

SONOSITE INC

Form 3

February 16, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â FUJIFILM Holdings Corp

(Last) (First) (Middle)

7-3, AKASAKA 9-CHOME,
MINATO-KU

(Street)

TOKYO,Â M0Â 107-0052

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/16/2012

3. Issuer Name **and** Ticker or Trading Symbol
SONOSITE INC [SONO]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

13,748,129 ⁽¹⁾ ⁽²⁾

I

By Salmon Acquisition
CorporationReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FUJIFILM Holdings Corp 7-3, AKASAKA 9-CHOME, MINATO-KU TOKYO, M0 107-0052	Â	Â X	Â	Â
Salmon Acquisition Corp 200 SUMMIT LAKE DRIVE VALHALLA, NY 10595-1356	Â	Â X	Â	Â

Signatures

/s/ Shigehiro Nakajima - Representative Director; Executive Vice President 02/16/2012

__Signature of Reporting Person Date

/s/ Toru Takahashi - Vice President 02/16/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) FUJIFILM Holdings Corporation, Salmon Acquisition Corporation (the "Purchaser") and SonoSite, Inc. entered into an Agreement and Plan of Merger, dated as of December 15, 2011 (the "Merger Agreement"). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser commenced a tender offer (the "Offer") to purchase all of the outstanding shares, at a price of \$54.00 per share in cash, without interest and subject to applicable withholding taxes on January 17, 2012.
- (2) The initial offering period of the Offer expired at 5:00 P.M., New York City time, on Wednesday, February 15, 2012. An aggregate of 11,654,621 shares were validly tendered and not withdrawn prior to the expiration of the Offer, representing approximately 82.56% of the shares. Purchaser also received commitments to tender approximately 2,093,508 additional shares under the guaranteed delivery procedures of the Offer. On February 16, 2012, Purchaser accepted for payment all shares that were validly tendered in the initial offering period of the Offer and not withdrawn. Purchaser is the owner of the shares purchased in the Offer.

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.