

CSG SYSTEMS INTERNATIONAL INC  
Form SC 13G/A  
January 27, 2005

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OMB APPROVAL  
-----  
OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\*

CSG Systems International, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

126349109

-----  
(CUSIP Number)

December 31, 2004

-----  
(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 the disclosures provided in a prior cover page.

The information required in 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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(Continued on following pages)  
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=====  
CUSIP No. 126349109  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Partners, L.P.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 574,075 Shares, which is 1.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

-----  
NUMBER OF 5 SOLE VOTING POWER  
-0-

-----  
SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 113,100

-----  
EACH 7 SOLE DISPOSITIVE POWER  
-0-

-----  
REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON WITH 113,100

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
113,100

-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

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

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0.2%

-----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 PN  
 -----

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=====  
 CUSIP No. 126349109  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Farallon Capital Institutional Partners, L.P.  
 -----

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*

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-----  
 3 SEC USE ONLY  
 -----

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 California  
 -----

-----  
 NUMBER OF 5 SOLE VOTING POWER  
 -0-  
 -----

-----  
 SHARES 6 SHARED VOTING POWER  
 BENEFICIALLY OWNED BY 105,700  
 -----

-----  
 EACH 7 SOLE DISPOSITIVE POWER  
 -0-  
 -----

-----  
 REPORTING 8 SHARED DISPOSITIVE POWER  
 PERSON WITH 105,700  
 -----

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -----

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105,700

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%

12 TYPE OF REPORTING PERSON (See Instructions) PN

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CUSIP No. 126349109

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]\*\*

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION California

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH SOLE VOTING POWER -0-

6 SHARED VOTING POWER 11,400

7 SOLE DISPOSITIVE POWER

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-0-

```

=====
REPORTING PERSON WITH      8      SHARED DISPOSITIVE POWER
                                  11,400
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      11,400
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [   ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      0.0%
-----
12     TYPE OF REPORTING PERSON (See Instructions)
      PN
=====

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=====
CUSIP No. 126349109
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-----
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Farallon Capital Institutional Partners III, L.P.
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**

      **      The reporting persons making this filing hold an
              aggregate of 574,075 Shares, which is 1.1% of the
              class of securities. The reporting person on this
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              the securities reported by it on this cover page.
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      Delaware
-----
      SOLE VOTING POWER
      NUMBER OF      5

```

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|                              |   |   |
|------------------------------|---|---|
|                              |   | -0-   |
| SHARES BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER<br>11,800   |
| EACH                         | 7 | SOLE DISPOSITIVE POWER<br>-0-   |
| REPORTING PERSON WITH        | 8 | SHARED DISPOSITIVE POWER<br>11,800  |
| 9                            |   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>11,800                  |
| 10                           |   | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ] |
| 11                           |   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>0.0%                               |
| 12                           |   | TYPE OF REPORTING PERSON (See Instructions)<br>PN                                       |

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=====  
CUSIP No. 126349109  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Tinicum Partners, L.P.  
-----

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

-----  
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-----

3 SEC USE ONLY

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```

=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      New York
=====
      NUMBER OF          5      SOLE VOTING POWER
      -0-
      SHARES
      BENEFICIALLY      6      SHARED VOTING POWER
      OWNED BY          5,800
      EACH              7      SOLE DISPOSITIVE POWER
      -0-
      REPORTING         8      SHARED DISPOSITIVE POWER
      PERSON WITH      5,800
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      5,800
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)          [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      0.0%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      PN
=====

