

GENESEE & WYOMING INC  
Form 3  
October 10, 2012

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

OMB APPROVAL

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**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)

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>TC Group V, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S</p> <p>(Street)</p> <p>WASHINGTON, DC 20004</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/01/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GENESEE &amp; WYOMING INC [GWR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|  | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |                           |
|--|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---------------------------|
| Mandatorily Convertible Perpetual Preferred Stock-Series A-1 | Â (1)            | Â (1)           | Class A Common Stock | 5,984,232                  | \$ (1)   | I                                     | See Footnotes (2) (3) (4) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TC Group V, L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004  | Â             | Â X       | Â       | Â     |
| Carlyle Group Management L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004                                   | Â             | Â X       | Â       | Â     |
| Carlyle Group L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004  | Â             | Â X       | Â       | Â     |
| Carlyle Holdings II GP L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004                                     | Â             | Â X       | Â       | Â     |
| Carlyle Holdings II L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON, DC 20004  | Â             | Â X       | Â       | Â     |
| TC Group Cayman Investment Holdings, L.P.<br>C/O WALKER CORPORATE SERVICES LIMITED<br>WALKER HOUSE, 87 MARY STREET<br>GEORGE TOWN, GRAND CAYMAN KY1-9001    | Â             | Â X       | Â       | Â     |
| TC Group Cayman Investment Holdings Sub L.P.<br>C/O WALKER CORPORATE SERVICES LIMITED<br>WALKER HOUSE, 87 MARY STREET<br>GEORGE TOWN, GRAND CAYMAN KY1-9001 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Jeremy W. Anderson, Authorized Person 10/10/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

The Mandatorily Convertible Perpetual Preferred Stock, Series A-1 (the "Preferred Stock") has no expiration date and is convertible at the option of the Carlyle Funds (as defined below) at any time and from time to time into 17,097,816 shares of Class A Common Stock per (1) share of Preferred Stock, subject to adjustment and the terms and conditions of such conversions as are specified in the Series A-1 Mandatorily Convertible Perpetual Preferred Stock Certificate of Designations, which is filed as Exhibit 7 to the Schedule 13D filed by TC Group V, L.P. with the Securities and Exchange Commission on October 10, 2012.

The Carlyle Funds hold 350,000 shares of Preferred Stock, which includes 207,652,79576 shares of Preferred Stock held by Carlyle Partners V GW, L.P., 32,381.81735 shares of Preferred Stock held by CP V GW AIV1, L.P., 31,626.26280 shares of Preferred Stock held by CP V GW AIV2, L.P., 31,637.59659 shares of Preferred Stock held by CP V GW AIV3, L.P., 32,742.77554 shares of Preferred Stock held by CP V GW AIV4, L.P., 12,422.80742 shares of Preferred Stock held by CP V Coinvestment A, L.P. and 1,535.94454 shares of Preferred Stock held by CP V Coinvestment B, L.P. TC Group V, L.P. is the general partner of each of Carlyle Partners V GW, L.P., CP V GW AIV1, L.P., CP V GW AIV2, L.P., CP V GW AIV3, L.P., CP V GW AIV4, L.P., CP V Coinvestment A, L.P. and CP V Coinvestment B, L.P. (collectively, the "Carlyle Funds").

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group V, L.L.C., which is the general partner of TC Group V, L.P. Accordingly, each of Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group V, L.L.C. and TC Group V, L.P. may be deemed to share beneficial ownership of the Preferred Stock held by each of the Carlyle Funds.

Due to the limitations of the electronic filing system, TC Group V, L.L.C., Carlyle Partners V GW, L.P., CP V GW AIV1, L.P., CP V GW AIV2, L.P., CP V GW AIV3, L.P., CP V GW AIV4, L.P., CP V Coinvestment A, L.P. and CP V Coinvestment B, L.P. are filing a separate Form 3.

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### Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â ConfirmingÂ Statement

ExhibitÂ 99Â -Â JointÂ FilerÂ Information

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

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