# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 7)\*

			m	. D	
			Ta	rga Resources C	orp.
				Common Stock	
				(Title of Class of Securities)	
				87612G101	
				(CUSIP Number)	
				May 13, 2013	
			(Date of Ev	rent Which Requires Filing of th	nis Statement)
Check the ann	ropriat	e hox to	designate the rule pursuant to wh	ich this Schedule is filed:	
0 0		13d-1(b)		ich this Schedule is filed.	
0		13d-1(c)			
X	Rule	13d-1(d)			
any subsequer The informati	nt amen on requ	dment c	ontaining information which wou he remainder of this cover page s	ald alter the disclosures provide shall not be deemed to be "filed	nis form with respect to the subject class of securities, and for d in a prior cover page.  " for the purpose of Section 18 of the Securities Exchange Act object to all other provisions of the Act (however, see the Notes).
CUSIP No. 8	7612G	101		13G	Page 2 of 16 Pages
1			rting Person s Private Equity VIII, L.P.		
2			ropriate Box if a Member of a G	coup*	
	(a)	0			
	(b)	X			
3	SEC U	Jse Only			
4	Citizei Delaw		Place of Organization		
		5	Sole Voting Power 0 shares of Common Stock		
Number of Shares Beneficially		6	Shared Voting Power(1) 5,346 shares of Common Stock		
Owned by Each Reporting Person With		7	Sole Dispositive Power 0 shares of Common Stock		

8

Shared Dispositive Power (1) 5,346 shares of Common Stock

9		Amount Beneficially Owned by es of Common Stock	Each Reporting Person(1)	
10	Check Box	x if the Aggregate Amount in Ro	w (9) Excludes Certain Shares* o	
11	Percent of Less than	Class Represented by Amount ir 1%	n Row 9(2)	
12	Type of Re	eporting Person*		
such reporting	g person.			mmon stock other than common stock owned of record by
			tock issued and outstanding as of April is a filed with the Securities and Exchange	30, 2013, as set forth in the Issuer's Quarterly Report on Commission on May 3, 2013.
CUSIP No. 8	37612G101		13G	Page 3 of 16 Pages
1		Reporting Person lincus Private Equity IX, L.P.		
2	(a) <u>o</u>		a Group*	
3	SEC Use (			
4	Citizenshi Delaware	p or Place of Organization		
	5	Sole Voting Power 0 shares of Common Stock		
Number of Shares Beneficially	6	Shared Voting Power(1) 12,622 shares of Common	Stock	
Owned by Each Reporting Person With	7	Sole Dispositive Power 0 shares of Common Stock		
	8	Shared Dispositive Power (12,622 shares of Common		
9		Amount Beneficially Owned by ares of Common Stock	Each Reporting Person(1)	
10	Check Box	x if the Aggregate Amount in Ro	w (9) Excludes Certain Shares* o	
11	Percent of Less than	Class Represented by Amount in	n Row 9(2)	
12	Type of Re	eporting Person*		

			329,987 shares of Common Stock is rter ended on March 31, 2013, filed		il 30, 2013, as set forth in the Issuer's Quarterly Report on ge Commission on May 3, 2013.
CUSIP No. 8	37612G1	01		13G	Page 4 of 16 Pages
1			orting Person us IX LLC		
2	Check t	he Ap	propriate Box if a Member of a Grou	ıp*	
	(a)	0			
	(b)	X			
3	SEC Us	e Only	у	_	
4	Citizens New Yo		Place of Organization		
		5	Sole Voting Power 0 shares of Common Stock		
Number of Shares Beneficially		6	Shared Voting Power(1) 12,622 shares of Common Stock		
Owned by Each Reporting Person With		7	Sole Dispositive Power 0 shares of Common Stock		
		8	Shared Dispositive Power (1) 12,622 shares of Common Stock		
9			nount Beneficially Owned by Each F of Common Stock	Reporting Person(1)	
10	Check I N/A	Box if	the Aggregate Amount in Row (9) E	xcludes Certain Shares* o	
11	Percent Less tha		ass Represented by Amount in Row 9	9(2)	
12	Type of OO	Repo	rting Person*		
such reporting (2) Based upo	g person. on a total	of 42,		sued and outstanding as of Apri	common stock other than common stock owned of record by il 30, 2013, as set forth in the Issuer's Quarterly Report on ge Commission on May 3, 2013.