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=====
CUSIP No. 126349109
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      Farallon Capital Management, L.L.C.
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**

```

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2

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

|                              |   |                          |
|------------------------------|---|--------------------------|
| NUMBER OF                    | 5 | SOLE VOTING POWER        |
|                              |   | -0-                      |
| SHARES BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER      |
|                              |   | 326,275                  |
| EACH                         | 7 | SOLE DISPOSITIVE POWER   |
|                              |   | -0-                      |
| REPORTING PERSON WITH        | 8 | SHARED DISPOSITIVE POWER |
|                              |   | 326,275                  |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
326,275

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.6%

12 TYPE OF REPORTING PERSON (See Instructions)  
IA, OO



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=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Partners, L.L.C.

=====

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

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=====

3 SEC USE ONLY

=====

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

=====

|                       |   |                          |
|-----------------------|---|--------------------------|
| NUMBER OF             | 5 | SOLE VOTING POWER        |
|                       |   | -0-                      |
| SHARES                | 6 | SHARED VOTING POWER      |
| BENEFICIALLY OWNED BY |   | 247,800                  |
| EACH                  | 7 | SOLE DISPOSITIVE POWER   |
|                       |   | -0-                      |
| REPORTING PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
|                       |   | 247,800                  |

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

247,800

=====

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

=====

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

0.5%

=====

12 TYPE OF REPORTING PERSON (See Instructions)

00

=====

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13G

=====  
 CUSIP No. 126349109  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David I. Cohen [See Preliminary Note]

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*

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-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

-----  
 NUMBER OF 5 SOLE VOTING POWER  
 -0-

-----  
 SHARES 6 SHARED VOTING POWER  
 BENEFICIALLY OWNED BY 316,375 [See Preliminary Note]

-----  
 EACH 7 SOLE DISPOSITIVE POWER  
 -0-

-----  
 REPORTING 8 SHARED DISPOSITIVE POWER  
 PERSON WITH 316,375 [See Preliminary Note]

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 316,375 [See Preliminary Note]

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.6% [See Preliminary Note]

-----  
 TYPE OF REPORTING PERSON (See Instructions)

12

IN

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=====  
CUSIP No. 126349109  
=====

-----  
NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Chun R. Ding

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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3

SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

-----  
SOLE VOTING POWER

NUMBER OF

5

-0-

-----  
SHARES  
BENEFICIALLY  
OWNED BY

6

-----  
SHARED VOTING POWER

574,075

EACH

7

-----  
SOLE DISPOSITIVE POWER

-0-

-----  
REPORTING  
PERSON WITH

8

-----  
SHARED DISPOSITIVE POWER

574,075

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

574,075

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

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

1.1%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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13G

=====  
CUSIP No. 126349109  
=====

=====  
NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Joseph F. Downes

=====  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a) [ ]  
(b) [ X ]\*\*

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3 SEC USE ONLY

=====  
CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

=====  
NUMBER OF 5 SOLE VOTING POWER  
-0-

-----  
SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 574,075  
-----

SOLE DISPOSITIVE POWER  
EACH 7  
-0-

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-----  
REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
574,075  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
574,075  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.1%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

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13G

=====  
CUSIP No. 126349109  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
William F. Duhamel  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
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-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----  
5 SOLE VOTING POWER  
NUMBER OF

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-0-

SHARES  
BENEFICIALLY  
OWNED BY

6

SHARED VOTING POWER  
574,075

EACH

7

SOLE DISPOSITIVE POWER  
-0-

REPORTING  
PERSON WITH

8

SHARED DISPOSITIVE POWER  
574,075

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
574,075

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.1%

12

TYPE OF REPORTING PERSON (See Instructions)  
IN

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13G

=====  
CUSIP No. 126349109  
=====

1

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Charles E. Ellwein

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\*

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3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

-----  
SOLE VOTING POWER

NUMBER OF 5 -0-

-----  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6 574,075

-----  
SOLE DISPOSITIVE POWER

EACH 7 -0-

-----  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8 574,075

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 574,075

-----  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

10

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 1.1%

-----  
TYPE OF REPORTING PERSON (See Instructions)

12 IN

-----

13G

=====  
CUSIP No. 126349109  
=====

-----  
NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1 Richard B. Fried

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

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(b) [ X ]\*\*

2

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
574,075

EACH 7 SOLE DISPOSITIVE POWER  
-0-

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
574,075

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
574,075

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.1%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN



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```

=====
1  NAMES OF REPORTING PERSONS
    I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

    Monica R. Landry
=====
2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                     (a) [   ]
                                     (b) [ X ]**

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            cover page, however, may be deemed a beneficial owner
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            page.
=====
3  SEC USE ONLY
=====
4  CITIZENSHIP OR PLACE OF ORGANIZATION

    United States
=====
5  NUMBER OF SOLE VOTING POWER
    5 -0-
=====
6  SHARES SHARED VOTING POWER
    BENEFICIALLY OWNED BY 6 574,075
=====
7  EACH SOLE DISPOSITIVE POWER
    7 -0-
=====
8  REPORTING SHARED DISPOSITIVE POWER
    PERSON WITH 8 574,075
=====
9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

    574,075
=====
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
    CERTAIN SHARES (See Instructions) [   ]
=====
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

    1.1%
=====
12 TYPE OF REPORTING PERSON (See Instructions)

    IN
=====

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13G

=====  
 CUSIP No. 126349109  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 William F. Mellin  
 -----

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2

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-----  
 3 SEC USE ONLY  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 United States  
 -----

|           |   |                   |
|-----------|---|-------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
|           |   | -0-               |

|                              |   |                     |
|------------------------------|---|---------------------|
| SHARES BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER |
|                              |   | 574,075             |

|      |   |                        |
|------|---|------------------------|
| EACH | 7 | SOLE DISPOSITIVE POWER |
|      |   | -0-                    |

|                       |   |                          |
|-----------------------|---|--------------------------|
| REPORTING PERSON WITH | 8 | SHARED DISPOSITIVE POWER |
|                       |   | 574,075                  |

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 574,075  
 -----

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
 -----

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 1.1%  
 -----

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TYPE OF REPORTING PERSON (See Instructions)

12

IN

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=====  
CUSIP No. 126349109  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen L. Millham

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

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-----  
3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

-----  
NUMBER OF 5 SOLE VOTING POWER  
-0-

-----  
SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 574,075

-----  
EACH 7 SOLE DISPOSITIVE POWER  
-0-

-----  
REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON WITH 574,075

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
574,075

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-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.1%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

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13G

=====  
CUSIP No. 126349109  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Rajiv A. Patel  
-----

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 574,075 Shares, which is 1.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
-----

3 SEC USE ONLY  
-----

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

-----  
NUMBER OF 5 SOLE VOTING POWER  
-0-  
-----  
SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 574,075  
-----  
EACH 7 SOLE DISPOSITIVE POWER  
-----

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-0-

