

GLOBAL MED TECHNOLOGIES INC
Form SC TO-T/A
April 01, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE TO
(Amendment No. 6)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
GLOBAL MED TECHNOLOGIES, INC.**

(Name of Subject Company (Issuer))

Atlas Acquisition Corp.

Haemonetics Corporation

(Names of Filing Persons (Offerors))

**Common Stock, \$0.01 par value per share, and
Series A Convertible Preferred Stock, \$0.01 par value per share**
(Title of Class of Securities)

37935E101

(CUSIP Number of Class of Securities)

**Brian P. Concannon
President and Chief Executive Officer
Haemonetics Corporation
400 Wood Road
Braintree, Massachusetts 02184
(781) 848-7100**

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

**James S. O Shaughnessy, Esq.
General Counsel
Haemonetics Corporation
400 Wood Road
Braintree, Massachusetts 02184
(781) 848-7100**

**Lisa R. Haddad, Esq.
Goodwin Procter LLP
53 State Street
Boston, Massachusetts 02109
(617) 570-1000**

CALCULATION OF FILING FEE

Transaction Valuation*
\$73,386,833.94

Amount of Filing Fee**
\$5,233

* Estimated solely
for purposes of

calculating
amount of filing
fee in
accordance with
Rule 0-11 under
the Securities
Exchange Act
of 1934, as
amended (the
Exchange Act).

The transaction
value is based
upon the offer to
purchase up to
54,653,157
shares of
Common Stock
of Global Med
Technologies,
Inc. at a
purchase price
of \$1.22 cash
per share and
3,960 shares of
Series A
Convertible
Preferred Stock
at a purchase
price of
\$1,694.44 cash
per share. Such
number of
shares of
Common Stock
represents the
total of
38,160,594
issued and
outstanding
shares of
Common Stock,
outstanding
options with
respect to
6,420,271
shares of
Common Stock,
and outstanding
warrants with
respect to
10,072,292

shares of
Common Stock,
in each case as
of February 18,
2010. Such
number of
shares of
Series A
Convertible
Preferred Stock
represents all
issued and
outstanding
shares of
Series A
Convertible
Preferred Stock
as of
February 18,
2010.

** The amount of
the filing fee,
calculated in
accordance with
Rule 0-11 of the
Exchange Act,
equals
0.00007130 of
the transaction
valuation.

☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.

Amount	\$5,233	Filing	Haemonetics Corporation and Atlas
Previously Paid:		Party:	Acquisition Corp.
Form or	Schedule	Date	February 19, 2010
Registration No.:	TO	Filed:	

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ third-party tender offer subject to Rule 14d-1.
- ☐ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

This Amendment No. 6 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the SEC) on February 19, 2010, as amended by those certain Amendment Nos. 1, 2, 3, 4 and 5 to the Schedule TO filed with the SEC on each of February 25, 2010, March 9, 2010, March 11, 2010, March 18, 2010, and March 25, 2010, respectively (as so amended, the Schedule TO). The Schedule TO relates to the offer by Atlas Acquisition Corp., a Colorado corporation (Acquisition Corp.) and a direct wholly-owned subsidiary of Haemonetics Corporation, a Massachusetts corporation (Haemonetics), to purchase all of the outstanding shares of common stock, \$0.01 par value per share (the Common Shares), of Global Med Technologies, Inc., a Colorado corporation (Global Med), at a purchase price of \$1.22 per Common Share, net to the seller in cash, without interest thereon, less any applicable withholding taxes, and to purchase all of the outstanding shares of Global Med's Series A Convertible Preferred Stock, \$0.01 par value per share (the Preferred Shares, and together with the Common Shares, the Shares), at a purchase price of \$1,694.44 per Preferred Share, net to the seller in cash, without interest thereon, less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 19, 2010, as amended and supplemented (the Offer to Purchase), and in the related Letter of Transmittal for the Preferred Shares and the Letter of Transmittal for the Common Shares (each, as the context requires, the Letter of Transmittal), which, together with any amendments or supplements thereto, collectively constitute the Offer. This Amendment is being filed on behalf of Acquisition Corp. and Haemonetics.

The information set forth in the Offer to Purchase, including Annex I thereto, the Letter of Transmittal for the Common Shares and the Letter of Transmittal for the Preferred Shares, copies of which are filed with the Schedule TO as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(C) thereto, respectively, is incorporated by reference in the answers to Items 1 through 9 and Item 11 of the Schedule TO and this Amendment, as applicable, and is supplemented by the information specifically provided in the Schedule TO and this Amendment.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO. You should read this Amendment together with the Schedule TO and the information incorporated therein. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

ITEMS 1 THROUGH 9 AND 11.

