

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Apax Partners SAS, Transferor,)	
)	
P8 Holding 1 S.à r.l., Transferee,)	File No. ITC-T/C-_____
)	
and)	
)	
Marlink, Inc., Authorization Holder)	
)	
Application for Consent to the Transfer of)	
Control of Marlink, Inc. Pursuant to)	
Section 214 of the Communications Act)	
of 1934, as Amended)	
)	
)	
)	

**APPLICATION TO TRANSFER CONTROL OF INTERNATIONAL SECTION 214
AUTHORITY—STREAMLINED PROCESSING REQUESTED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.12 and 63.24 of the rules of the Federal Communications Commission (“Commission”),¹ Apax Partners SAS (“Apax Partners” or “Transferor”) and PS8 Holding S.à r.l. (“P8 Holding” or “Transferee”) hereby jointly request Commission consent to transfer of control of authorization holder Marlink, Inc. (“Marlink USA,” together with Apax Partners and P8 Holding, the “Applicants”) from Apax Partners to P8 Holding.² Funds controlled by Apax Partners, P8 Holding, and other entities have entered into a Sale and Purchase Agreement

¹ 47 C.F.R. §§ 63.12 and 63.24.

² In related applications, the parties will seek Commission consent to transfer control of non-common-carrier satellite earth station authorizations held by Marlink USA and its subsidiary ITC Global USA, LLC.

(“SPA”) pursuant to which P8 Holding will acquire a controlling interest in Marlink USA and affiliated businesses operating outside the United States (collectively, the “Proposed Transaction”).

As described herein, consummation of the Proposed Transaction will serve the public interest, convenience, and necessity by ensuring the continuing growth and innovation of Marlink USA and access to the capital and management resources of P8 Holding.

The Proposed Transaction raises no public-interest concerns that would warrant an extended review or transaction-specific conditions for consent. The Proposed Transaction would not result in any combination involving competing providers. Moreover, P8 Holding is not affiliated with foreign carriers with market power in any foreign destination market. This application qualifies for presumptive streamlined processing under Section 63.12(c)(1)(ii) of the Commission’s rules.

I. DESCRIPTION OF THE APPLICANTS

A. Apax Partners SAS (“Apax Partners”)

Apax Partners is the transferor in the Proposed Transaction. It is a French *société par actions simplifiée* (similar to a limited liability company), based in Paris, France and owned by its French-citizen management. Apax Partners is one of two investment managers that comprise Apax Partners France: Apax Partners manages investments made since 2010, while Amboise Partners SA (formerly known as Apax Partners SA) manages historical investments made prior to 2010. Apax Partners France targets investments in small and mid-size companies located in Europe and focuses its investments in the following sectors: technology and telecommunications; consumer goods and services; healthcare; and other services (including engineering, personal care, and education).

The holding company structure for the Marlink Group is shown in **Exhibit A**. Apax Partners holds its existing interests in Makto S.à r.l. (“Makto”), an indirect parent company of Marlink USA, through eight funds, as shown in **Exhibit B**: FPCI Apax MidMarket VIII-A, FPCI Apax MidMarket VIII-B, FPCI Apax MidMarket IX-A, FPCI Apax MidMarket IX-B, Apax MidMarket IX-L SCSp, SC MidInvest, FPCI Phenix, and FPCI Phenix-B (collectively, the “Apax Funds”).³ The Apax Funds will reinvest in P8 Holding, meaning that upon consummation of the Proposed Transaction, the Apax Funds will sell their direct interests in Makto and acquire a collective, approximate 37.4-percent economic and voting interest in P8 Holding as part of the consideration in connection with the sale.

B. Marlink, Inc. (“Marlink USA”)

Marlink USA is the authorization holder that is the subject of this application. It is a provider of maritime and land-based satellite communication services and the principal U.S. operating subsidiary of Marlink AS (“Marlink Parent”), a satellite services provider headquartered in Norway. Marlink USA is a Delaware corporation headquartered in Houston, Texas. At present, it is principally owned by the Apax Funds and controlled by Apax Partners.

Marlink USA holds international Section 214 authority granted in FCC File No. ITC-214-20010529-00341 to provide global facilities-based and global resale telecommunications services in accordance with Sections 63.18(e)(1) and 63.18(e)(2) of the Commission’s rules.⁴

³ The names of FPCI Apax MidMarket VIII-A, FPCI Apax MidMarket VIII-B, FPCI Apax MidMarket IX-A, FPCI Apax MidMarket IX-B, Apax MidMarket IX-L SCSp were recently changed, replacing “France” with “MidMarket” in each name.

⁴ 47 C.F.R. §§ 63.18(e)(1), (e)(2).

C. P8 Holding 1 S.à r.l.

P8 Holding is a *société à responsabilité limitée*, organized under the laws of the Grand Duchy of Luxembourg. P8 Holding does not provide any telecommunications services. P8 Holding is ultimately controlled by Providence Managing Member LLC, whose six members each control 16.67% of the voting interests. Five of the six members are U.S. citizens. The equity controlled by Providence Managing Member, LLC will be held through various private equity funds formed in the Cayman Islands (Providence Equity Partners VIII L.P. and Providence Equity Partners VIII-A L.P.) (Together, the “Providence VIII Funds”; collectively with Providence Managing Member LLC, “Providence”) and with other individuals and entities, none of whom will have a ten percent (10%) or greater interest in Marlink USA post-closing.

