

Edgar Filing: MERIT MEDICAL SYSTEMS INC - Form SC 13D

MERIT MEDICAL SYSTEMS INC
Form SC 13D
August 15, 2001

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 8) *

MERIT MEDICAL SYSTEMS, INC.

(Name of Issuer)

COMMON STOCK, NO PAR VALUE

(Title of Class of Securities)

58988910

(CUSIP Number)

John E. Runnells
The Vertical Group, L.P.
25 DeForest Avenue
Summit, NJ 07901

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

August 10, 2001
(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 Rule 13d-1(b) (3) or (4), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule including all exhibits. Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the act (however, see the Notes).

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SCHEDULE 13D

CUSIP NO. 58988910

Page 2 of 6 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Vertical Fund Associates, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

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

NUMBER OF 7 SOLE VOTING POWER

SHARES 250,050

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 250,050

PERSON WITH 10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
250,050

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.2%

14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

CUSIP NO. 58988910

Page 3 of 6 Pages

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Vertical Life Sciences, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

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

NUMBER OF 7 SOLE VOTING POWER
SHARES 143,350

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 143,350

PERSON WITH 10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
143,350

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.8%

14 TYPE OF REPORTING PERSON*
PN

3

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Stephen D. Baksa

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []

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(b) []

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3      SEC USE ONLY
-----
4      SOURCE OF FUNDS*
      PF
-----
5      CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS          [ ]
      IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
-----
6      CITIZENSHIP OR PLACE OF ORGANIZATION
      U.S.A.
-----

NUMBER OF          7      SOLE VOTING POWER
SHARES              0
-----
BENEFICIALLY      8      SHARED VOTING POWER
OWNED BY          393,400
-----
EACH              9      SOLE DISPOSITIVE POWER
REPORTING         0
-----
PERSON WITH      10      SHARED DISPOSITIVE POWER
                   393,400
-----
11      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
                   393,400
-----
12      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
      EXCLUDES CERTAIN SHARES          [ ]
-----
13      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99%
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14      TYPE OF REPORTING PERSON*
                   IN
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This Amendment No. 8 to Statement on Schedule 13D (as heretofore amended, the "Statement") with respect to the Common Stock of Merit Medical Systems, Inc. (the "Issuer") ("MMSI Common Stock") is filed by Vertical Fund Associates, L.P. ("Associates") and Vertical Life Sciences, L.P. ("Life Sciences") (together, the "Partnerships") and Stephen D. Baksa ("Baksa") (the Partnerships and Baksa being hereinafter referred to collectively as the "Reporting Persons") in order to amend Items 3 and 5 of the Statement to read in their entirety as set forth below. No change is made to the other Items contained in the Statement.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

As of August 14, 2001, Associates owned 250,050 shares of MMSI Common Stock, which it acquired at an aggregate cost of \$1,550,435, Life Sciences owned 143,350 shares of MMSI Common Stock, which it acquired at an aggregate cost of \$955,514, and Baksa owned no shares of MMSI Common Stock. All of the shares of

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MMSI Common Stock owned by the Reporting Persons are hereinafter referred to as the "Shares". The source of funds used by each Partnership to acquire the Shares owned by it was such Partnership's internal cash funds.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b) Of the total Shares beneficially owned by all the Reporting Persons, 250,050 shares (approximately 3.2% of the total outstanding) are directly and beneficially owned by Associates, and 143,350 shares (approximately 1.8% of the total outstanding) are directly and beneficially owned by Life Sciences. Subject to the next succeeding paragraph, each Reporting Person has the sole power to vote or direct the vote and to dispose or direct the disposition of the Shares directly and beneficially owned by such Reporting Person.

In addition, The Vertical Group, L.P. ("Group") may be deemed to be the beneficial owner of all 393,400 Shares (approximately 4.99% of the total outstanding) collectively owned by the two Partnerships because, as the sole general partner of both Partnerships, Group has the sole power to vote or direct the vote and to dispose or direct the disposition of such Shares, and each of the Individuals (as defined in response to Item 2), including Baksa, may be deemed to be the beneficial owner of all 393,400 Shares (approximately 4.99% of the total outstanding) collectively owned by the two Partnerships because, as a general partner of Group (which is the sole general partner of both Partnerships), each such Individual shares the power (which may be exercised by any one of such Individuals acting alone) to vote or direct the vote and to dispose or direct the disposition of such Shares.

(c) In the 60 days preceding the date of this Amendment No. 8, the Reporting Persons effected the following transactions in MMSI Common Stock through sales on the open market:

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DATE ----	REPORTING PERSON -----	NUMBER OF SHARES -----	PURCHASE OR SALE -----	PRICE PER SHARE -----
August 9, 2001	Associates	206,700	Sale	\$12.99
August 10, 2001	Associates	225,800	Sale	\$13.38
August 9, 2001	Life Sciences	118,300	Sale	\$12.99
August 10, 2001	Life Sciences	129,200	Sale	\$13.38

(d) Not applicable.

(e) The Reporting Persons ceased to own collectively at least five percent (5%) of the outstanding shares of MMSI Common Stock on August 10, 2001.

SIGNATURE.

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Amendment No. 8 to Statement on Schedule 13D is true, complete and correct.

August 14, 2001

VERTICAL FUND ASSOCIATES, L.P.

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BY: THE VERTICAL GROUP, L.P.
General Partner

By: /s/ John E. Runnells

John E. Runnells
General Partner

VERTICAL LIFE SCIENCES, L.P.
BY: THE VERTICAL GROUP, L.P.
General Partner

By: /s/ John E. Runnells

John E. Runnells
General Partner

/s/ Stephen D. Baksa

Stephen D. Baksa