% of the
outstanding Class A Common

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<PAGE>

be
Section
held by

Stock. The filing of this Schedule 13G by BCP shall not
considered an admission that BCP is, for the purpose of
13(g) of the Act, the beneficial owner of such shares

BCF-VI.

general
to vote
Stock held
Schedule 13G
for the
owner of such

Bain Capital Investors VI, Inc. BCI, as the sole

partner of BCP, may be deemed to have the shared power
and to dispose of 16,303,749 shares of Class A Common
by BCF-VI, which constitutes approximately 23.8% of the
outstanding Class A Common Stock. The filing of this
by BCI shall not be considered an admission that BCI is,
purpose of Section 13(g) of the Act, the beneficial
shares held by BCF-VI.

vote and to
by BCIP,
Class A

BCIP Associates II. BCIP has the sole power to

dispose of 2,181,587 shares of Class A Common Stock held
which constitutes approximately 3.2% of the outstanding
Common Stock.

vote
held by
outstanding

BCIP Associates II-B. BCIP-B has the sole power to

and to dispose of 398,580 shares of Class A Common Stock
BCIP-B, which constitutes approximately 0.6% of the
Class A Common Stock.

vote
held by
outstanding

BCIP Associates II-C. BCIP-C has the sole power to

and to dispose of 847,004 shares of Class A Common Stock
BCIP-C, which constitutes approximately 1.2% of the
Class A Common Stock.

to
Stock
the

BCIP Trust Associates II. BCIPT has the sole power to

vote and to dispose of 757,406 shares of Class A Common
held by BCIPT, which constitutes approximately 1.1% of
outstanding Class A Common Stock.

power to

BCIP Trust Associates II-B. BCIPT-B has the sole

Stock
the

vote and to dispose of 195,878 shares of Class A Common
held by BCIPT-B, which constitutes approximately 0.3% of
outstanding Class A Common Stock.

partner of

Bain Capital, Inc. BC, as the managing general

to have
shares of
and
outstanding
BC shall
purpose of
shares

BCIP, BCIP-B, BCIP-C, BCIPT and BCIPT-B, may be deemed
the shared power to vote and to dispose of 4,380,455
Class A Common Stock held by BCIP, BCIP-B, BCIP-C, BCIPT
BCIPT-B, which constitutes approximately 6.4% of the
Class A Common Stock. The filing of this Schedule 13G by
not be considered an admission that BC is, for the
Section 13(g) of the Act, the beneficial owner of such
held by BCIP, BCIP-B, BCIP-C, BCIPT or BCIPT-B.

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and to

Bain Capital, L.L.C. BCL has the sole power to vote

by BCL,
Class A

dispose of 183,334 shares of Class A Common Stock held
which constitutes approximately 0.3% of the outstanding
Common Stock.

to

PEP Investments Pty Limited. PEP has the sole power

Stock held
outstanding

vote and to dispose of 54,436 shares of Class A Common
by PEP, which constitutes approximately 0.08% of the
Class A Common Stock.

the shared

W. Mitt Romney. Mr. Romney may be deemed to have

Class A
BCIPT-B, in
Stock, (B)

power to vote and to dispose of (A) 4,380,455 shares of
Common Stock held by BCIP, BCIP-B, BCIP-C, BCIPT and
his capacity as sole shareholder of BC, representing
approximately 6.4% of the outstanding Class A Common

in his 16,303,749 shares of Class A Common Stock held by BCP,
approximately capacity as sole shareholder of BCI, representing
465,512 23.8% of the outstanding Class A Common Stock, and (C)
Yield Asset shares of Class A Common Stock held by Sankaty High
0.68% of Partners, L.P., ("SHYAP"), representing approximately

shares of the outstanding Class A Common Stock. In total, these
approximately Class A Common Stock held by Mr. Romney constitute
filing of this 30.9% of the outstanding Class A Common Stock. The
admission Schedule 13G by Mr. Romney shall not be considered an
the Act, that Mr. Romney is, for the purpose of Section 13(g) of
B, BCIP-C, the beneficial owner of such shares held by BCIP, BCIP-
BCIPT, BCIPT-B, BCI, BC or SHYAP.

upon an Except as otherwise specifically noted, all of the
Reporting percentages calculated in this Schedule 13G are based
Reporting Person aggregate of 68,454,142 shares of Class A Common Stock
of Class A outstanding as of January 31, 2001, as disclosed to the
Person. Persons by the Company on February 9, 2001. Each
expressly disclaims beneficial ownership of any shares
Common Stock beneficially owned by each other Reporting
Person.