Providence is a leading private equity firm, based in Providence, Rhode Island, specializing in growth-oriented investments in media, communications, education, software and services.

II. DESCRIPTION OF THE PROPOSED TRANSACTION

On September 3, 2021, the Apax Funds, P8 Holding, and certain other entities (including vehicles through which Marlink management have invested) entered into the SPA pursuant to which P8 Holding will acquire control of Marlink USA through the acquisition of all of the issued and outstanding shares of Makto, Marlink USA’s indirect parent. Upon consummation of the Proposed Transaction, Marlink USA will become a wholly-owned, indirect subsidiary of P8 Holding. In **Exhibit C** and **D**, the Applicants illustrate the post-consummation ownership and control of Marlink USA.

Under the SPA’s terms, consummation of the Proposed Transaction is subject to various regulatory approvals and clearances in the United States and various foreign jurisdictions and satisfaction or waiver of other customary closing conditions. The parties seek to consummate

the Proposed Transaction as soon as possible, preferably by the end of 2021 and no later than the first calendar quarter of 2022.

III. THE PROPOSED TRANSACTION WILL PROMOTE THE PUBLIC INTEREST

A. Standard of Review

Under 47 U.S.C. § 214(a), the Commission must determine whether a proposed transfer of control of a provider of international (or interstate) telecommunications services is consistent with the public interest, convenience, and necessity.⁵ In making such a determination, the Commission among other matters, assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules”⁶ and then, second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”⁷ The Applicants are not aware

⁵ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd. 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd. 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

⁶ See *Level 3-CenturyLink Order*, 32 FCC Rcd. at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).

⁷ See *Level 3-CenturyLink Order*, 32 FCC Rcd. 9581, at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,504-05 ¶ 7

of any public interest harms that could arise from the consummation of the Proposed Transaction.

The Applicants respectfully submit that Commission consent for the Proposed Transaction would not substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Proposed Transaction will offer substantial public interest benefits without any material countervailing harms. In the absence of any such harms, the Applicants submit that any transaction-specific conditions would be unnecessary.

B. Consummation of the Proposed Transaction Will Serve the Public Interest

Consummation of the Proposed Transaction will serve the public interest. “[T]he Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”⁸ The Proposed Transaction will deliver specific and substantial public interest benefits as follows.

First, P8 Holding and its ultimate owners are financially well-qualified to become owners of Marlink USA, and following closing, Marlink USA have access to additional financial resources and management expertise of P8 Holding and its ultimate owners. The substantial financial resources of P8 Holding will enable Marlink USA to continue to provide high-quality

(citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7.

⁸ *In the Matter of Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations, Applications of Am. H Block Wireless L.L.C., Dbsd Corp., Gamma Acquisition L.L.C., & Manifest Wireless L.L.C. for Extension of Time*, Memorandum Opinion and Order, Declaratory Ruling, Order Proposing Modification, 34 FCC Rcd. 10578, ¶ 41 (2019). *See also CenturyLink-Level 3 Order*, 32 FCC Rcd. at 9586, ¶ 10; *Verizon-Straight Path Order*, 33 FCC Rcd. at 190-91, ¶ 7.

and innovative telecommunications services to customers and strengthen Marlink USA's ability to enhance and expand its service offerings.

Second, the Proposed Transaction will enhance competition in the maritime and land-based satellite services markets by strengthening Marlink USA's ability to compete. It would not create any new combination that would adversely affect competition on any U.S.-international route. Moreover, P8 Holding is not affiliated with any foreign carrier regulated as dominant on any U.S.-international route and that could otherwise harm competition on such routes.

Third, because the proposed change in ownership will occur at the investor level, the Proposed Transaction will be entirely seamless with respect to customers. Marlink USA will continue to provide satellite communications services in remote areas to customers without interruption, and P8 Holding has no plans to discontinue any existing services or to implement any changes in rates, terms, or conditions in connection with the Proposed Transaction.

IV. INFORMATION REQUIRED BY SECTION 63.24 OF THE COMMISSION'S RULES

In accordance with Section 63.24(e)(2) of the Commission's rules, the Applicants submit the following information requested in Section 63.18(a) – (d) and (h) – (p):

(a) Name, address and telephone number of each Applicant:

Transferor

Apax Partners SAS
1 rue Paul Cézanne
Paris 75008
France
+ 33 1 53 65 01 00

Transferee

P8 Holding 1 S.à r.l.
18, rue Dicks, L-1417
Luxembourg, RCS Luxembourg B253749
Tel: +44 20 7514 8846

Authorization Holder

Marlink, Inc.