Items 1 through 9 and 11 of the Schedule TO are hereby amended and supplemented to include the following:

At 12:00 midnight, Boston, Massachusetts time, on March 31, 2010, the subsequent offering period expired and was not extended, marking the conclusion of the Offer. Based on the information provided by the Depositary to Haemonetics, as of the expiration of the subsequent offering period, 3,960 Preferred Shares and approximately 34,398,052 Common Shares had been tendered in and not withdrawn from the Offer (including the Shares tendered during the subsequent offering period). These tendered Shares constituted 100% of the Preferred Shares outstanding and approximately 89.7% of the Common Shares outstanding. Acquisition Corp. has accepted for payment all Shares validly tendered.

Pursuant to the terms of the Merger Agreement, Acquisition Corp. will exercise the Top-Up Option to purchase directly from Global Med 1,036,776 Common Shares. These Common Shares represent the number of Common Shares that, when added to the number of Common Shares owned by Acquisition Corp. as of immediately prior to the exercise of the Top-Up Option, constitute one share more than 90% of the outstanding Common Shares, taking into account those Common Shares issued upon the exercise of the Top-Up Option, at a price per share equal to the Common Stock Offer Price.

Haemonetics will complete its acquisition of Global Med by merging Acquisition Corp. with and into Global Med by way of a short form merger, without a vote or meeting of the stockholders of Global Med in accordance with the applicable provisions of Colorado law. In the Merger, all remaining publicly-held Common Shares (other than Common Shares as to which dissenters' rights are validly exercised and perfected under applicable Colorado law) will be converted into the right to receive \$1.22 per Common Share, net to the holder in cash, without interest and less any applicable withholding taxes, representing the same price paid in the Offer. Under Colorado law, Haemonetics is required to give ten days' prior notice of the Merger to the remaining

stockholders of Global Med, and expects to complete the Merger promptly thereafter. Following the Merger, Global Med will become a wholly-owned subsidiary of Haemonetics, and the Common Shares will no longer be eligible for quotation on the OTC Bulletin Board.

On April 1, 2010, Haemonetics and Acquisition Corp. issued a press release announcing the conclusion of the Offer. The full text of the press release is set forth as Exhibit (a)(5)(D) hereto and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and restated in its entirety as follows:

(a)(1)(A)* Offer to
Purchase, dated
February 19,
2010.

(a)(1)(B)* Form of Letter
of Transmittal
for Common
Shares.

(a)(1)(C)* Form of Letter
of Transmittal
for Preferred
Shares.

(a)(1)(D)* Form of Notice
of Guaranteed
Delivery for
Common
Shares.

(a)(1)(E)* Form of Notice
of Guaranteed
Delivery for
Preferred
Shares.

(a)(1)(F)* Form of Letter
to Brokers,
Dealers,
Banks, Trust
Companies and
Other
Nominees.

(a)(1)(G)* Form of Letter
to Clients for
use by Brokers,
Dealers,
Banks, Trust
Companies and

Other
Nominees.

(a)(1)(H)* Summary
Advertisement
published in
the Wall Street
Journal on
February 19,
2010.

(a)(5)(A)* Joint Press
Release issued
by
Haemonetics
and Global
Med, dated
February 1,
2010
(incorporated
herein by
reference to
Exhibit 99.1 to
the Tender
Offer
Statement on
Schedule TO
filed by
Haemonetics
on February 1,
2010).

(a)(5)(B)* Press Release
issued by
Haemonetics
and
Acquisition
Corp. on
March 18,
2010.

(a)(5)(C)* Press Release
issued by
Haemonetics
and
Acquisition
Corp. on
March 25,
2010.

(a)(5)(D)

Press Release
issued by
Haemonetics
and
Acquisition
Corp. on
April 1, 2010.

- (b) None.
- (d)(1)* Agreement and
Plan of
Merger, dated
as of
January 31,
2010, by and
among
Haemonetics,
Acquisition
Corp. and
Global Med
(incorporated
by reference to
Exhibit 2.1 to
the Current
Report on
Form 8-K filed
by Global Med
with the SEC
on February 2,
2010).
- (d)(1)(A)* Amendment
No. 1 to
Agreement and
Plan of
Merger, dated
as of March 17,
2010, by and
among
Haemonetics,
Acquisition
Corp. and
Global Med.
- (d)(2)(A)* Tender and
Support
Agreement,
dated as of
January 31,
2010, by and

among
Haemonetics,
Acquisition
Corp. and each
of Michael I.
Ruxin and
Thomas F.
Marcinek.