(1) The reporting person expressly disclaims beneficial ownership with respect to any shares of common stock other than common stock owned of record by

such reporting person.

CUSIP No. 87612G101 13G Page 5 of 16 Pages

1			orting Person us Partners LLC			
2	Check	the Ap	propriate Box if a Member o	f a Group*		
	(a)	0				
	(b)	X				
3	SEC U	se Onl	y			
4			Place of Organization			
	New Y	ork				
		5	Sole Voting Power 0 shares of Common Stock	x.		
Number of Shares Beneficially		6	Shared Voting Power(1) 17,968 shares of Common	Stock		
Owned by Each Reporting Person With		7	Sole Dispositive Power 0 shares of Common Stock	x.		
		8	Shared Dispositive Power 17,968 shares of Common			
9			nount Beneficially Owned by of Common Stock	Each Reporting Person(1)		
10	Check N/A	Box if	the Aggregate Amount in Ro	ow (9) Excludes Certain Shares* o		
11	Percen Less th		ass Represented by Amount is	n Row 9(2)		
12	Type o	f Repo	rting Person*			
l) The repor			ressly disclaims beneficial o	wnership with respect to any shares of	common stock other than common stock owned of rec	ord by
				Stock issued and outstanding as of Apr 3, filed with the Securities and Exchan	il 30, 2013, as set forth in the Issuer's Quarterly Reporge Commission on May 3, 2013.	t on
	254264	101		100	D 0 110D	
CUSIP No. 8	37612G1	101		13G	Page 6 of 16 Pages	
1			orting Person us & Co.			
2	Check (a)	the Ap	propriate Box if a Member o	f a Group*		
	(a) (b)	<u>x</u>				
3	SEC U	se Onl	y			
	-					

Citizenship or Place of Organization

		5	Sole Voting Power 0 shares of Common Stock		
Number of Shares Beneficially		6	Shared Voting Power(1) 17,968 shares of Common Stock		
Owned by Each Reporting Person With		7	Sole Dispositive Power 0 shares of Common Stock		
		8	Shared Dispositive Power (1) 17,968 shares of Common Stock		
9	Aggres	gate An S shares	nount Beneficially Owned by Each Re of Common Stock	eporting Person(1)	
10	Check N/A	Box if	the Aggregate Amount in Row (9) Ex	xcludes Certain Shares* o	
11		nt of Cla nan 1%	ss Represented by Amount in Row 9(	(2)	
12	Type o	of Repor	ting Person*		
CUSIP No. 8	37612G	101		13G	Page 7 of 16 Pages
1		of Repo	orting Person as LLC		
2	Check	the Ap <sub>l</sub>	propriate Box if a Member of a Group	p*	
	(a)	0			
	(b)	X			
3	SEC U	se Only	7		
4	Citizer New Y		Place of Organization		
Number of Shares		5	Cala Mating Day		
Beneficially Owned by Each Reporting Person With			Sole Voting Power 0 shares of Common Stock		
		6			

New York

	8	Shared Dispositive Power (1) 17,968 shares of Common Stock		
9		Amount Beneficially Owned by Each R res of Common Stock	deporting Person(1)	
10	Check Box i	if the Aggregate Amount in Row (9) Ex	xcludes Certain Shares* o	
11	Percent of C Less than 19	Class Represented by Amount in Row 9 %	9(2)	
12	Type of Rep	porting Person*		
(1) The reportsuch reporting		xpressly disclaims beneficial ownership	p with respect to any shares of (	common stock other than common stock owned of record
(2) Based upo	on a total of 4	12,329,987 shares of Common Stock iss uarter ended on March 31, 2013, filed v		ll 30, 2013, as set forth in the Issuer's Quarterly Report on ge Commission on May 3, 2013.
CUSIP No. 8	37612G101		13G	Page 8 of 16 Pages
1	Name of Re Charles R. K	eporting Person Kaye		
2	Check the A	Appropriate Box if a Member of a Grou	p*	
	(b) x			
3	SEC Use Or	nly		
4		or Place of Organization es of America		
	5	Sole Voting Power 0 shares of Common Stock		
Number of Shares Beneficially	6	Shared Voting Power(1) 17,968 shares of Common Stock		
Owned by Each Reporting Person With	7	Sole Dispositive Power 0 shares of Common Stock		
	8	Shared Dispositive Power (1) 17,968 shares of Common Stock		
9		Amount Beneficially Owned by Each R es of Common Stock	deporting Person(1)	
10	Check Box i	if the Aggregate Amount in Row (9) Ex	xcludes Certain Shares* o	

