

THORATEC CORP
Form SC 13D/A
December 05, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Amendment No. 1

Under the Securities Exchange Act of 1934

Thoratec Corporation

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

885175 30 7

(CUSIP Number)

Copy to:
Robert L. Lawrence, Esq.
Kane Kessler, P.C.
1350 Avenue of the Americas, 26th
Floor
New York, New York 10019
(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 5, 2011

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box []

1 NAME OF REPORTING PERSON

Oracle Partners, L.P.

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

(a) X

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

8 0 (See Item 5)

BENEFICIALLY

9 SHARED VOTING POWER

OWNED BY

10 2,173,046 (See Item 5)

EACH

11 SOLE DISPOSITIVE POWER

REPORTING

PERSON

12 0 (See Item 5)

WITH

13 SHARED DISPOSITIVE POWER

2,173,046 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,173,046 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

3.63%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

Oracle Associates, LLC

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES 0 (See Item 5)

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

EACH REPORTING PERSON 2,489,446 (See Item 5)

9 SOLE DISPOSITIVE POWER

PERSON WITH 0 (See Item 5)

10 SHARED DISPOSITIVE POWER

2,489,446 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,489,446 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

4.15%

14 TYPE OF REPORTING PERSON*

OO

1 NAME OF REPORTING PERSON

Larry N. Feinberg

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF
SHARES

8 0 (See Item 5)

BENEFICIALLY

9 SHARED VOTING POWER

OWNED BY
EACH

10 3,115,999 (See Item 5)

REPORTING
PERSON

11 SOLE DISPOSITIVE POWER

WITH

12 0 (See Item 5)

13 SHARED DISPOSITIVE POWER

3,115,999 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,115,999 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

5.20%

14 TYPE OF REPORTING PERSON*

IN

1 NAME OF REPORTING PERSON

Oracle Institutional Partners, LP

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

(a) X

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF 0 (See Item 5)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 316,400 (See Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (See Item 5)

WITH 10 SHARED DISPOSITIVE POWER

316,400 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

316,400 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.53%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

Oracle Offshore Limited

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

(a) X

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

8 0 (See Item 5)

SHARED VOTING POWER

OWNED BY
EACH
REPORTING

9 36,070 (See Item 5)

SOLE DISPOSITIVE POWER

PERSON
WITH

10 0 (See Item 5)

SHARED DISPOSITIVE POWER

36,070 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,070 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.06%

14 TYPE OF REPORTING PERSON*

OO

1 NAME OF REPORTING PERSON

Oracle Ten Fund Master, LP

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

(a) X

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 0 (See Item 5)

9 SHARED VOTING POWER

562,383 (See Item 5)

10 SOLE DISPOSITIVE POWER

0 (See Item 5)

SHARED DISPOSITIVE POWER

562,383 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

562,383 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.94%

14 TYPE OF REPORTING PERSON*

OO

1 NAME OF REPORTING PERSON

Oracle Investment Management, Inc. Employee's Retirement Plan

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

(a) X

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Connecticut

7 SOLE VOTING POWER

NUMBER OF 0 (See Item 5)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 23,000 (See Item 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (See Item 5)

WITH 10 SHARED DISPOSITIVE POWER

23,000 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,000 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.04%

14 TYPE OF REPORTING PERSON*

EP

1 NAME OF REPORTING PERSON

The Feinberg Family Foundation

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

(a) X

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Connecticut

7 SOLE VOTING POWER

NUMBER OF
SHARES

8 0 (See Item 5)

BENEFICIALLY

9 SHARED VOTING POWER

OWNED BY

10 5,100 (See Item 5)

EACH

11 SOLE DISPOSITIVE POWER

REPORTING

PERSON

12 0 (See Item 5)

WITH

13 SHARED DISPOSITIVE POWER

5,100 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,100 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

0.01%

14 TYPE OF REPORTING PERSON*

OO

1 NAME OF REPORTING PERSON

Oracle Investment Management, Inc.

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

(a) X

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

8 0 (See Item 5)

SHARED VOTING POWER

OWNED BY
EACH
REPORTING

9 621,453 (See Item 5)

SOLE DISPOSITIVE POWER

PERSON
WITH

10 0 (See Item 5)

SHARED DISPOSITIVE POWER

621,453 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

621,453 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

1.04%

14 TYPE OF REPORTING PERSON*

CO

Item 1. Security and Issuer.

