

SIRONA DENTAL SYSTEMS, INC.

Form 4

August 12, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sirona Holdings Luxco S.C.A.

2. Issuer Name and Ticker or Trading Symbol  
SIRONA DENTAL SYSTEMS, INC. [SIRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
412F, ROUTE D'ESCH, L-1030

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
LUXEMBOURG, N4

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | Code V Amount (D) Price   |   |  |  |
| Common Stock                    | 08/10/2009                           |  | S                              | 1,125,000 D \$ 22.68  | 28,347,480  | D <u>(1)</u> <u>(2)</u>                                  |  |

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

**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 control number.**

SEC 1474 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Sirona Holdings Luxco S.C.A.<br>412F, ROUTE D'ESCH<br>L-1030<br>LUXEMBOURG, N4                                    |               | X         |         |       |
| Sirona Holdings S.A.<br>412F, ROUTE D'ESCH<br>L-1030<br>LUXEMBOURG, N4  |               | X         |         |       |
| MDCP IV Global Investments LP<br>C/O WALKERS SPV LIMITED<br>PO BOX 908GT, MARY STREET<br>GEORGE TOWN, E9          |               | X         |         |       |
| MDCP IV Global GP, LP<br>C/O WALKERS SPV LIMITED, WALKER HOUSE<br>PO BOX 908 GT, MARY STREET<br>GEORGE TOWN, E9   |               | X         |         |       |
| MDP Global Investors LTD<br>C/O WALKERS SPV LIMITED, WALKER HOUSE<br>PO BOX 908GT, MARY STREET<br>GEORGE TOWN, E9 |               | X         |         |       |

## Signatures

Sirona Holdings Luxco S.C.A., by Sirona Holdings S.A., its Manager, by /s/ Timothy Sullivan, its 'A' Director 08/11/2009

\*\*Signature of Reporting Person Date

Sirona Holdings S.A., by /s/ Timothy Sullivan, its 'A' Director 08/11/2009

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| <u>Signature of Reporting Person</u>  | Date       |
|---|------------|
| MDCP IV Global Investments LP, by MDP IV Global GP, LP, its General Partner, by MDP Global Investors Limited, its General Partner, by /s/ Timothy Sullivan, its Managing Director | 08/11/2009 |
| <u>Signature of Reporting Person</u>  | Date       |
| MDP IV Global GP, LP, by MDP Global Investors Limited, its General Partner, by /s/ Timothy Sullivan, its Managing Director  | 08/11/2009 |
| <u>Signature of Reporting Person</u>  | Date       |
| MDP Global Investors Limited, by /s/ Timothy Sullivan, its Managing Director  | 08/11/2009 |
| <u>Signature of Reporting Person</u>  | Date       |

## Explanation of Responses:

- \* 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).

The following entities may be deemed to have a beneficial interest in the Common Stock held by Sirona Holdings Luxco S.C.A. ("Luxco"): Sirona Holdings S.A. ("Luxco Manager"), by virtue of its being the sole manager of Luxco; MDCP IV Global Investments LP ("MDCP IV Global Investments"), by virtue of its being the controlling shareholder of Luxco Manager; MDP IV Global GP, LP ("MDP IV Global GP"), by virtue of its being the sole general partner of MDCP IV Global Investments; and MDP Global Investors Limited by virtue of its being the sole general partner of MDP IV Global GP. A majority of the following members of MDP Global Investors Limited have the authority to vote or dispose of the shares held by MDCP IV Global Investments: John A. Canning, Jr., Paul J. Finnegan, Samuel M. Mencoff, Paul R. Wood,(Continued Footnote 2)

- (1) Benjamin D. Chereskin, Justin S. Huscher, James N. Perry, Jr., Thomas R. Reusche, Cynthia Reusche, Timothy P. Sullivan, Nicholas W. Alexos, Robin P. Selati, Gary J. Little GST Exempt Marital Trust, David F. Mosher and Thomas Souleles. Each of the members of MDP Global Investors Limited and each of MDCP IV Global Investments, MDP IV Global GP and MDP Global Investors Limited disclaims beneficial ownership of any shares directly held by Luxco except to the extent of their respective pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.