

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ADVENT INTERNATIONAL CORP/MA</u>  (Last) (First) (Middle) C/O ADVENT INTERNATIONAL CORPORATION 75 STATE STREET, 29TH FLOOR  (Street) BOSTON MA 02109  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/27/2017	3. Issuer Name and Ticker or Trading Symbol <u>NCS Multistage Holdings, Inc.</u> [ NCSM ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 04/27/2017  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Stock	30,943,536 <sup>(1)(2)(3)(4)(5)(6)</sup>	I	See Notes <sup>(1)(2)(3)(4)(5)(6)</sup>

**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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person\*  
ADVENT INTERNATIONAL CORP/MA  
 (Last) (First) (Middle)  
 C/O ADVENT INTERNATIONAL CORPORATION  
 75 STATE STREET, 29TH FLOOR  
 (Street)  
 BOSTON MA 02109  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Advent International GPE VII-H Limited Partnership  
 (Last) (First) (Middle)  
 C/O ADVENT INTERNATIONAL CORPORATION  
 75 STATE STREET, 29TH FLOOR  
 (Street)  
 BOSTON MA 02109  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Advent-NCS Acquisition Limited Partnership  
 (Last) (First) (Middle)  
 C/O ADVENT INTERNATIONAL CORPORATION  
 75 STATE STREET, 29TH FLOOR

(Street)		
BOSTON	MA	02109
-----		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Advent-NCS GP LLC</a>		
-----		
(Last)	(First)	(Middle)
C/O ADVENT INTERNATIONAL CORPORATION		
75 STATE STREET, 29TH FLOOR		
-----		
(Street)		
BOSTON	MA	02109
-----		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents 30,943,536 shares held directly by Advent-NCS Acquisition Limited Partnership ("Advent-NCS LP"), of which 3,864,846 shares are indirectly owned by Advent International GPE VII Limited Partnership ("AI GPE VII"), 3,577,074 shares are indirectly owned by Advent International GPE VII-A Limited Partnership ("AI GPE VII-A"), 8,989,098 shares are indirectly owned by Advent International GPE VII-B Limited Partnership ("AI GPE VII-B"), 2,856,087 shares are indirectly owned by Advent International GPE VII-C Limited Partnership ("AI GPE VII-C"), (CONTINUED IN NEXT FOOTNOTE)
2. (CONTINUED FROM PREVIOUS FOOTNOTE) 2,314,575 shares are indirectly owned by Advent International GPE VII-D Limited Partnership ("AI GPE VII-D"), 6,476,481 shares are indirectly owned by Advent International GPE VII-E Limited Partnership ("AI GPE VII-E"), 835,476 shares are indirectly owned by Advent International GPE VII-F Limited Partnership ("AI GPE VII-F"), 835,476 shares are indirectly owned by Advent International GPE VII-G Limited Partnership ("AI GPE VII-G"), 504,381 shares are indirectly owned by Advent International GPE VII-H Limited Partnership ("AI GPE VII-H"), 12,378 shares are indirectly owned by Advent Partners GPE VII Limited Partnership ("AP GPE VII"), 30,945 shares are indirectly owned by Advent Partners GPE VII-A Limited Partnership ("AP GPE VII-A"), (CONTINUED IN NEXT FOOTNOTE)
3. (CONTINUED FROM PREVIOUS FOOTNOTE) 303,246 shares are indirectly owned by Advent Partners GPE VII-B Cayman Limited Partnership ("AP GPE VII-B Cayman"), 272,304 shares are indirectly owned by Advent Partners GPE VII Cayman Limited Partnership ("AP GPE VII Cayman") and 71,169 shares are indirectly owned by Advent Partners GPE VII-A Cayman Limited Partnership ("AP GPE VII-A Cayman").
4. Advent International Corporation ("AIC") is the manager of Advent International LLC ("AILLC") and of Advent International GPE VII, LLC ("AI GPE VII GP"). AI GPE VII GP is the general partner of each of AP GPE VII, AP GPE VII-A, AP GPE VII Cayman, AP GPE VII-A Cayman and AP GPE VII-B Cayman (collectively, the "AP Funds"). AI GPE VII GP also is the general partner of GPE VII GP Limited Partnership ("GPE VII GP"), which is the general partner of each of AI GPE VII-A, AI GPE VII-E and AI GPE VII-H (collectively, the "GPE VII GP Funds"). AI GPE VII GP also is the general partner of GPE VII GP (Delaware) Limited Partnership ("GPE VII GP DE"), which is the general partner of each of AI GPE VII, AI GPE VII-B, AI GPE VII-C, AI GPE VII-D, AI GPE VII-F and AI GPE VII-G (collectively, the "GPE VII GP DE Funds").
5. Advent-NCS GP LLC ("Advent-NCS GP") is the general partner of Advent-NCS LP. The AP Funds, GPE VII GP Funds and GPE VII GP DE Funds collectively own 100% of the limited partnership interests in Advent-NCS LP.
6. Each of AIC, AILLC, AI GPE VII GP, GPE VII GP, GPE VII GP DE, Advent-NCS GP, Advent-NCS LP, each of the AP Funds, each of the GPE VII GP Funds and each of the GPE VII GP DE Funds are referred to herein as the "Reporting Persons". Each Reporting Person disclaims Section 16 beneficial ownership of the shares reported herein except to the extent of its respective pecuniary interest therein, if any, and the inclusion of these shares in their report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

**Remarks:**

This Form 3 is the third of three Forms 3 being filed relating to the same event. The Form 3 has been split into three filings because there are more than 10 Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 10 Reporting Persons. Each Form 3 will be filed by Designated Filer Advent International Corporation. This amended and restated report on Form 3/A is being filed to add an additional Advent International GPE VII-H Limited Partnership as an Reporting Person.

[/s/ Richard Terranova,](#)  
[Attorney-in-Fact for ADVENT](#) 05/04/2017  
[INTERNATIONAL](#)  
[CORP/MA](#)

[/s/ Richard Terranova,](#)  
[Attorney-in-Fact for ADVENT](#) 05/04/2017  
[INTERNATIONAL GPE VII-](#)  
[H LIMITED PARTNERSHIP](#)

[/s/ Richard Terranova,](#)  
[Attorney-in-Fact for](#)  
[ADVENT-NCS](#) 05/04/2017  
[ACQUISITION LIMITED](#)  
[PARTNERSHIP](#)

[/s/ Richard Terranova,](#)  
[Attorney-in-Fact for](#) 05/04/2017  
[ADVENT-NCS GP LLC](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**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 Number.**