12	Type o	f Repor	ting Person*		
(1) The reporting			ressly disclaims beneficial ownership v	with respect to any shares o	of common stock other than common stock owned of record by
(2) Based upo	n a tota	l of 42,3	329,987 shares of Common Stock issue ter ended on March 31, 2013, filed wit		pril 30, 2013, as set forth in the Issuer's Quarterly Report on ange Commission on May 3, 2013.
CUSIP No. 8	37612G	101		13G	Page 9 of 16 Pages
1		of Repo P. Land	rting Person Y		
2	Check (a)	the App	ropriate Box if a Member of a Group*		
	(b)	<u>x</u>			
3	SEC U	se Only			
4			Place of Organization of America		
		5	Sole Voting Power 0 shares of Common Stock		
Number of Shares Beneficially		6	Shared Voting Power(1) 17,968 shares of Common Stock		
Owned by Each Reporting Person With		7	Sole Dispositive Power 0 shares of Common Stock		
		8	Shared Dispositive Power (1) 17,968 shares of Common Stock		
9			ount Beneficially Owned by Each Rep of Common Stock	oorting Person(1)	
10	Check N/A	Box if t	he Aggregate Amount in Row (9) Excl	ludes Certain Shares* o	
11	Percen Less th		ss Represented by Amount in Row 9(2)	)	
12	Type o	f Repor	ting Person*		
(1) The reporting			ressly disclaims beneficial ownership v	with respect to any shares o	of common stock other than common stock owned of record by

(2) Based upon a total of 42,329,987 shares of Common Stock issued and outstanding as of April 30, 2013, as set forth in the Issuer's Quarterly Report on

Form 10-Q for the fiscal quarter ended on March 31, 2013, filed with the Securities and Exchange Commission on May 3, 2013.

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Less than 1%

Percent of Class Represented by Amount in Row 9(2)

**Item 1(a):** Name of Issuer:

Targa Resources Corp.

**Item 1(b):** Address of Issuer's Principal Executive Offices:

1000 Louisiana St., Suite 4300, Houston, Texas 77002

**Item 2(a):** Name of Person Filing:

This Amendment No. 7 to Schedule 13G is being filed on behalf of (a) Warburg Pincus Private Equity VIII, L.P, a Delaware limited partnership ("WP VIII", and together with its two affiliated partnerships Warburg Pincus Netherlands Private Equity VIII C.V. I, a company formed under the laws of the Netherlands, and WP-WPVIII Investors, L.P., a Delaware limited partnership, the "WP VIII Funds"); (b) Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership ("WP IX"); (c) Warburg Pincus IX LLC, a New York limited liability company ("WP IX LLC"), the general partner of WP IX; (d) Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), the general partner of WP VIII and the sole member of WP IX LLC; (e) Warburg Pincus & Co., a New York general partnership ("WP"), the managing member of WP Partners; (f) Warburg Pincus LLC, a New York limited liability company ("WP LLC"), which manages the WP VIII Funds and WP IX; and (g) Messrs. Charles R. Kaye and Joseph P. Landy, each a United States citizen and each a Managing General Partner of WP and Co-President and Managing Member of WP LLC, and who may be deemed to control the WP VIII Funds, WP IX, WP IX LLC, WP Partners, WP, and WP LLC. Each of the WP VIII Funds, WP IX, WP IX LLC, WP Partners, WP, WP LLC, Mr. Kaye and Mr. Landy are sometimes collectively referred to herein as the "Warburg Pincus Reporting Persons." Each of the Warburg Pincus Reporting Persons expressly disclaims beneficial ownership with respect to any shares of Common Stock in which they do not have a pecuniary interest.

