

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

<div>1. Name and Address of Reporting Person*</div> <div>JP MORGAN PARTNERS 23A SBIC LP</div> <div>(Last) (First) (Middle)</div> <div>J.P. MORGAN PARTNERS</div> <div>1221 AVENUE OF THE AMERICAS 39TH FLOOR</div> <div>(Street)</div> <div>NEW YORK NY 10020-1080</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>ARBINET THEXCHANGE INC [ARBX]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>12/21/2004</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director X 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
--	---	---

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/21/2004		C		691,421	A	(1)	691,421	D	
Common Stock	12/21/2004		C		23,935	A	(1)	715,356	D	
Common Stock	12/21/2004		C		500,716	A	(1)	1,216,072	D	
Common Stock	12/21/2004		C		500,716	A	(1)	1,716,788	D	
Common Stock	12/21/2004		C		300,432	A	(1)	2,017,220	D	
Common Stock	12/21/2004		S		696,262	D	\$16.275	1,320,958	D	
Common Stock	12/21/2004		C		549,206	A	(1)	549,206	I	See footnote ⁽²⁾
Common Stock	12/21/2004		C		52,800	A	(1)	602,006	I	See footnote ⁽²⁾
Common Stock	12/21/2004		S		207,788	D	\$16.275	394,218	I	See footnote ⁽²⁾
Common Stock	12/21/2004		C		142,214	A	(1)	142,214	I	See footnote ⁽³⁾
Common Stock	12/21/2004		C		11,390	A	(1)	153,604	I	See footnote ⁽³⁾
Common Stock	12/21/2004		S		53,017	D	\$16.275	100,587	I	See footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Cumulative Convertible Preferred Stock	(1)	12/21/2004		C			2,950,877	(1)	(1)	Common Stock	691,421	(1)	0	D	
Series C Cumulative Convertible Preferred Stock	(1)	12/21/2004		C			2,343,930	(1)	(1)	Common Stock	549,206	(1)	0	I	See footnote ⁽²⁾
Series C Cumulative Convertible Preferred Stock	(1)	12/21/2004		C			606,947	(1)	(1)	Common Stock	142,214	(1)	0	I	See footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Convertible Preferred Stock	(1)	12/21/2004		C			76,901	(1)	(1)	Common Stock	23,935	(1)	0	D	
Series D Convertible Preferred Stock	(1)	12/21/2004		C			169,636	(1)	(1)	Common Stock	52,800	(1)	0	I	See footnote ⁽²⁾
Series D Convertible Preferred Stock	(1)	12/21/2004		C			36,598	(1)	(1)	Common Stock	11,390	(1)	0	I	See footnote ⁽³⁾
Series D-1 Convertible Preferred Stock	(1)	12/21/2004		C			8,011,468	(1)	(1)	Common Stock	500,716	(1)	0	D	
Series E Convertible Preferred Stock	(1)	12/21/2004		C			8,011,468	(1)	(1)	Common Stock	500,716	(1)	0	D	
Series E-1 Convertible Preferred Stock	(1)	12/21/2004		C			4,806,921	(1)	(1)	Common Stock	300,432	(1)	0	D	

1. Name and Address of Reporting Person*

JP MORGAN PARTNERS 23A SBIC LP

(Last)

(First)

(Middle)

J.P. MORGAN PARTNERS

1221 AVENUE OF THE AMERICAS 39TH FLOOR

(Street)

NEW YORK

NY

10020-1080

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

J P MORGAN PARTNERS 23A SBIC MANAGER INC

(Last)

(First)

(Middle)

C/O JPMORGAN PARTNERS

1221 AVENUE OF THE AMERICAS 40TH FL.

(Street)

NEW YORK

NY

10021

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

JP MORGAN CHASE BANK

(Last)

(First)

(Middle)

1CHASE MANHATTAN PLAZA

40TH FLOOR

(Street)

NEW YORK

NY

10081

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

J P MORGAN CHASE & CO

(Last)

(First)

(Middle)

270 PARK AVE

39TH FL

(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

- 1. Each share of Series C Cumulative Convertible Preferred Stock, Series D Convertible Preferred Stock, Series D-1 Convertible Preferred Stock, Series E Convertible Preferred Stock and Series E-1 Convertible Preferred Stock automatically converted into common stock, reflecting all stock splits and other adjustments pursuant to the Issuer's Certificate of Incorporation, as amended, upon the closing of the Issuer's initial public offering of common stock.
- 2. The amounts shown represent the beneficial ownership of the Issuer's equity securities by JPMorgan SBIC, LLC.
- 3. The amounts shown represent the beneficial ownership of the Issuer's equity securities by Sixty Wall Street SBIC Fund, L.P.

