

MEDTRONIC INC
Form SC 13D/A
January 08, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Restoragen, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

76127H 10 0

(CUSIP Number)

**Carol E. Malkinson, Esq.
Medtronic, Inc.
710 Medtronic Parkway Northeast
Minneapolis, Minnesota 55432
(612) 514-4000**

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

December 31, 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(e), 13d-1(f) or 13d-1(g), check the following box. //

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) 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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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Medtronic, Inc.
41-0793183

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)** (a) // (b) //

** Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

1,402,073 (includes 645,161 shares which may be acquired upon conversion of preferred stock and 555,555 shares which may be acquired upon exercise of a common stock purchase warrant)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,402,073 (includes 645,161 shares which may be acquired upon conversion of preferred stock and 555,555 shares which may be acquired upon exercise of a common stock purchase warrant)

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,402,073 (includes 645,161 shares which may be acquired upon conversion of preferred stock and 555,555 shares which may be acquired upon exercise of a common stock purchase warrant)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)/ /

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

16.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

SCHEDULE 13D

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Medtronic International, Ltd.
41-1278948

2 CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)**

(a) / /
(b) / /

** Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

1,402,073 (includes 645,161 shares which may be acquired
upon conversion of preferred stock and 555,555 shares which
may be acquired upon exercise of a common stock purchase
warrant)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,402,073 (includes 645,161 shares which may be acquired upon conversion of preferred stock and 555,555 shares which may be acquired upon exercise of a common stock purchase warrant)

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,402,073 (includes 645,161 shares which may be acquired upon conversion of preferred stock and 555,555 shares which may be acquired upon exercise of a common stock purchase warrant)

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

16.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

The purpose of this Amendment is to eliminate Medtronic Asset Management, Inc. as a Reporting Person as a result of the merger, effective December 31, 2001, of Medtronic Asset Management, Inc. with and into Medtronic International, Ltd.

Item 1. Security and Issuer

The class of equity security to which this statement relates is the Common Stock, \$0.01 par value per share, of Restoragen, Inc. ("Restoragen"). The name and address of the principal executive offices of the issuer of such securities are Restoragen, Inc., 4130 N.W. 37th Street, Lincoln, Nebraska 68524.

Item 2. Identity and Background

(a), (b) and (c)

Medtronic, Inc. ("Medtronic"), 710 Medtronic Parkway N.E., Minneapolis, Minnesota 55432, is a Minnesota corporation, principally engaged in the business of therapeutic medical technology, specializing in implantable and interventional therapies. Medtronic International, Ltd., 710 Medtronic Parkway N.E., Minneapolis, Minnesota 55432, a Delaware corporation ("MIL"), is a wholly-owned subsidiary of Medtronic through which Medtronic holds certain investments. Information is provided below with respect to persons who are directors and executive officers of the Reporting Persons.

William W. George, Chairman and Director, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Arthur D. Collins, Jr., President, Chief Executive Officer and Director, Medtronic. and President, MIL, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

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Glen D. Nelson, M.D., Vice Chairman and Director, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Michael R. Bonsignore, Director, Medtronic, Retired Chairman, Honeywell International, Inc., 101 Columbia Road, P. O. Box 4000, Morristown, New Jersey 07962-2497;

William R. Brody, M.D., Ph.D., Director, Medtronic, President, The Johns Hopkins University, 3400 North St. Charles St., 242 Garland Hall, Baltimore, MD 21218;

Paul W. Chellgren, Director, Medtronic, Chairman and Chief Executive Officer, Ashland Inc., 50 E. RiverCenter Boulevard, P.O. Box 391, Covington, KY 41012-0391;

Antonio M. Gotto, Jr., M.D., Director, Medtronic, Dean, Cornell University Medical College, Medical Affairs Provost, Cornell University, Office of the Dean, 1300 York Avenue, New York, NY 10021;

Bernadine P. Healy, M.D., Director, Medtronic, Retired President and CEO, American Red Cross, 710 County Line Road, Gates Mills, OH 44040;

Jean-Pierre Rosso, Director, Medtronic, Chairman, CNH Global N.V., 700 State Street, Racine, WI 53404;

Jack W. Schuler, Director, Medtronic, Chairman, Stericycle, Inc. and Ventana Medical Systems, Inc., 28161 North Keith Drive, Lake Forest, IL 60045;

Gordon M. Sprenger, Director, Medtronic, Retired from Allina Health System, 2800 Chicago Avenue S., Minneapolis, MN 55407;

Jeffrey Balagna, Senior Vice President and Chief Information Officer, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, Minnesota 55432;

Chuck Brynelsen, Vice President, MIL, 710 Medtronic Parkway N.E., Minneapolis, Minnesota 55432;

Gary L. Ellis, Vice President, Controller, Treasurer and Director, MIL, 710 Medtronic Parkway N.E., Minneapolis, MN 55432.

