PENTON MEDIA INC
Form SC 13D/A
July 26, 2006

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

PENTON MEDIA, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE $0.01 PER SHARE
(Title of Class of Securities)

709668 10 7
(CUSIP Number)

STACEY W. SEEWALD
C/O SANDLER CAPITAL MANAGEMENT
711 FIFTH AVENUE, 15TH FLOOR
NEW YORK, NY 10022
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

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with a copy to:
DOUGLAS A. CIFU
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

JULY 11, 2006
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box [_].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*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).

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Sandler Capital Management		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[X] [_]
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC, OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York		

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 3,305,177
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 3,305,177

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,305,177	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	8.75%		
14	TYPE OF REPORTING PERSON		
	PN		

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Sandler Investment Partners, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	[X]
		(b)	[_]
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	WC, OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER		
	-0-		
	8 SHARED VOTING POWER		
	3,305,177		
	9 SOLE DISPOSITIVE POWER		
	-0-		
	10 SHARED DISPOSITIVE POWER		
	3,305,177		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,305,177		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		

[_]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.75%
14	TYPE OF REPORTING PERSON PN

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Sandler Capital Partners V, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[X] [_]
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC, OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 2,357,472		
	8 SHARED VOTING POWER -0-		
	9 SOLE DISPOSITIVE POWER 2,357,472		
	10 SHARED DISPOSITIVE POWER -0-		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,357,472		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		

[_]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.40%
14	TYPE OF REPORTING PERSON PN

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Sandler Capital Partners V FTE, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[X] [_]
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC, OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 861,109	
	8	SHARED VOTING POWER -0-	
	9	SOLE DISPOSITIVE POWER 861,109	
	10	SHARED DISPOSITIVE POWER -0-	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 861,109		

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.44%

14 TYPE OF REPORTING PERSON

PN

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

Sandler Capital Partners V Germany, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 86,596
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 86,596
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,596

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.25%
14	TYPE OF REPORTING PERSON PN

This Amendment No. 1 to Schedule 13D (this "STATEMENT") relates to the common stock, par value $.01 per share (the "COMMON STOCK"), of Penton Media, Inc. (the "ISSUER"). This Statement supplementally amends the initial statement on Schedule 13D, filed on March 28, 2002 (the "INITIAL STATEMENT"), by Sandler Capital Partners V, L.P., a Delaware limited partnership, Sandler Capital Partners V FTE, L.P., a Delaware limited partnership, Sandler Capital Partners V Germany, L.P., a Delaware limited partnership, Sandler Investment Partners, L.P., a Delaware limited partnership and Sandler Capital Management, a New York general partnership (collectively, the "REPORTING PERSONS"). In September 2004, the Reporting Persons exchanged, on a share-for-share basis, all of the Series B Convertible Preferred Stock of the Issuer held by them for Series C Convertible Preferred Stock of the Issuer (the "SERIES C PREFERRED STOCK"). This Amendment No. 1 is being filed to report that the Reporting Persons have entered into an agreement with the Issuer with respect to the allocation of any transaction consideration between all of the holders (the "SERIES C PREFERRED HOLDERS") of the Series C Preferred Stock (including the Reporting Persons) and the holders of Common Stock, in order to resolve any allocation issues in advance of any potential sale of the Issuer.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIP WITH RESPECT TO THE ISSUER.

On July 11, 2006, the Issuer entered into an Agreement (the "Agreement") with the Series C Preferred Holders, including the Reporting Persons, relating to the allocation of transaction consideration between Series C Preferred Holders and the holders of the Common Stock (the "COMMON STOCK HOLDERS") , in the event of a sale of the Issuer.

The Agreement sets forth the agreement of the Series C Preferred Holders to an allocation of net proceeds available for distribution to the Series C Preferred Holders and the Common Stock Holders in the event of a sale of the Issuer in which the net cash proceeds available for distribution to the Series C Preferred Holders and the Common Stock Holders equals or exceeds $105 million, notwithstanding that the terms of the Series C Preferred Stock may otherwise entitle the Series C Preferred Holders to a greater portion of such proceeds.

The Agreement provides for the allocation to the Common Stock Holders of 12.75% of the first $135 million of net proceeds (with a minimum allocation to the Common Stock of at least $14 million), 15% of any additional net proceeds up to $145 million, 25% of any additional net proceeds up to $185 million and 20% of any additional net proceeds over $185 million.

In the Agreement, the Series C Preferred Holders have further agreed

to vote in favor of, and to provide certain other consents and waivers (all such obligations together, the "Consents") to facilitate, a sale transaction entered into by the Issuer that yields aggregate net cash proceeds to the Common Stock Holders and Series C Preferred Stock equal to or greater than $105 million. The Agreement does not obligate the Series C Preferred Holders to provide the Consents if a sale transaction entered into by the Issuer yields aggregate net cash proceeds to the Common Stock Holders and Series C Preferred Holders of less than $105 million. The Agreement provides that it may be terminated by the Series C Preferred Holders or by the Issuer if an agreement for a sale of the Issuer has not been signed on or before February 1, 2007.

Except for the agreements described in response to this Item 6 or in response to Items 3 and 4 of the Initial Statement, which are hereby incorporated herein by reference, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons, and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies. The Reporting

Persons disclaim membership in any group, including any group with any holders of Series C Preferred Stock other than the Reporting Persons.

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 as of July 12, 2006.

SANDLER CAPITAL MANAGEMENT

By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

SANDLER CAPITAL PARTNERS V, L.P.

By: Sandler Investment Partners, L.P.

By: Sandler Capital Management

By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

SANDLER CAPITAL PARTNERS V FTE, L.P.

By: Sandler Investment Partners, L.P.

By: Sandler Capital Management

By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

SANDLER CAPITAL PARTNERS V GERMANY, L.P.

By: Sandler Investment Partners, L.P.

By: Sandler Capital Management

By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President

SANDLER INVESTMENT PARTNERS, L.P.

By: Sandler Capital Management

By: MJDM Corp., a general partner

By: /s/ Moira Mitchell

Name: Moira Mitchell
Title: President