3327 South Sam Houston Parkway East, Suite 100

Houston, Texas 77047

+1 713 910 3352

(b) Jurisdiction under which Applicants are organized:

Apax Partners is a French *société par actions simplifiée*. Marlink USA is a Delaware corporation. P8 Holding is a *société à responsabilité limitée*, organized under the laws of the Grand Duchy of Luxembourg.

(c) Correspondence concerning this Application should be addressed to:

Transferor and Authorization Holder

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Apax Partners SAS
1 rue Paul Cézanne
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Transferee

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(d) Existing Section 214 authority:

Apax Partners does not currently hold, and has not previously held, any international Section 214 authority. Marlink holds international Section 214 authority granted in FCC File

Nos. ITC-214-20010529-00341 and ITC-ASG-20030410-00275 to provide global facilities-based and global resale services in accordance with Sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules. Effective January 4, 2021, ITC Global USA, LLC (control of which was subsequently acquired by Marlink USA), surrendered its authority for global facilities-based and global resale international telecommunications services.⁹ P8 Holding does not currently hold, nor has it previously held, any international Section 214 authority.

(h) Name, address, citizenship, and principal business of owners with 10% or greater direct or indirect ownership interest:

P8 Holding certifies that post-closing, Marlink USA will be a wholly owned indirect subsidiary of P8 Holding.¹⁰ The entities identified below will in turn have 10-percent-or greater direct or indirect interests in P8 Holding. While control of P8 Holding will rest with Providence, Marlink's existing investors, the Apax Funds, will retain a significant equity stake as well. Providence will hold a 51.8% equity interest and 60.2% voting interest.¹¹ Apax Partners will hold a 37.4% voting interest and the Apax Funds will hold a collective 37.4 percent economic interest.

⁹ *International Authorizations Granted*, Public Notice, 36 FCC Rcd. 82, 85 (Int'l Bur. 2021), FCC File No. ITC-214-20110609-00184.

¹⁰ The Applicants anticipate that one or more wholly owned subsidiaries of P8 Holding will ultimately exist between Makto and P8 Holding. The number and name of these entities is not yet settled, and they are not yet formed, so cannot be described herein. These are expected to be formed in Luxembourg and Norway. As these are expected to be wholly owned subsidiaries of P8 Holding, their omission does not impact calculations of ownership interests. The Applicants will notify the Commission post-closing of the final structure and identify all entities.

¹¹ While Providence entities will only hold 51.8% of the equity and voting control of P8 Holding, Providence will also control an 8.4% co-investment of another participant in the transaction, Ardian France. Thus, while Providence entities will be detailed herein as holding 51.8% of equity, calculations of control interests will be based on Providence's control of 60.2% of the voting rights in P8 Holding.

1. Providence

The following Providence entity will hold a direct ten percent (10%) or greater equity interest in P8 Holding:

Name:	PEP European Investment S.à r.l.
Address:	18, rue Dicks L-1417 Luxembourg, RCS Luxembourg B225312
Place of Organization:	Luxembourg
Principal Business:	Holding Company
Interest Held:	Direct 51.8% equity interest and 60.2% voting interest (including control of co-investor's voting shares). ¹²

Ownership of PEP European Investment S.à r.l. is divided among seven entities, two of which will hold, directly or indirectly, a ten percent (10%) or greater equity interest in P8 Holding:

Name:	GLC Investment S.à r.l.
Address:	18, rue Dicks, L-1417 Luxembourg, RCS Luxembourg B251752
Place of Organization:	Luxembourg
Principal Business:	Holding Company
Interest Held:	Indirect 22.0% equity interest and 25.5% voting interest

Name:	ST Investment S.à r.l.
Address:	18, rue Dicks, L-1417 Luxembourg, RCS Luxembourg B241207
Citizenship:	Luxembourg
Place of Organization:	Holding Company
Interest Held:	Indirect 19.0% equity interest; 22.1% voting interest

All seven of the entities which own PEP European Investment S.à r.l. are 100% owned and controlled by:

¹² All Providence entities above P8 Holding are ultimately controlled by Providence Managing Member LLC. Ownership percentages listed for Providence entities hereafter refer to both equity and controlling interests, until specified otherwise. Providence's co-investor is listed in the attached post-closing ownership chart for clarity of structure, but as it will hold less than 10% of the post-close equity, the Commission's rules do not require its disclosure.

Name:	PEP European Investment VIII SCSP
Address:	11, avenue de la Gare, L-1611 Luxembourg, RCS Luxembourg B225312
Place of Organization:	Luxembourg
Principal Business:	Holding Company
Interest Held:	Indirect 51.8% of equity interest and 60.2% voting interest (including control of co-investor's voting shares)

PEP European Investment GP S.à r.l., which serves as General Partner (holding no equity) of PEP European Investment VIII SCSP. Equity in PEP European Investment VIII SCSP is held directly by the Providence VIII Funds as limited partners. The Providence VIII Funds hold equity in PEP European Investment GP S.à r.l. which matches their equity interests in PEP European Investment VIII SCSP.

