#### SULLIVAN TIMOTHY P

Form 4

August 12, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SULLIVAN TIMOTHY P

2. Issuer Name and Ticker or Trading

Symbol

SIRONA DENTAL SYSTEMS.

3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

INC. [SIRO]

(Last) (First) (Middle)

(Month/Day/Year) 08/10/2009

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

C/O MADISON DEARBORN PARTNERS, LLC, THREE FIRST NATIONAL PLAZA, SUITE 4600

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

CHICAGO, IL 60602

Stock

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership **Following** or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4)

Code V Amount (D) Price

Common 08/10/2009 S 1,125,000

28,347,480

See Footnotes (1) (2) (3)

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

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Securi	ities	(Instr. 5)	Bene
		Derivative							(Instr. 3 and 4)			Own
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
					of (D) (Instr. 3,							(Instr
						4, and 5)						
										A		
										Amount		
						I (A) (D)	Date Exercisable	Expiration Date	Title	or Namelana		
										Number		
					C 1 W					of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SULLIVAN TIMOTHY P C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602



## **Signatures**

(3)

/s/ Timothy P. 08/11/2009 Sullivan

Date \*\*Signature of Reporting Person

# **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).
- **(1)** Owned by Sirona Holdings Luxco S.C.A. ("Luxco").

The following entities may be deemed to have a beneficial interest in the Common Stock held by 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

**(2)** 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 3)

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. As a member of MDP Global Investors Limited, Mr. Sullivan may also be deemed to share beneficial ownership of the Common Stock held by Luxco. Mr. Sullivan disclaims beneficial ownership of the shares directly held by Luxco except to the extent of his pecuniary interest therein. 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.

Reporting Owners 2

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