Michael D. Ellwein, Vice President, MIL, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Janet S. Fiola, Senior Vice President, Human Resources, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Robert Guezuraga, Senior Vice President and President, Cardiac Surgery, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Steven B. Kelmar, Senior Vice President, External Affairs, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Stephen H. Mahle, Senior Vice President and President, Cardiac Rhythm Management, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Margaret A. Osborne, Vice President, MIL, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Robert L. Ryan, Senior Vice President and Chief Financial Officer, Medtronic, and Vice President, Chief Financial Officer and Director, MIL, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

David J. Scott, Senior Vice President and General Counsel and Secretary, Medtronic, and Vice President, Secretary and Director, MIL, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Keith E. Williams, Senior Vice President and President, Neurological, Spinal, and ENT, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

Barry W. Wilson, Senior Vice President and President, International, Medtronic, 710 Medtronic Parkway N.E., Minneapolis, MN 55432;

(d), (e) and (f):

No change.

Item 3. Source and Amount of Funds or Other Consideration

No change.

Item 4. Purpose of Transaction

Effective December 31, 2001, Medtronic Asset Management, Inc., a former Reporting Person, was merged with and into Medtronic International, Ltd. ("MIL"). As a result of such merger, Medtronic Asset Management, Inc. is no longer a Reporting Person.

MIL has acquired shares of Restoragen stock, a Note and Warrant solely for investment purposes. Based upon their evaluation of Restoragen's financial condition, market conditions and other factors they may deem material, the Reporting Persons may seek to acquire additional shares of Restoragen stock in the open market or in private transactions, or may dispose of all or any portion of the shares currently owned or which may be acquired upon conversion of preferred stock or the Note or exercise of the Warrant. Except as set forth in the preceding sentence, the Reporting Persons presently do not have any definitive plans or proposals that relate to or would result in transactions of the kind described in paragraphs (a) through (j) of Item 4 of Schedule 13D, but may, at any time and from time to time, review, reconsider and discuss with Restoragen or others the Reporting Persons' positions with respect to Restoragen which could thereafter result in the adoption of such plans or proposals.

Item 5. Interest in Securities of the Issuer

(a) Medtronic, through MIL, is the beneficial owner of 1,402,073 shares of Common Stock of Restoragen, Inc. (including 645,161 shares which are not outstanding but which may be acquired upon conversion of preferred stock, and 555,555 shares which are not outstanding but may be acquired upon exercise of a Warrant), which represents approximately 16.3% of the outstanding Common Stock of Restoragen (assuming conversion of the preferred stock and exercise of the Warrant). To the knowledge of the Reporting Persons, no other person named in Item 2 beneficially owns any Restoragen shares.

(b) Medtronic, through MIL, has the sole power to vote and the sole power to dispose of all shares of Restoragen Common Stock beneficially owned by it.

(c) The only transaction in the Common Stock of Restoragen that was effected by any person named in paragraph (a) above since the most recent filing on Schedule 13D was the acquisition by MIL, as the surviving corporation in its merger with Medtronic Asset Management, Inc., of the Restoragen stock previously owned by Medtronic Asset Management, Inc.

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

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

No change.

Item 7. Material to be Filed as Exhibits

Exhibit A:

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Agreement by the persons filing this Form 13D to make a joint filing incorporated by reference to Exhibit A to initial Schedule 13D filed December 27, 2001.

- Exhibit B: Bridge Loan Agreement, dated as of December 13, 2001, among Restoragen, Inc., Medtronic International, Ltd. and various other lenders incorporated by reference to Exhibit 10.1 to the Form 8-K of Restoragen, Inc. (SEC File No. 000-30493) filed December 18, 2001.
- Exhibit C: Form of Secured Convertible Promissory Note incorporated by reference to Exhibit 10.2 to the Form 8-K of Restoragen, Inc. (SEC File No. 000-30493) filed December 18, 2001.
- Exhibit D: Form of Security Agreement incorporated by reference to Exhibit 10.3 to the Form 8-K of Restoragen, Inc. (SEC File No. 000-30493) filed December 18, 2001.
- Exhibit E: Form of Warrant incorporated by reference to Exhibit 10.4 to the Form 8-K of Restoragen, Inc. (SEC File No. 000-30493) filed December 18, 2001.

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SIGNATURE

After reasonable 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.

Dated: January 7, 2002

MEDTRONIC, INC.

By: /s/ DAVID J. SCOTT

David J. Scott
Senior Vice President and General Counsel

MEDTRONIC INTERNATIONAL, LTD.

By: /s/ DAVID J. SCOTT

David J. Scott
Vice President and Secretary

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EXHIBIT INDEX

Exhibit	Description
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Exhibit	Description
C	Form of Secured Convertible Promissory Note incorporated by reference to Exhibit 10.2 to the Form 8-K of Restoragen, Inc. (SEC File No. 000-30493) filed December 18, 2001.
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