The following Providence VIII Funds will hold, indirectly, a ten percent (10%) or greater equity interest in P8 Holding¹³:

Name:	Providence Equity Partners VIII L.P
Address:	PO Box 309, Uglan House Grand Cayman, KY1-1104, Cayman Islands
Place of Organization:	Cayman Islands
Principal Business:	Investment Vehicle
Interest Held:	Indirect 25.5% equity interest

Name:	Providence Equity Partners VIII-A L.P
Address:	PO Box 309, Uglan House Grand Cayman, KY1-1104, Cayman Islands
Place of Organization:	Cayman Islands
Principal Business:	Investment Vehicle
Interest Held:	Indirect 51.8% ¹⁴ equity interest

¹³ As noted above, other Providence fund entities at this level in the structure will hold less than ten percent (10%) equity interests in P8 Holding. Per the Commission's rules, these are not disclosed.

¹⁴ Providence Equity Partners VIII-A L.P. holds more than 50% of the equity of PEP European Investment VIII SCSP; as a result, the Commission's calculation rules result in the attribution of Providence's full equity share to this entity.

Equity in the Providence VIII Funds is held through passive limited partnership interests held by various investors including individuals, trusts, institutions, and business entities. None of the limited partners of the Providence VIII Funds will own or control a ten percent (10%) or greater direct or indirect interest in P8 Holding through their investments in one or more of the Providence VIII Funds.

Control of the Providence VIII Funds is vested in the following entities and individuals:

Name: Providence Equity GP VIII L.P. (“PEP GP VIII”)
Address: PO Box 309, Ugland House
Grand Cayman, KY1-1104, Cayman Islands
Place of Organization: Cayman Islands
Principal Business: Investment Vehicle
Percentage of Ownership: As sole general partner of each of the Providence VIII Funds, PEP GP VIII indirectly controls a 60.2% voting interest in P8 Holding.

Name: PEP VIII International Ltd.
Address: PO Box 309, Ugland House
Grand Cayman, KY1-1104, Cayman Islands
Place of Organization: Cayman Islands
Principal Business: Investment Vehicle
Percentage of Ownership: As sole general partner of PEP GP VIII, PEP VIII International Ltd. indirectly controls a 60.2% voting interest in P8 Holding.

Name: Providence Fund Holdco (Domestic ECI) L.P.
 (“PF Holdco”)
Address: 50 Kennedy Plaza, 18th Floor
Providence, RI 02903
Place of Organization: USA
Principal Business: Investment Vehicle
Percentage of Ownership: As 100% shareholder of PEP VIII International Ltd., PF Holdco indirectly controls a 60.2% voting interest in P8 Holding.

Name: Providence Managing Member LLC (“PMM”)
Address: 50 Kennedy Plaza, 18th Floor
Providence, RI 02903
Place of Organization: USA
Principal Business: Investment Vehicle
Percentage of Ownership: As sole general partner of PF Holdco, PMM indirectly controls a 60.2% voting interest in P8 Holding.

The membership interests of PMM are equally distributed among the following six individuals:

Name: Jonathan Nelson
Address: 50 Kennedy Plaza, 18th Floor
Providence, RI 02903
Citizenship: USA
Principal Business: Investment Management
Percentage of Ownership: Indirect 10.03% voting interest in P8 Holding.

Name: Andrew Tisdale
Address: 28 St George Street
London, W1S 2FA
Citizenship: USA
Principal Business: Investment Management
Percentage of Ownership: Indirect 10.03% voting interest in P8 Holding.

Name: Karim Tabet
Address: 28 St George Street
London, W1S 2FA
Citizenship: France
Principal Business: Investment Management
Interest Held: Indirect 10.03% voting interest in P8 Holding.
Interlocking Directorates: Mr. Tabet serves on the board of Bite, a foreign affiliate disclosed in section (i), below. Mr. Tabet is expected to join the board of one or more Marlink entities post-closing.

Name: Davis Noell
Address: 31 West 52nd St., Suite 2400,
New York, NY 10019
Citizenship: USA
Principal Business: Investment Management
Interest Held: Indirect 10.03% voting interest in P8 Holding.

Name: David Phillips
Address: 50 Kennedy Plaza, 18th Floor
Providence, RI 02903
Citizenship: USA
Principal Business: Investment Management
Interest Held: Indirect 10.03% voting interest in P8 Holding.

Name: Michael Dominguez
Address: 50 Kennedy Plaza, 18th Floor
Providence, RI 02903
Citizenship: USA
Principal Business: Investment Management
Interest Held: Indirect 10.03% voting interest in P8 Holding.

2. Apax Partners

Post-consummation, the Apax Funds will hold a collective, approximate 37.4-percent equity and voting interest in P8 Holding, with specific interests held by the following entities (all of which are existing indirect interest holders in Marlink USA):

FPCI Apax MidMarket VIII-A (formerly known as FPCI Apax France VIII-A)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Apax MidMarket VIII-A will hold an approximate 4.4-percent voting and economic interest in P8 Holding.

FPCI Apax MidMarket VIII-B (formerly known as FPCI Apax France VIII-B)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Apax MidMarket VIII-B will hold an approximate 2.9-percent voting and economic interest in P8 Holding.

