

Edgar Filing: UTAH MEDICAL PRODUCTS INC - Form SC TO-I/A

UTAH MEDICAL PRODUCTS INC
Form SC TO-I/A
November 15, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities
Exchange Act of 1934
(Amendment No. 6)

Utah Medical Products, Inc.

(Name of Issuer)

Utah Medical Products, Inc. (Issuer)

(Name of Filing Persons)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

917488108

(Cusip Number of Class of Securities)

Kevin L. Cornwell
Chairman and CEO
Utah Medical Products, Inc.
7043 South 300 West
Midvale, Utah 84047
(801-566-1200)

(Name, address and telephone numbers of person authorized to receive
notices and communications on behalf of filing persons)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$12,787,500	\$1,176

* Calculated solely for the purpose of determining the amount of the filing fee, based on the purchase of 750,000 shares of Common Stock, par value \$.01 per share, at the tender offer price of \$17.05 per share.

** .000092 of the aggregate transaction valuation, pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended by Fee Advisory #8, effective January 16, 2002

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,176
Form or Registration No.: Amendment No. 2 to Schedule TO

Filing Party: Utah Medical Products,
Date Filed: October 11, 2002

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☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3
- ☐ amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

This Amendment No. 6 to the Tender Offer Statement on Schedule TO relates to the tender offer by Utah Medical Products, Inc., a Utah corporation ("UTMD" or the "Company"), to purchase 750,000 shares, or such lesser number of shares as are validly tendered and not withdrawn, of its Common Stock, par value \$.01 per share, including the associated common stock purchase rights issued pursuant to the Rights Agreement, dated as of October 28, 1994, between Utah Medical Products, Inc. and Registrar and Transfer Company as Rights Agent, at a price of \$17.05 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 11, 2002 (the "Offer to Purchase"), and in the related Letter of Transmittal which, as they may be amended from time to time, together constitute the "Offer," copies of which were previously filed on Amendment No. 2 to the Schedule TO as Exhibit (a)(1)(A) and (a)(1)(B), respectively. This Amendment No. 6 to the Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(1) of the Securities Exchange Act of 1934, as amended.

The Offer expired at 5:00 p.m., New York City time, on Tuesday, November 12, 2002. In accordance with the terms of the Offer, UTMD accepted for purchase 502,853 Shares. All shares properly tendered and not withdrawn prior to the expiration of the Offer were accepted. The 502,853 Shares purchased pursuant to the Offer represented about 10.2% of the outstanding Shares immediately prior to the Offer, and includes 38,359 Shares tendered by UTMD employees in connection with the exercise of incentive stock options. None of the Company's directors or executive officers tendered any Shares in the Offer. Following the purchase of the Shares accepted in the Offer, the Company has 4,459,110 Shares outstanding.

Payment for Shares accepted commenced on November 15, 2002.

SIGNATURE

After due 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.

UTAH MEDICAL PRODUCTS, INC.

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By: /s/ KEVIN L. CORNWELL

Name: Kevin L. Cornwell

Title: Chairman and Chief Executive Officer

Dated: November 15, 2002