```

=====
REPORTING PERSON WITH      8      SHARED DISPOSITIVE POWER
                                     574,075
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      574,075
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [   ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      1.1%
-----
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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13G

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=====
CUSIP No. 126349109
=====

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-----
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Derek C. Schrier
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**

      **      The reporting persons making this filing hold an
              aggregate of 574,075 Shares, which is 1.1% of the
              class of securities. The reporting person on this
              cover page, however, may be deemed a beneficial owner
              only of the securities reported by it on this cover
              page.
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
-----
      SOLE VOTING POWER

```

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|              |   |                          |
|--------------|---|--------------------------|
| NUMBER OF    | 5   | -0-                      |
| =====        |   |                          |
| SHARES       |   | SHARED VOTING POWER      |
| BENEFICIALLY | 6   | 574,075                  |
| OWNED BY     |   |                          |
| =====        |   |                          |
|              |   | SOLE DISPOSITIVE POWER   |
| EACH         | 7   | -0-                      |
| =====        |   |                          |
| REPORTING    |   | SHARED DISPOSITIVE POWER |
| PERSON WITH  | 8   | 574,075                  |
| =====        |   |                          |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            |                          |
|              | 574,075   |                          |
| =====        |   |                          |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ] |                          |
| =====        |   |                          |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                       |                          |
|              | 1.1%  |                          |
| =====        |   |                          |
| 12           | TYPE OF REPORTING PERSON (See Instructions)   |                          |
|              | IN  |                          |
| =====        |   |                          |

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13G

=====  
CUSIP No. 126349109  
=====

|       |   |  |
|-------|---|--|
| 1     | NAMES OF REPORTING PERSONS  |  |
|       | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)          |  |
|       | Thomas F. Steyer  |  |
| ===== |   |  |
| 2     | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |  |
|       | (a) [ ]   |  |
|       | (b) [ X ]**   |  |

\*\* The reporting persons making this filing hold an aggregate of 574,075 Shares, which is 1.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

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-----  
3 SEC USE ONLY  
-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4 United States  
-----  
NUMBER OF 5 SOLE VOTING POWER  
-0-  
-----  
SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
574,075  
-----  
EACH 7 SOLE DISPOSITIVE POWER  
-0-  
-----  
REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
574,075  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
574,075  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.1%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

13G

=====  
CUSIP No. 126349109  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Mark C. Wehrly  
-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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(a) [ ]  
 (b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 574,075 Shares, which is 1.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER  
 -0-

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
 574,075

EACH 7 SOLE DISPOSITIVE POWER  
 -0-

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
 574,075

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 574,075

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 1.1%

12 TYPE OF REPORTING PERSON (See Instructions)  
 IN

This Amendment No. 2 to Schedule 13G amends the Schedule 13G initially filed on April 9, 2003 (collectively, with all amendments thereto, the "Schedule 13G").



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Preliminary Note: Effective as of January 1, 2005, each of Noonday G.P. (U.S.), L.L.C. (the "First Noonday Sub-adviser") and Noonday Asset Management, L.P. (the "Second Noonday Sub-adviser") entered into an investment subadvisory agreement with the Management Company and the General Partner, under which the First Noonday Sub-adviser and the Second Noonday Sub-adviser are granted investment authority over certain securities and instruments owned by the Partnerships and Managed Accounts, including some but not all of the Shares reported herein. Noonday Capital, L.L.C. (the "Noonday General Partner") serves as the general partner of the Second Noonday Sub-adviser. David I. Cohen serves as the managing member of the First Noonday Sub-adviser and the Noonday General Partner. Mr. Cohen resigned as a managing member of the Management Company and the General Partner effective December 31, 2004. This amendment to the Schedule 13G reports that Mr. Cohen's deemed beneficial ownership of certain of the Shares reported herein is now attributable to his position as a managing member of the First Noonday Sub-adviser and the Noonday General Partner, and not as a managing member of the Management Company and the General Partner.