FPCI Apax MidMarket IX-A (formerly known as FPCI Apax France IX-A)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Apax MidMarket IX-A will hold an approximate 8.0-percent voting and economic interest in P8 Holding

FPCI Apax MidMarket IX-B (formerly known as FPCI Apax France IX-B)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Apax MidMarket IX-B will hold an approximate 3.7-percent voting and economic interest in P8 Holding.

Apax MidMarket IX-L SCSp (formerly known as FPCI Apax France IX-L SCSp)

Address: 37A avenue Kennedy, L-1855 Luxembourg

Place of Organization: Luxembourg

Principal Business: investments

Interest Held: Apax MidMarket IX-L SCSp will hold an approximate 0.8-percent voting and economic interest in P8 Holding.

FPCI Phenix

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Phenix will hold an approximate 13.3-percent voting and economic interest in P8 Holding.

FPCI Phenix-B

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: FPCI Phenix-B will hold an approximate 4.3-percent voting and economic interest in P8 Holding.

SC MidInvest

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interest Held: SC MidInvest will hold a less-than 0.1-percent voting and economic interest in P8 Holding.

Upon consummation of the Proposed Transaction, the following persons and entities invested in or controlling one or more Apax Funds will continue to hold 10-percent-or-greater indirect economic or voting interests in Marlink USA:

Altamir SCA (“Altamir”)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interests Held: Altamir holds a 99.9-percent economic interest in FPCI Apax MidMarket VIII-B, a 99.0-percent economic interest in FPCI Apax MidMarket IX-B, a 2.0-percent economic interest in FPCI Apax MidMarket IX-A, and a 28.92-percent economic interest in Phenix, giving Altamir an aggregate, approximate 10.62-percent indirect economic interest in Marlink USA.

Amboise SAS (“Amboise”)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interests Held: Amboise holds a 65.0-percent voting and economic interest in Altamir, the shares of which trade publicly on the Euronext Paris exchange, giving Amboise an aggregate, approximate 10.62-percent indirect economic interest in Marlink USA.

Mr. Maurice Tchenio and family

Address: 1 rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: investor

Interests Held: Mr. Tchenio and his family hold a 100-percent voting and economic interest in Amboise SAS. Neither Apax Partners nor Marlink USA has access to additional detail regarding these interests and must rely on public filings with securities regulators. In aggregate, Mr. Tchenio and family will hold an approximate 10.62-percent indirect economic interest in Marlink USA.

Apax Partners SAS (“Apax Partners”)

Address: 1 rue Paul Cézanne, 75008 Paris, France

Place of Organization: France

Principal Business: investments

Interests Held: Apax Partners manages FPCI Apax MidMarket VIII A, FPCI Apax MidMarket VIII B, FPCI MidMarket IX-A, FPCI Apax MidMarket IX B, Apax MidMarket IX-L SCSp, FPCI Phenix, FPCI Phenix-B, and SC MidInvest and exercises their voting rights. In aggregate, Apax Partners will indirectly control a 37.4-percent voting interest in Marlink USA.

Mr. Edgard Misrahi

Address: 1 rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: investor

Interest Held: Mr. Misrahi holds a 38.84-percent voting and economic interest in Apax Partners, which will give him indirect control of a 14.51-percent voting interest in Marlink USA.

Mr. Bertrand Pivin

Address: 1 rue Paul Cézanne, 75008 Paris, France

Citizenship: France

Principal Business: investor

Interest Held: Mr. Pivin holds a 31.21-percent voting and economic interest in Apax Partners, which will give him indirect control of a 11.66-percent voting interest in Marlink USA.

Other than the persons and entities disclosed above, no person or entity associated with Apax Partners will hold a direct or indirect 10-percent-or-greater voting or economic interest in Marlink USA upon consummation of the Proposed Transaction.

(i) Foreign carrier certification:

P8 Holding certifies that upon consummation of the Proposed Transaction, it will not be a foreign carrier in any foreign destination market. P8 Holding will be affiliated with following foreign carriers:

- Bite (Lithuania, Latvia, and Estonia).
- Masmovil (Portugal).
- Destiny (Belgium, France, and the Netherlands)

(j) Destination country certification:

P8 Holding certifies that post-closing, it does not seek to provide international telecommunications services to any destination country where: (i) it is a foreign carrier; (ii) it controls a foreign carrier; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of it and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Demonstration regarding market power for countries that are not WTO members:

The countries identified in response to Section 63.18(i) above are all members of the World Trade Organization. Thus, no showing is required in response to Section 63.18(k).

(l) This requirement has been deleted from the rules.

(m) Regulation as a non-dominant provider:

Pursuant to Section 63.10(a)(3), Marlink USA will continue to qualify for non-dominant carrier status on all international routes because each of its foreign carrier affiliates lacks a 50 percent or greater share in the respective fixed local access or international transport markets in Belgium, Estonia, France, Latvia, Lithuania, the Netherlands, Portugal, or Spain. The affiliated foreign carriers therefore lack market power on the relevant routes.

(n) Special concessions from foreign carriers:

P8 Holding certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into any such agreements in the future.