Item 5. Ownership of Five Percent or Less of a Class.
as of If this statement is being filed to report the fact that
to be the date hereof each of the Reporting Persons has ceased
class of the beneficial owner of more than five percent of the
securities, check the following [].

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

See response to Item 4. Any such interest does not relate to
more than

five percent of the Class A Common Stock outstanding as of
December 31, 2000.

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. Certifications.
Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and
belief,
the undersigned certify that the information set forth in this
statement is
true, complete and correct.

Date: February 22, 2001

L.P.,

Inc.,

BAIN CAPITAL FUND VI, L.P.

By: BAIN CAPITAL PARTNERS VI,
its General Partner

By: Bain Capital Investors VI,
its General Partner

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

BAIN CAPITAL PARTNERS VI, L.P.

Inc.,

By: Bain Capital Investors VI,
its General Partner

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

BAIN CAPITAL INVESTORS VI, INC.

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

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BCIP ASSOCIATES II
BCIP ASSOCIATES II-B
BCIP ASSOCIATES II-C
BCIP TRUST ASSOCIATES II
BCIP TRUST ASSOCIATES II-B

By: Bain Capital, Inc.,
their Managing General

Partner

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

BAIN CAPITAL, INC.

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

BAIN CAPITAL, L.L.C.

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

PEP INVESTMENTS PTY LIMITED

By: Bain Capital, Inc.,
its Attorney-in-Fact

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

/s/ W. Mitt Romney

W. Mitt Romney

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Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF
SCHEDULE 13G

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 22, 2001

BAIN CAPITAL FUND VI, L.P.

By: BAIN CAPITAL PARTNERS VI, L.P.,
its General Partner

By: Bain Capital Investors VI, Inc.,
its General Partner

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

BAIN CAPITAL PARTNERS VI, L.P.

By: Bain Capital Investors VI, Inc.,
its General Partner

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

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BAIN CAPITAL INVESTORS VI, INC.

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

BCIP ASSOCIATES II
BCIP ASSOCIATES II-B
BCIP ASSOCIATES II-C
BCIP TRUST ASSOCIATES II
BCIP TRUST ASSOCIATES II-B

By: Bain Capital, Inc.,
their Managing General Partner

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

BAIN CAPITAL, INC.

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

BAIN CAPITAL, L.L.C.

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

PEP INVESTMENTS PTY LIMITED

By: Bain Capital, Inc.,
its Attorney-in-Fact

By: /s/ Eva H. Davis

Name: Eva H. Davis
Title: Attorney-in-Fact

/s/ W. Mitt Romney

W. Mitt Romney

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Exhibit B

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints each of Jeffrey C. Hammes, Stephen D. Oetgen, Dennis M. Myers and Eva H. Davis, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of shares of common stock of ChipPAC, Inc., a Delaware corporation (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreement), required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act") and any Forms 3, 4, and 5 in accordance with Section 16(a) of

the Exchange Act; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G or Form 3, 4, or 5 and timely file such schedule or form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the NASDAQ National Market; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 or 16 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14/th/ day of February, 2001.

Date: February 14, 2001

BAIN CAPITAL FUND VI, L.P.

By: BAIN CAPITAL PARTNERS VI, L.P.,
its General Partner

By: Bain Capital Investors VI, Inc.,
its General Partner

By: /s/ Joshua Bekenstein

Name: Joshua Bekenstein
Title: Managing Director

BAIN CAPITAL PARTNERS VI, L.P.

By: Bain Capital Investors VI, Inc.,
its General Partner

By: /s/ Joshua Bekenstein

Name: Joshua Bekenstein
Title: Managing Director

BAIN CAPITAL INVESTORS VI, INC.

By: /s/ Joshua Bekenstein

Name: Joshua Bekenstein
Title: Managing Director

BCIP ASSOCIATES II
BCIP ASSOCIATES II-B
BCIP ASSOCIATES II-C
BCIP TRUST ASSOCIATES II
BCIP TRUST ASSOCIATES II-B

By: Bain Capital, Inc.
their Managing General Partner

By: /s/ Joshua Bekenstein

Name: Joshua Bekenstein
Title: Managing Director

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BAIN CAPITAL, INC.

By: /s/ Joshua Bekenstein

Name: Joshua Bekenstein
Title: Managing Director

BAIN CAPITAL, L.L.C.

By: /s/ Joshua Bekenstein

Name: Joshua Bekenstein
Title: Managing Director

PEP INVESTMENTS PTY LIMITED

By: Bain Capital, Inc.,
its Attorney-in-Fact

By: /s/ Joshua Bekenstein

Name: Joshua Bekenstein
Title: Managing Director

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-----END PRIVACY-ENHANCED MESSAGE-----