**Item 2(b):** Address of Principal Business Office or, if none, Residence:

The principal business address of each Warburg Pincus Reporting Person is c/o Warburg Pincus & Co., 450 Lexington Avenue,

New York, New York 10017.

**Item 2(c):** Citizenship:

See Item 2(a).

**Item 2(d):** Title of Class of Securities:

Common Stock, par value \$0.001 per share ("Common Stock").

Item 2(e): CUSIP Number:

87612G101

## Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

x Not Applicable

- (a) o Broker or dealer registered under section 15 of the Act,
- (b) o Bank as defined in section 3(a)(6) of the Act,
- (c) o Insurance company as defined in section 3(a)(19) of the Act,
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940,
- (e) o Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) o Employee benefit plan or endowment fund in accordance with 13d-1 (b)(1)(ii)(F),

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(g) o Parent holding company or control per	erson in accordance with Rule 13d-1 (b)(1)(i	i)(G),
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- (h) o Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) o Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940,
- (j) o Non-U.S. institution in accordance with Rule 13d–1(b)(ii)(J)
- (k) o Group, in accordance with Rule 13d–1(b)(1)(ii)(K).

### Item 4: Ownership:

The percentages used in this Amendment are calculated based upon a total of 42,329,987 shares of Common Stock issued and outstanding as of April 30, 2013, as set forth in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended on March 31, 2013, filed with the Securities and Exchange Commission on May 3, 2013.

A.	<u>WP VIII</u>		
	(a)		peneficially owned: res of Common Stock
	(b)	Percent of Less than	
	(c)	Number o	of shares as to which such person has:
		(i)	Sole power to vote or direct the vote:  0 shares of Common Stock
		(ii)	Shared power to vote or direct the vote: 5,346 shares of Common Stock
		(iii)	Sole power to dispose or direct the disposition: 0 shares of Common Stock
		(iv)	Shared power to dispose or direct the disposition: 5,346 shares of Common Stock
B.	WP IX		
	(a)		peneficially owned: ares of Common Stock
	(b)	Percent of Less than	
	(c)	Number o	of shares as to which such person has:
		(i)	Sole power to vote or direct the vote: 0 shares of Common Stock
		(ii)	Shared power to vote or direct the vote: 12,622 shares of Common Stock
		(iii)	Sole power to dispose or direct the disposition:  0 shares of Common Stock
		(iv)	Shared power to dispose or direct the disposition: 12,622 shares of Common Stock
C.	WP IX LL	<u>.C</u>	
	(a)		eneficially owned: ares of Common Stock
	(b)	Percent of Less than	
	(c)	Number o	of shares as to which such person has:
		(i)	Sole power to vote or direct the vote:  0 shares of Common Stock
		(ii)	Shared power to vote or direct the vote: 12,622 shares of Common Stock
		(iii)	Sole power to dispose or direct the disposition:  0 shares of Common Stock

			12,622 shares of Common Stock	
D.		WP Pa	ners	
		(a)	Amount beneficially owned: 17,968 shares of Common Stock	
		(b)	Percent of class: Less than 1%	
		(c)	Number of shares as to which such person has:	
			(i) Sole power to vote or direct the vote: 0 shares of Common Stock	
			(ii) Shared power to vote or direct the vote: 17,968 shares of Common Stock	
			(iii) Sole power to dispose or direct the disposition: 0 shares of Common Stock	
			11	
		(iv)	Shared power to dispose or direct the disposition: 17,968 shares of Common Stock	
E.	<u>WP</u>			
	(a)		beneficially owned: chares of Common Stock	
	(b)	Percen Less th	of class:	
	(c)		of shares as to which such person has:	
	(5)	Tunio	of shares us to which such person has.	
		(i)	Sole power to vote or direct the vote:  0 shares of Common Stock	
		(ii)	Shared power to vote or direct the vote: 17,968 shares of Common Stock	
		(iii)	Sole power to dispose or direct the disposition: 0 shares of Common Stock	
		(iv)	Shared power to dispose or direct the disposition: 17,968 shares of Common Stock	
F.	WP I	LLC		
	(a)		beneficially owned: chares of Common Stock	
	(b)	Percen Less th	of class: n 1%	
	(c)	Numbe	of shares as to which such person has:	