This Amendment No. 1 (the "Amendment") amends the Schedule 13D originally filed with the Securities and Exchange Commission on June 16, 2011 (collectively, the "Statement") with respect to the shares of common stock, no par value per share (the "Shares") of Thoratec Corporation (the "Issuer"), whose principal executive offices are located at 6035 Stoneridge Drive, Pleasanton, California.

Item 4. Purpose of the Transaction

Item 4 of the Statement is hereby amended and restated as follows:

This Statement is filed by the Reporting Persons to report acquisitions of shares of Common Stock for investment purposes, as a result of which the Reporting Persons may be deemed to be the beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act of 1934, as amended) of more than 5% of the outstanding Shares of the Issuer.

On December 5, 2011, the Manager sent a letter (the "Letter") to the Issuer's Board of Directors stating the Manager's belief that the Issuer will be unable to maximize shareholder value as an independent public company and urging the Board to retain an investment bank to conduct an auction to find a suitable acquirer for the Issuer. The Manager also issued a press release on December 5, 2011 announcing the delivery and setting forth the text of the letter. A copy of the Letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law, may continue to seek to engage in discussions with other stockholders and/or with management and the Board of Directors of the Issuer concerning the business, operations or future business and strategic plans of the Issuer and composition of the Board of Directors. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the Common Stock, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may take such actions with respect to his investment in the Issuer as they deem appropriate in order to protect and maximize the value of their investment including, without limitation, purchasing additional Common Stock, selling Common Stock, engaging in hedging or similar transactions with respect to the Common Stock, generally taking a more active role in influencing the Issuer's affairs, or taking any other action with respect to the Issuer or any of its securities in any manner permitted by law, including with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 59,927,911 Shares outstanding as of October 21, 2011, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 7, 2011.

(a, b) Partners

As of the date hereof, Partners may be deemed to be the beneficial owner of 2,173,046 Shares, constituting approximately 3.63% of the Shares outstanding.

Partners has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,173,046 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,173,046 Shares.

In addition, Partners, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by Partners and Partners specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(a, b) General Partner

General Partner, as the general partner of Partners and Institutional Partners, may be deemed to be the indirect beneficial owner of 2,489,446 Shares held in Partners and Institutional Partners, constituting approximately 4.15% of the Shares outstanding.

General Partner has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,489,446 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,489,446 Shares.

In addition, General Partner, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by General Partner and General Partner specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(a, b) Manager

Manager, as the investment manager of Offshore Limited, Ten Fund and Retirement Plan, may be deemed to be the indirect beneficial owner of 621,453 Shares held in Offshore Limited, Ten Fund and Retirement Plan, constituting approximately 1.04% of the Shares outstanding.

Manager has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 621,453 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 621,453 Shares.

In addition, Manager, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by Manager and Manager specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(a, b) Institutional Partners

As of the date hereof, Institutional Partners may be deemed to be the beneficial owner of 316,400 Shares, constituting approximately 0.53% of the Shares outstanding.

Institutional Partners has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 316,400 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 316,400 Shares.

In addition, Institutional Partners, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by Institutional Partners and Institutional Partners specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(a, b) Offshore Limited

As of the date hereof, Offshore Limited may be deemed to be the beneficial owner of 36,070 Shares, constituting approximately 0.06% of the Shares outstanding.

Offshore Limited has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 36,070 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 36,070 Shares.

In addition, Offshore Limited, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by Offshore Limited and Offshore Limited specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(a, b) Ten Fund

As of the date hereof, Ten Fund may be deemed to be the beneficial owner of 562,383 Shares, constituting approximately 0.94% of the Shares outstanding.

Ten Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 562,383 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 562,383 Shares.

In addition, Ten Fund, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by Ten Fund and Ten Fund specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(a, b) Retirement Plan

As of the date hereof, the Retirement Plan may be deemed to be the beneficial owner of 23,000 Shares, constituting approximately 0.04% of the Shares outstanding.

The Retirement Plan has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 23,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 23,000 Shares.