[J.P. Morgan Partners \(23A SBIC\), L.P. By: J.P. Morgan Partners \(23A SBIC Manager\), Inc. Its General Partner By: /s/ Jeffrey C. Walker President](#)

** 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 4 (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.

23A SBIC/Arbinet-the Exchange Exhibit 99.1

Name and Address of Reporting Person	Designated Reporter¹	Statement for (month/day/year)	Deemed Execution Date, if any (month/day/year)	Issuer Name, Ticker or Trading Symbol	Title of Security¹	Title of Derivative Securities and Amount of Securities Underlying Derivative Securities	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership¹	Disclaims Pecuniary Interest
J.P. Morgan Partners (23A SBIC Manager), Inc. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 21, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 1-6	See Table II Rows 1,4 and 7-9	I	See Explanatory Note 2 below	No
J.P. Morgan Chase Bank 270 Park Avenue 35th Floor New York, NY 10017	J.P. Morgan Partners (23A SBIC), LP	December 21, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 1-6	See Table II Rows 1,4 and 7-9	I	See Explanatory Note 3 below	No
J.P. Morgan Chase & Co. 270 Park Avenue 35 th Floor New York, NY 10017	J.P. Morgan Partners (23A SBIC), LP	December 21, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Row 1-6	See Table II	I	See Explanatory Note 4 below	No
JP Morgan SBIC, LLC c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 21, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 7-9	See Table II Rows 2 and 5	D	See Explanatory Note 5 below	
J.P. Morgan SBIC Holdings, LLC c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 21, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 7-9	See Table II Rows 2 and 5	I	See Explanatory Note 6 below	No
J.P. Morgan Capital, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 21, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 7-9	See Table II Rows 2 and 5	I	See Explanatory Note 7 below	No
J.P. Morgan Capital Investment Company, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 21, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 7-9	See Table II Rows 2 and 5	I	See Explanatory Note 8 below	No

J.P. Morgan Capital Management Company, LLC c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 16, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 7-9	See Table II Rows 2 and 5	I	See Explanatory Note 9 below	No
Sixty Wall Street SBIC Fund, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 16, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 10-12	See Table II Rows 3 and 6	D	See Explanatory Note 10 below	
Sixty Wall Street SBIC Corporation c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 16, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 10-12	See Table II Rows 3 and 6	I	See Explanatory Note 11 below	No
Sixty Wall Street Fund, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 16, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	See Table I Rows 10-12	See Table II Rows 3 and 6	I	See Explanatory Note 12 below	No
Sixty Wall Street Management Company, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 16, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	Table I Rows 7-12	See Table II Rows 3 and 6	I	See Explanatory Note 13 below	No
Sixty Wall Street Management Company, LLC c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 16, 2004	N/A	Arbinet-the Exchange, Inc. ("ARBX")	Table I Rows 7-12	See Table II Rows 3 and 6	I	See Explanatory Note 14 below	No
J.P. Morgan Investment Partners, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 16, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	Table I Rows 7-12	See Table II Rows 2-3 and 5- 6	I	See Explanatory Note 15 below	No

JPMP Capital, LLC c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas - 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	December 16, 2004	N/A	Arbinet-the exchange, Inc. ("ARBX")	Table I Rows 7-12	See Table II Rows 2-3 and 5-6	I	See Explanatory Note 16 below	No
---	--	----------------------	-----	--	----------------------	----------------------------------	---	--	----

Explanatory Note:

- 1) The Designated Reporter is executing this report on behalf of all Reporting Persons, each of whom has authorized it to do so. Each of such Persons disclaims beneficial ownership of the securities to the extent it exceeds such Person's pecuniary interest therein.
- 2) The amounts shown represent the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners (23A SBIC), L.P., ("JPM 23A SBIC"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is the general partner of JPM 23A SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM 23A SBIC.
- 3) The amounts shown represent the beneficial ownership of the Issuer's equity securities by JPM 23A SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of J.P. Morgan Partners (23A SBIC Manager), Inc. ("SBIC Manager"), the general partner of JPM 23A SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM 23A SBIC.
- 4) The amounts shown represent the beneficial ownership of the Issuer's equity securities by JPM 23A SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of (a) The Chase Manhattan Bank, which is the sole stockholder of SBIC Manager, and (b) JPMP Capital Corporation, which is the general partner of JPMP Master Fund Manager, L.P., limited partner of JPM 23A SBIC. The actual pro rata portion of such beneficial ownership that may be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM 23A SBIC and its non-managing member.
- 5) The amounts shown represent the beneficial ownership of the Issuer's securities by J.P. Morgan SBIC, LLC ("JPM SBIC").
- 6) The amounts shown represent the beneficial ownership of the Issuer's securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is the sole member of JPM SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPM SBIC and within J.P. Morgan SBIC Holdings, LLC, ("JPM Holdings").
- 7) The amounts shown represent the beneficial ownership of the Issuer's securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is the sole member of JPM Holdings, the sole member of JPM SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM SBIC and within JPM Holdings.
- 8) The amounts shown represent the beneficial ownership of the Issuer's equity securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is the general partner of J.P. Morgan Capital, L.P. ("JPM Capital"), the sole member of JPM Holdings, the sole member of JPM SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM SBIC, within JPM Holdings, and within JPM Capital.
- 9) The amounts shown represent the beneficial ownership of the Issuer's securities by JPM SBIC, a portion of which may be deemed attributable to the Reporting Persons because the Reporting Person is the general partner of J.P. Morgan Capital Investment Company, L.P. ("JPM Investment"), the general partner of JPM Capital, the sole member of JPM Holdings, the sole member of JPM SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM SBIC, within JPM SBIC Holdings, within JPM Capital, and within JPM Investment.
- 10) The amount shown represents the beneficial ownership of the Issuer's securities by Sixty Wall Street SBIC Fund, L.P. ("Sixty WSF SBIC").
- 11) The amount shown represents the beneficial ownership of the Issuer's equity securities by Sixty WSF SBIC. The Reporting Person is the general partner of Sixty WSF SBIC, a wholly owned subsidiary of Sixty Wall Street Fund, L.P. ("Sixty WSF"). The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within Sixty WSF, within Sixty WSF SBIC and within Sixty WSF.
- 12) The amounts shown represent the beneficial ownership of the Issuer's securities by Sixty WSF SBIC, a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is the parent of Sixty Wall Street Corporation ("Sixty WSC"), the general partner of Sixty WSF SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within Sixty WSF, within Sixty WSF SBIC and Sixty WSC.

- 13) The amounts shown represent the beneficial ownership of the Issuer's securities by Sixty WSF SBIC, a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is the general partner of Sixty WSF, the parent of Sixty WSC, the general partner of Sixty WSF SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within Sixty WSF, within Sixty WSF SBIC and Sixty WSC.
- 14) The amounts shown represent the beneficial ownership of the Issuer's securities by Sixty WSF SBIC, a portion of which may be deemed attributable to the reporting person because the reporting person is the general partner of Sixty Wall Street Management Company, L.P. ("Sixty Management"), the general partner of Sixty WSF, the parent of Sixty WSC, the general partner of Sixty WSF SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within Sixty WSF SBIC, Sixty WSC, Sixty WSF, and within Sixty Management.
- 15) The amounts shown represent the beneficial ownership of the Issuer's securities by JPM SBIC and Sixty WSF SBIC, a portion of which may be deemed attributable to the reporting person because the reporting person is (i) the sole member of J.P. Morgan Capital Management Company, LLC ("JPM Management"), the general partner of JPM Investment, the general partner of JPM Capital, the sole member of JPM Holdings, the sole member of JPM SBIC and (ii) the sole member of Sixty Wall Street Management Company, LLC ("Sixty WS Management"), the general partner of Sixty WSF, the parent of Sixty WSC, the general partner of Sixty WSF SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM SBIC, JPM Holdings, JPM Capital, Sixty WSF SBIC, Sixty WSC, and within Sixty WSF.
- 16) The amounts shown represent the beneficial ownership of the Issuer's securities by JPM SBIC and Sixty WSF SBIC, a portion of which may be deemed attributable to the reporting person because the reporting person is (i) the general partner of J.P. Morgan Investment Partners, L.P. ("Investment Partners") which is (i) the sole member of JPM Management, the general partner of JPM Investment, the general partner of JPM Capital, the sole member of JPM Holdings, the sole member of JPM SBIC and (ii) the sole member of Sixty WS Management, the general partner of Sixty WSF, the parent of Sixty WSC, the general partner of Sixty WSF SBIC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM SBIC, JPM Holdings, JPM Capital, Sixty WSF SBIC, Sixty WSC, and within Sixty WSF.
-

