

MADISON DEARBORN CAPITAL PARTNERS IV LP

Form 3

October 27, 2010

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â MADISON DEARBORN
CAPITAL PARTNERS IV LP

(Last) (First) (Middle)

THREE FIRST NATIONAL
PLAZA, SUITE 4600,Â 70
WEST MADISON STREET

(Street)

CHICAGO,Â ILÂ 60602

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
10/27/20103. Issuer Name **and** Ticker or Trading Symbol
First Wind Holdings Inc. [WIND]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADISON DEARBORN CAPITAL PARTNERS IV LP THREE FIRST NATIONAL PLAZA, SUITE 4600 70 WEST MADISON STREET CHICAGO, IL 60602	Â	Â X	Â	Â
MADISON DEARBORN PARTNERS IV LP THREE FIRST NATIONAL PLAZA, SUITE 4600 70 WEST MADISON STREET CHICAGO, IL 60602	Â	Â X	Â	Â

Signatures

MADISON DEARBORN CAPITAL PARTNERS IV, L.P., By: MADISON DEARBORN PARTNERS IV, L.P., Its: General Partner, By: MADISON DEARBORN PARTNERS, L.L.C., Its: General Partner, By: Mark B. Tresnowski, Its: Managing Director 10/27/2010

__Signature of Reporting Person

Date

MADISON DEARBORN PARTNERS IV, L.P., By: MADISON DEARBORN PARTNERS, L.L.C., Its: General Partner, By: Mark B. Tresnowski, Its: Managing Director 10/27/2010

__Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Remarks:

Immediately prior to the closing of First Wind Holdings Inc.'s (the "Issuer's") initial public offering

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.