In addition, the Retirement Plan, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by the Retirement Plan and the Retirement Plan specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(a, b) Foundation

As of the date hereof, the Foundation may be deemed to be the beneficial owner of 5,100 Shares, constituting approximately 0.01% of the Shares outstanding.

The Foundation has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote 5,100 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 5,100 Shares.

In addition, the Foundation, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by the Foundation and the Foundation specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(a, b) Larry Feinberg

Mr. Feinberg serves as the senior managing member of the General Partner, and accordingly, may be deemed to be the indirect beneficial owner of the Shares beneficially owned by General Partner. Mr. Feinberg is the sole shareholder and president of the Manager, and accordingly, may be deemed to be the beneficial owner of the Shares beneficially owned by Manager. Mr. Feinberg is the trustee of the "Foundation" and has the sole power to direct the voting and disposition of the Shares in Foundation. As of the date hereof, Mr. Feinberg may be deemed to be the beneficial owner of 3,115,999 Shares, constituting approximately 5.20% of the Shares outstanding.

Mr. Feinberg has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,115,999 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,115,999 Shares. The shares reported herein as beneficially owned by Mr. Feinberg exclude an aggregate of 4,500 Shares beneficially held by certain irrevocable trusts as to which Mr. Feinberg is Settlor.

In addition, Mr. Feinberg, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed to be the beneficial owner of the Shares beneficially owned in the aggregate by the other members of the group reported herein. The filing of this Schedule 13D and any future amendment by the Reporting Persons, and the inclusion of information herein shall not be considered an admission by Mr. Feinberg and Mr. Feinberg specifically disclaims that, for the purpose of Section 16(b) of the Exchange Act, it is the beneficial owner of any Shares in which it does not have a pecuniary interest.

(c) The trading dates, number of Shares (or options to acquire Shares) purchased or sold, and price per share for all transactions in the Shares (or options to acquire Shares) by the Reporting Persons in the past 60 days are set forth in Schedule A. All such transactions were effected in open market transactions with brokers.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

99.1 Letter to the Board of Directors of Thoratec Corporation from Oracle Investment Management, Inc., dated December 5, 2011

SIGNATURE

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

Dated: December 5, 2011

ORACLE ASSOCIATES, LLC

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE INVESTMENT MANAGEMENT,
INC.

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE PARTNERS, LP

By: ORACLE ASSOCIATES, LLC, its
general partner

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE INSTITUTIONAL PARTNERS,
LP

By: ORACLE ASSOCIATES, LLC, its
general partner

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE OFFSHORE LIMITED

By: /s/ Larry Feinberg
Larry Feinberg,
Director

ORACLE TEN FUND MASTER, LP

By: ORACLE ASSOCIATES, LLC, its
general partner

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE INVESTMENT
MANAGEMENT EMPLOYEES
RETIREMENT

By: /s/ Aileen Wiate
Aileen Wiate, Trustee

THE FEINBERG FAMILY
FOUNDATION

By: /s/ Larry Feinberg
Larry Feinberg, Trustee

/s/ Larry Feinberg
Larry Feinberg, Individually

Schedule A

Date	Transaction	Price Per Share	Quantity	Name of Fund
10/28/2011	BUY	37.9878	6,887	TEN MASTER
11/15/2011	SELL	29.9483	(2,300)	OFFSHORE
11/22/2011	BUY (1/28/12 CALL OPTION)	2.45	1,775	PARTNERS
11/22/2011	BUY (1/28/12 CALL OPTION)	2.45	275	INSTITUTIONAL PARTNERS
11/22/2011	BUY (1/28/12 CALL OPTION)	2.45	30	OFFSHORE
11/22/2011	BUY (1/28/12 CALL OPTION)	2.45	420	TEN MASTER
11/22/2011	BUY (1/28/12 CALL OPTION)	2.3	355	PARTNERS
11/22/2011	BUY (1/28/12 CALL OPTION)	2.3	55	INSTITUTIONAL PARTNERS
11/22/2011	BUY (1/28/12 CALL OPTION)	2.3	5	OFFSHORE
11/22/2011	BUY (1/28/12 CALL OPTION)	2.3	85	TEN MASTER