Shared power to dispose or direct the disposition:

(iv)

	(1)	O shares of Common Stock
	(ii)	Shared power to vote or direct the vote: 17,968 shares of Common Stock
	(iii)	Sole power to dispose or direct the disposition: 0 shares of Common Stock
	(iv)	Shared power to dispose or direct the disposition: 17,968 shares of Common Stock
Mr.	<u>Kaye</u>	
(a)		t beneficially owned: shares of Common Stock
(b)		of class:
(c)	Numbe	r of shares as to which such person has:
	(i)	Sole power to vote or direct the vote:  0 shares of Common Stock
	(ii)	Shared power to vote or direct the vote: 17,968 shares of Common Stock
	(iii)	Sole power to dispose or direct the disposition: 0 shares of Common Stock
	(iv)	Shared power to dispose or direct the disposition: 17,968 shares of Common Stock
Mr.	<u>Landy</u>	
<u>Mr.</u> (a)	Amour	nt beneficially owned: shares of Common Stock
	Amour 17,968	shares of Common Stock of class:
(a)	Amour 17,968 Percent Less th	shares of Common Stock of class:
(a) (b)	Amour 17,968 Percent Less th	shares of Common Stock of class: an 1%
(a) (b)	Amour 17,968 Percent Less th	shares of Common Stock of class: an 1% r of shares as to which such person has:  Sole power to vote or direct the vote:
(a) (b)	Amour 17,968 Percent Less the Number (i)	shares of Common Stock of class: an 1% r of shares as to which such person has:  Sole power to vote or direct the vote: 0 shares of Common Stock Shared power to vote or direct the vote:

## Item 5:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Warburg Pincus Partners LLC, Warburg Pincus & Co., Warburg Pincus LLC, Charles R. Kaye and Joseph P. Landy have each ceased to be the beneficial owner of more than five percent of the class of securities. Each of Warburg Pincus Private Equity VIII, L.P., Warburg Pincus Private Equity IX, L.P. and Warburg Pincus IX LLC previously ceased to be the beneficial owner of more than five percent of the class of securities.

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

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## 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 Warburg Pincus Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)-3 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). The joint filing agreement among the Warburg Pincus Reporting Persons to file this Schedule 13G jointly in accordance with Rule 13d-1(K) of the Exchange Act is attached to the Schedule 13G previously filed with the U.S. Securities and Exchange Commission by the Warburg Pincus Reporting Persons with respect to the Issuer on January 25, 2011. Each Warburg Pincus Reporting Person expressly disclaims beneficial ownership with respect to any shares of Common Stock in which they do not have a pecuniary interest.

#### **Item 9:** Notice of Dissolution of Group:

Not applicable.

#### **Item 10:** Certification:

Not applicable.

[Remainder of page intentionally left blank]

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#### **SIGNATURE**

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.

Date: May 14, 2013

#### WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners LLC, its General Partner

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact\*

WARBURG PINCUS PRIVATE EQUITY IX, L.P.

By: Warburg Pincus IX LLC, Its General Partner

By: Warburg Pincus Partners LLC, its Sole Member

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Attorney-in-Fact\*

\* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on January 15, 2013 as an exhibit to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Talon Therapeutics, Inc. and is hereby incorporated by reference.

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#### WARBURG PINCUS IX LLC

By: Warburg Pincus Partners LLC,

its Sole Member

By: Warburg Pincus & Co.,

its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact\*

#### WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co., its Managing Member

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact\*

#### WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Attorney-in-Fact\*

#### WARBURG PINCUS LLC

By: /s/ Scott A. Arenare
Name: Scott A. Arenare
Title: Managing Director

#### CHARLES R. KAYE

By: /s/ Scott A. Arenare

Name: Charles R. Kaye

By: Scott A. Arenare, Attorney-in-Fact\*

\* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on January 15, 2013 as an exhibit to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Talon Therapeutics, Inc. and is hereby incorporated by reference.

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## JOSEPH P. LANDY

By: /s/ Scott A. Arenare

Name: Joseph P. Landy

By: Scott A. Arenare, Attorney-in-Fact\*