(o) Certification regarding Section 5301 of Anti-Drug Abuse Act of 1988:

P8 Holding certifies that no party to this Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.

(p) Streamlining request:

The Applicants request streamlined processing pursuant to 47 C.F.R. § 63.12(c)(1)(ii), as P8 Holding qualifies for a presumption of non-dominance under 47 C.F.R. § 63.10(a)(3).

V. CONCLUSION

For the foregoing reasons, Commission approval of this application to transfer control of international Section 214 authority will serve the public interest, convenience and necessity.

Accordingly, the Applicants respectfully requests that the Commission grant the Application as expeditiously as possible.

Respectfully submitted,

Apax Partners SAS

P8 Holding 1 S.à r.l.

/s/

/s/

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September 13, 2021

EXHIBIT LIST

- A. Holding Company Structure of the Marlink Group**
- B. Pre-Consummation Ownership and Control**
- C. Post-Consummation Ownership and Control—Providence Entities**
- D. Post-Consummation Ownership and Control—Apax Partners Entities**

**Exhibit A:
Holding Company Structure of
the Marlink Group**

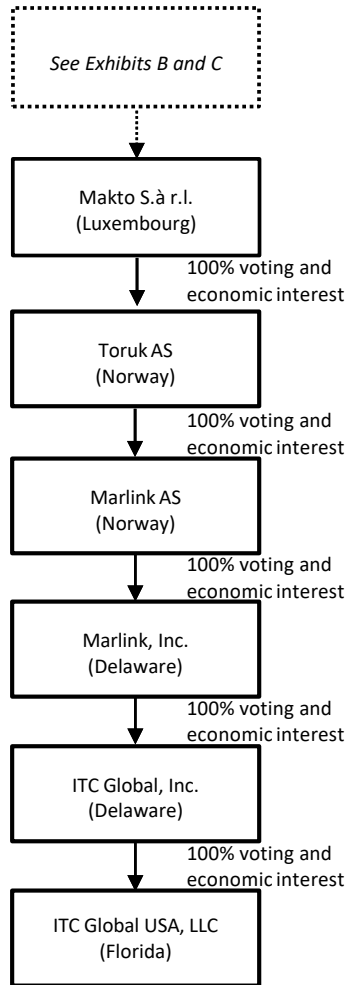
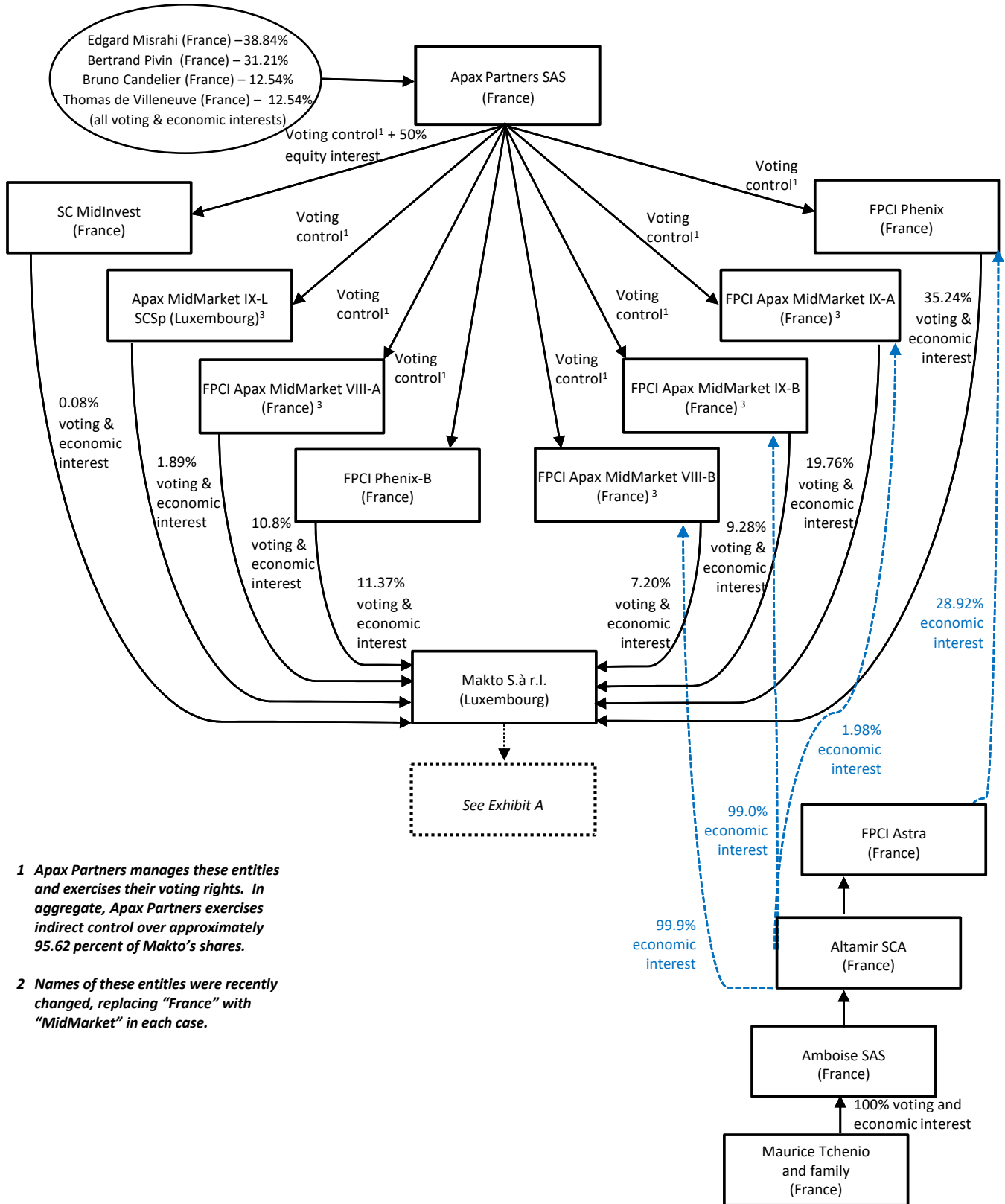