(d)(2)(B)* Tender and
Support
Agreement,
dated as of
January 31,
2010, by and
among
Haemonetics,
Acquisition
Corp. and
Victory Park
Special
Situations
Master Fund
Ltd.

(d)(3)(A)* Employment
Agreement,
dated as of
January 31,
2010, by and
between
Haemonetics
and Michael I.
Ruxin.

(d)(3)(B)* Employment
Agreement,
dated as of
January 31,
2010, by and
between
Haemonetics
and Thomas F.
Marcinek.

(d)(4)* Confidentiality
Agreement,
dated as of
March 30,
2009, by and
between

Haemonetics
and Global
Med.

(d)(5)* Letter
agreement,
dated
December 2,
2009, by and
between
Global Med
and
Haemonetics.

(d)(6)* Letter
agreement,
dated
January 25,
2010, by and
between
Global Med
and
Haemonetics.

(g) None.

(h) None.

* Filed
previously.

SIGNATURES

After due 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.

HAEMONETICS CORPORATION

Dated: April 1, 2010

By: /s/ Christopher J. Lindop
Name: Christopher J. Lindop
Title: *Chief Financial Officer and Vice
President Business Development*

ATLAS ACQUISITION CORP.

Dated: April 1, 2010

By: /s/ James S. O Shaughnessy
Name: James S. O Shaughnessy
Title: *Secretary*

EXHIBIT INDEX

The Exhibit Index is hereby amended and restated in its entirety as follows:

- (a)(1)(A)* Offer to
Purchase, dated
February 19,
2010.
- (a)(1)(B)* Form of Letter
of Transmittal
for Common
Shares.
- (a)(1)(C)* Form of Letter
of Transmittal
for Preferred
Shares.
- (a)(1)(D)* Form of Notice
of Guaranteed
Delivery for
Common
Shares.
- (a)(1)(E)* Form of Notice
of Guaranteed
Delivery for
Preferred
Shares.
- (a)(1)(F)* Form of Letter
to Brokers,
Dealers,
Banks, Trust
Companies and
Other
Nominees.
- (a)(1)(G)* Form of Letter
to Clients for
use by Brokers,
Dealers,
Banks, Trust
Companies and
Other
Nominees.
- (a)(1)(H)* Summary
Advertisement

published in
the Wall Street
Journal on
February 19,
2010.

(a)(5)(A)* Joint Press
Release issued
by
Haemonetics
and Global
Med, dated
February 1,
2010
(incorporated
herein by
reference to
Exhibit 99.1 to
the Tender
Offer
Statement on
Schedule TO
filed by
Haemonetics
on February 1,
2010).

(a)(5)(B)* Press Release
issued by
Haemonetics
and
Acquisition
Corp. on
March 18,
2010.

(a)(5)(C)* Press Release
issued by
Haemonetics
and
Acquisition
Corp. on
March 25,
2010.

(a)(5)(D) Press Release
issued by
Haemonetics
and
Acquisition
Corp. on

April 1, 2010.

- (b) None.
- (d)(1)* Agreement and Plan of Merger, dated as of January 31, 2010, by and among Haemonetics, Acquisition Corp. and Global Med (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Global Med with the SEC on February 2, 2010).
- (d)(1)(A)* Amendment No. 1 to Agreement and Plan of Merger, dated as of March 17, 2010, by and among Haemonetics, Acquisition Corp. and Global Med.
- (d)(2)(A)* Tender and Support Agreement, dated as of January 31, 2010, by and among Haemonetics, Acquisition Corp. and each of Michael I. Ruxin and

Thomas F.
Marcinek.

(d)(2)(B)* Tender and
Support
Agreement,
dated as of
January 31,
2010, by and
among
Haemonetics,
Acquisition
Corp. and
Victory Park
Special
Situations
Master Fund
Ltd.

(d)(3)(A)* Employment
Agreement,
dated as of
January 31,
2010, by and
between
Haemonetics
and Michael I.
Ruxin.

(d)(3)(B)* Employment
Agreement,
dated as of
January 31,
2010, by and
between
Haemonetics
and Thomas F.
Marcinek.

(d)(4)* Confidentiality
Agreement,
dated as of
March 30,
2009, by and
between
Haemonetics
and Global
Med.

(d)(5)* Letter
agreement,

dated
December 2,
2009, by and
between
Global Med
and
Haemonetics.

(d)(6)* Letter
agreement,
dated
January 25,
2010, by and
between
Global Med
and
Haemonetics.

(g) None.

(h) None.

* Filed
previously.