Item 1. Issuer  
-----

(a) Name of Issuer:  
-----

CSG Systems International, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:  
-----

7887 East Belleview, Suite 1000, Englewood, Colorado 80111

Item 2. Identity And Background.  
-----

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))  
-----

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This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 126349109.

Name Of Persons Filing, Address Of Principal Business Office And  
-----  
Citizenship (Item 2(a), (b) and (c))  
-----

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Partnerships  
-----

(i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held

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by it;

- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; and
- (v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III and Tinicum are together referred to herein as the "Partnerships."

The Management Company  
-----

- (vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

The General Partner Of The Partnerships  
-----

- (vii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares held by each of the Partnerships.

The Managing Members Of The General Partner And The Management Company  
-----

- (viii) The following persons who are (or, solely with respect to David I. Cohen, were) managing members of both the General Partner and the Management

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Company, with respect to the Shares held by the Partnerships and the Managed Accounts: David I. Cohen ("Cohen"), Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein, ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A.

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Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Cohen, Ding, Downes, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen. The address of the principal business office of each of the Reporting Persons other than Cohen is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The address of the principal business office of Cohen is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b), Or  
-----  
13d-2(b) Or (c), Check Whether The Person Filing Is An Entity Specified  
-----  
In (a) - (j):  
-----

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This  
-----  
Box. [X]  
-----

Item 4. Ownership  
-----

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Partnerships are owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Individual Reporting Persons other than Cohen, as managing members of both the General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Cohen, as a managing member of the First Noonday Sub-adviser and Noonday Capital, L.L.C., may be deemed to be the beneficial owner of certain Shares held by the Partnerships and Managed Accounts. Each of the Management Company, the General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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Item 5. Ownership Of Five Percent Or Less Of A Class  
-----

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the deemed beneficial owner of more than five percent of the class of securities, check the following: [X]

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  
-----

The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group  
-----

Not Applicable.

Item 10. Certification  
-----

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES  
-----

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 27, 2005

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/s/ Joseph F. Downes

-----  
FARALLON PARTNERS, L.L.C.,  
on its own behalf and as General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
And TINICUM PARTNERS, L.P.,  
By Joseph F. Downes  
Managing Member

/s/ Joseph F. Downes

-----  
FARALLON CAPITAL MANAGEMENT, L.L.C.,  
By Joseph F. Downes  
Managing Member

/s/ Joseph F. Downes

-----  
Joseph F. Downes, individually and as attorney-in-fact for  
each of David I. Cohen, Chun R. Ding, William F. Duhamel,  
Charles E. Ellwein, Richard B. Fried, Monica R. Landry,  
William F. Mellin, Stephen L. Millham, Rajiv A. Patel,  
Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Cohen, Mellin, Millham and Steyer authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of Attorney executed by Mark C. Wehrly authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on January 18, 2000, by such Reporting Person with respect to the Class A Common Stock of Momentum Business Applications, Inc., is hereby incorporated by reference. The Power of Attorney executed by Monica R. Landry authorizing Downes, as well as Steyer and Cohen, to sign and file this Schedule 13G on her behalf, which was filed with the Schedule 13G filed with

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the Securities and Exchange Commission on January 22, 2001, by such Reporting Person with respect to the Common Stock of Korn/Ferry International is hereby

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incorporated by reference. The Powers of Attorney executed by each of Chun R. Ding and Derek C. Schrier authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Charles E. Ellwein and Rajiv A. Patel authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference.

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