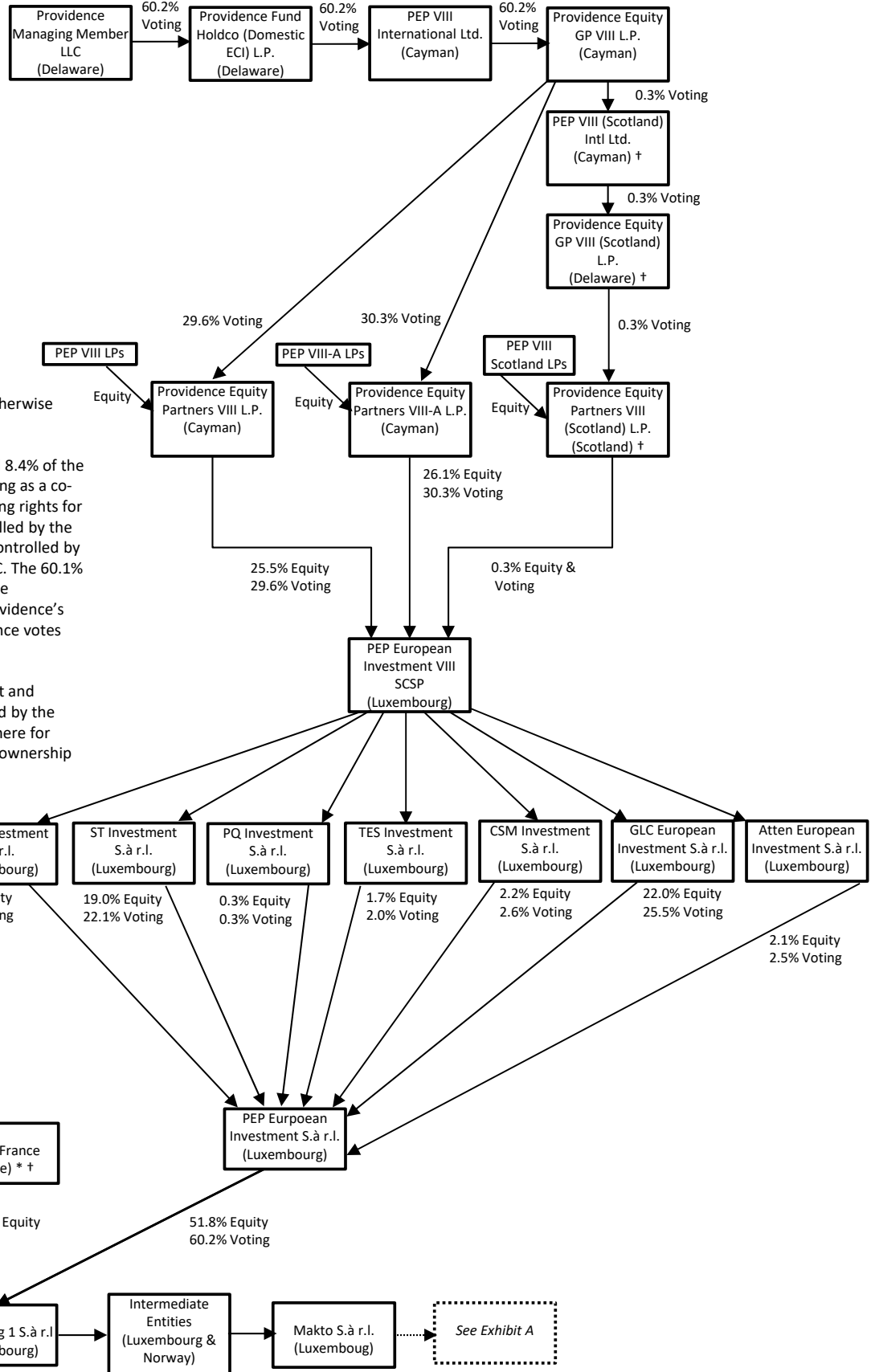
Exhibit B: Pre-Consummation Ownership and Control



1 Apax Partners manages these entities and exercises their voting rights. In aggregate, Apax Partners exercises indirect control over approximately 95.62 percent of Makto's shares.

