WARNER CHILCOTT LTD

Filed by

BAIN CAPITAL INTEGRAL INVESTORS II, L.P.

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/17/09

Telephone	441-295-2244
CIK	0001323854
Symbol	WCRX
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE 13G

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Warner Chilcott Limited
(Name of Issuer)

Class A Common Stock, par value $0.01 per share
(Title of Class of Securities)

G9435N108
(CUSIP Number)

December 31, 2008
(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).

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

Bain Capital Integral Investors II, L.P.
EIN No.: 98-0384142

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5. SOLE VOTING POWER	37,575,608 Shares
6. SHARED VOTING POWER	0
7. SOLE DISPOSITIVE POWER	37,575,608 Shares
8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,575,608 Shares

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

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

14.98%

12. TYPE OF REPORTING PERSON

OO- Other

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

BCIP Associates – G
EIN No.: 20-2194543

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5. SOLE VOTING POWER	9,081 Shares
6. SHARED VOTING POWER	0
7. SOLE DISPOSITIVE POWER	9,081 Shares
8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,081 Shares

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

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

less than 0.01%

12. TYPE OF REPORTING PERSON

OO- Other

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

BCIP Trust Associates III
EIN No.: 01-0598368

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5. SOLE VOTING POWER	411,393 Shares
6. SHARED VOTING POWER	0
7. SOLE DISPOSITIVE POWER	411,393 Shares
8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

411,393 Shares

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

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

0.16%

12. TYPE OF REPORTING PERSON

OO- Other

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

BCIP Trust Associates III-B
EIN No.: 01-0624013

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
5. SOLE VOTING POWER	49,331 Shares
6. SHARED VOTING POWER	0
7. SOLE DISPOSITIVE POWER	49,331 Shares
8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,331 Shares

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

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

0.02%

12. TYPE OF REPORTING PERSON

OO- Other

Item 1 (a). **Name of Issuer**

The name of the issuer to which this filing on Schedule 13G/A relates is Warner Chilcott Limited (the "Company").

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

The principal executive offices of the Company are located at Channel House, Suite 3-105, Longfield Road, Southside, St. David's, Bermuda.

Item 2 (a). **Name of Person Filing**

This statement is being filed on behalf of Bain Capital Integral Investors II, L.P. ("Integral Investors"), a Caymans Island exempted limited partnership, BCIP Associates – G ("BCIP – G"), a Delaware general partnership, BCIP Trust Associates III ("BCIP Trust III"), a Cayman Islands partnership, and BCIP Trust Associates III-B ("BCIP Trust III B"), a Cayman Islands partnership.

Bain Capital Investors, LLC ("BCI") is the general partner of Integral Investors and the managing partner of BCIP – G, BCIP Trust III and BCIP Trust III . Integral Investors, BCIP – G, BCIP Trust III and BCIP Trust III B have entered into a Joint Filing Agreement, dated February 14, 2007, pursuant to which each have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934.

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

The principal business address of each of Integral Investors, BCIP – G, BCIP Trust III and BCIP Trust III B is c/o Bain Capital Investors, LLC, 111 Huntington Avenue, Boston, Massachusetts 02199.

Item 2 (c). **Citizenship**

Each of Integral Investors, BCIP Trust III and BCIP Trust III B is a Cayman Islands partnership. BCIP – G is organized under the laws of the State of Delaware.

Item 2 (d). **Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G/A relates is Common Stock, par value $0.01 per share.

Item 2 (e). **CUSIP Number**

The CUSIP number of the Company's Common Stock is G9435N108.

Item 3. Not Applicable.

Item 4. **Ownership**

Item 4 (a). **Amount beneficially owned**

Integral Investors owns 37,575,608 shares of the Common Stock of the Company. BCI is the general partner of Integral Investors.

BCIP – G owns 9,081 shares of the Common Stock of the Company. BCI is the managing partner of BCIP G.

BCIP Trust III owns 411,394 shares of the Common Stock of the Company. BCI is the managing partner of BCIP Trust III.

BCIP Trust III B owns 49,331 shares of the Common Stock of the Company. BCI is the managing partner of BCIP Trust III B.

Item 4 (b). **Percent of Class**

Integral Investors owns 14.98% of the Common Stock outstanding of the Company, BCIP – G owns less than 0.01%, BCIP Trust III owns 0.16% and BCIP Trust II B owns 0.02% based on 250,778,556 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of October 31, 2008 based on the Company's quarterly report on Form 10-Q for the period ended September 30, 2008.

Item 4 (c). **Number of shares as to which such person has** :

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

Integral Investors	37,575,608
BCIP – G	9,081
BCIP Trust III	411,394
BCIP Trust III B	49,331

(ii) shared power to vote or to direct the vote:
0

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

Integral Investors	37,575,608
BCIP – G	9,081
BCIP Trust III	411,394
BCIP Trust III B	49,331

(iv) shared power to dispose or to direct the disposition of:
0

Item 5. **Ownership of Five Percent or Less of a Class**

Not Applicable.

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**

Not Applicable.

Item 9. **Notice of Dissolution of Group**

Not Applicable.

Item 10. **Certification**

Not Applicable.

SIGNATURES

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 17, 2009

BAIN CAPITAL INTEGRAL INVESTORS II, L.P.
By: Bain Capital Investors, LLC, its general partner

BCIP ASSOCIATES-G
By: Bain Capital Investors, LLC, its managing partner

BCIP TRUST ASSOCIATES III
By: Bain Capital Investors, LLC, its managing partner

BCIP TRUST ASSOCIATES III-B
By: Bain Capital Investors, LLC, its managing partner

By: /s/ Michael F. Goss
Name: Michael F. Goss
Title: Managing Director