2 Names of these entities were recently changed, replacing "France" with "MidMarket" in each case.

Exhibit C: Post-Consummation Ownership and Control— Providence Entities

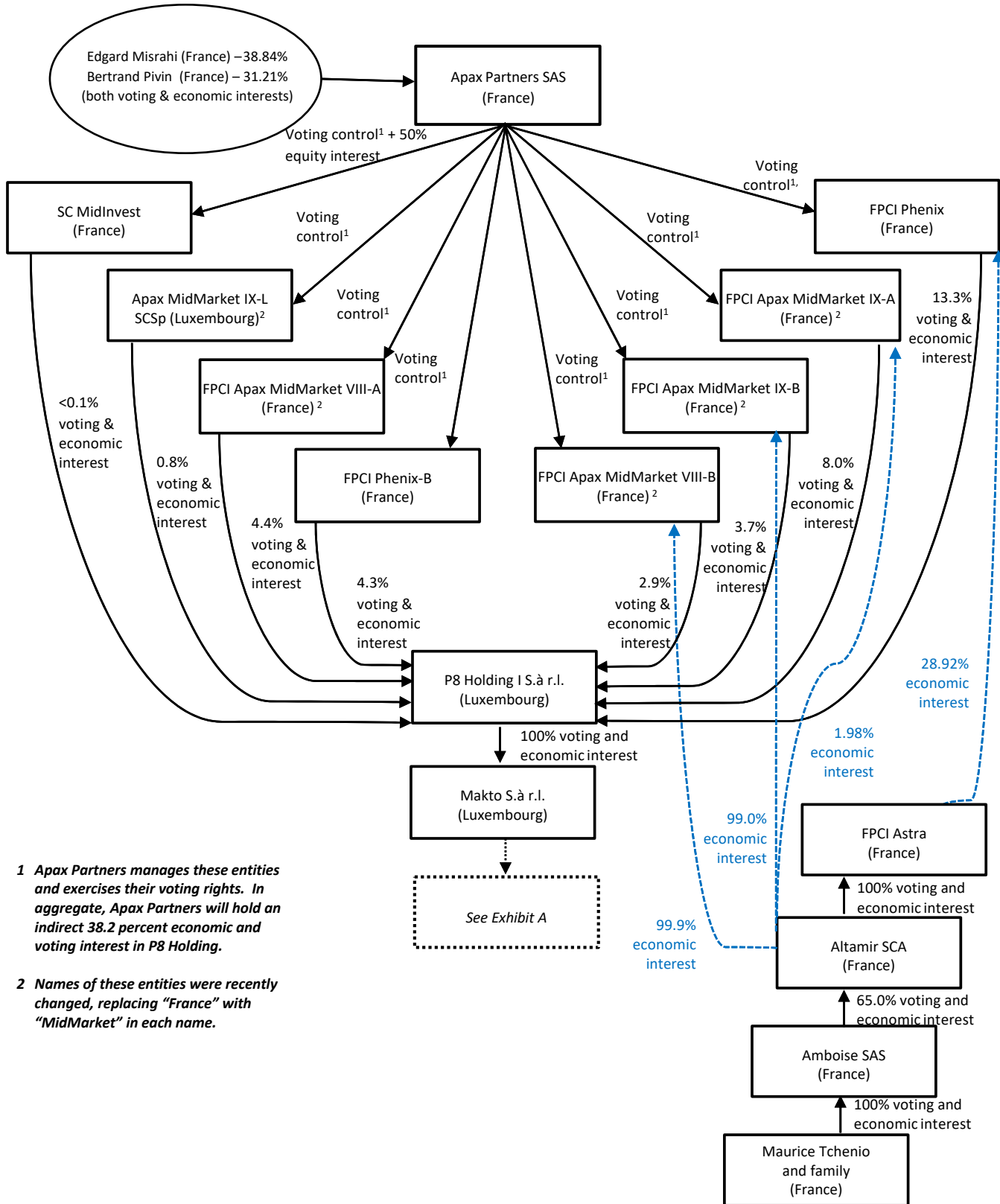


Note: Interests are 100% unless otherwise specified.

* Ardian France will indirectly hold 8.4% of the equity of P8 Holding. Ardian is acting as a co-investor with Providence, and voting rights for Ardian’s investment will be controlled by the Providence chain and ultimately controlled by Providence Managing Member LLC. The 60.1% voting interest listed for Providence represents the combination of Providence’s equity interest and the Ardian France votes Providence will control.

† Disclosure of this entity’s interest and ownership structure is not required by the Commission’s rules. It is included here for clarity in structure and passage of ownership interests.

**Exhibit D:
Post-Consummation Ownership and Control—
Apax Partners Entities**



1 Apax Partners manages these entities and exercises their voting rights. In aggregate, Apax Partners will hold an indirect 38.2 percent economic and voting interest in P8 Holding.

2 Names of these entities were recently changed, replacing "France" with "MidMarket" in each name.