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CITIZENS COMMUNICATIONS CO  
Form 8-K  
August 22, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): August 16, 2001

CITIZENS COMMUNICATIONS COMPANY  
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	001-11001 (Commission File Number)	06-0619596 (I.R.S. Employer Identification No.)
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3 HIGH RIDGE PARK, P.O. BOX 3801 STAMFORD, CONNECTICUT (Address of Principal Executive Offices)	06905 (Zip Code)
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(203) 614-5600  
Registrant's Telephone Number, Including Area Code

No Change Since Last Report

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(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

Citizens Communications Company issued on August 16, 2001 \$300,000,000 6.375% Senior Notes Due 2004, \$750,000,000 7.625% Senior Notes Due 2008 and \$700,000,000 9.00% Senior Notes Due 2031 (collectively, the "Initial Notes"). In connection with the offering, Citizens entered into an Exchange and Registration Rights Agreement under which Citizens agreed to undertake an exchange offer through which it would offer pursuant to an effective registration statement to exchange senior notes having substantial similar terms as the Initial Notes for the Initial Notes. In addition, in certain circumstances where a registered exchange offer might not be available, Citizens has granted holders of the Initial Notes certain resale registration rights.

ITEM 7. FINANCIAL STATEMENTS, EXHIBITS

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(c) EXHIBITS

4.1 Indenture, dated as of August 16, 2001, between Citizens Communications Company and The Chase Manhattan Bank, as Trustee.

4.2 Exchange and Registration Rights Agreement, dated as of August 16, 2001, between Citizens Communications Company and Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., acting severally for themselves and the several Initial Purchasers.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CITIZENS COMMUNICATIONS COMPANY

Date: August 22, 2001

By /s/ Robert J. Larson

-----  
Name: Robert J. Larson  
Title: Vice President and Chief  
Accounting Officer

GIN-RIGHT: 0pt" align="left">221,964 common shares (0.8%)

PERSON WITH

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

221,964

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 221,964; for all reporting persons as a group, 1,785,442 shares (6.2%)

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

For the reporting person listed on this page, 0.8%; for all reporting persons as a group 6.2%

14

TYPE OF REPORTING PERSON (See Instructions)

PN



- 1 NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- Nierenberg Investment Management Company, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
- (a)  [X]  
 (b)  [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)  
 AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY		0
OWNED BY	8	SHARED VOTING POWER
EACH		1,785,442 shares (6.2%)
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		1,785,442 shares

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 For the reporting person listed on this page, 1,785,442; for all reporting persons as a group, 1,785,442  
 shares (6.2%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 For the reporting person listed on this page, 6.2%; for all reporting persons as a group 6.2%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
 CO

- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- Nierenberg Investment Management Offshore, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Bahamas
- |                  |    |                              |
|------------------|----|------------------------------|
| NUMBER OF SHARES | 7  | SOLE VOTING POWER            |
| BENEFICIALLY     |    | 0                            |
| OWNED BY         | 8  | SHARED VOTING POWER          |
| EACH             |    | 221,964 common shares (0.8%) |
| REPORTING        |    |                              |
| PERSON           | 9  | SOLE DISPOSITIVE POWER       |
| WITH             |    | 0                            |
|                  | 10 | SHARED DISPOSITIVE POWER     |
|                  |    | 221,964 common shares        |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
For the reporting person listed on this page, 221,964; for all reporting persons as a group, 1,785,442  
shares (6.2%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 0.8%; for all reporting persons as a group 6.2%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
CO

- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- David Nierenberg
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
- (a)  [X]  
(b)  [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  [ ]

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY		0
OWNED BY	8	SHARED VOTING POWER
EACH		1,785,442 common shares (6.2%)
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		1,785,442

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
For the reporting person listed on this page, 1,785,442; for all reporting persons as a group, 1,785,442 shares (6.2%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 6.2%; for all reporting persons as a group 6.2%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
IN

This Amendment No. 16 to Schedule 13D (this “Amendment”) amends the below-indicated Items from the Schedule 13D with respect to the shares of common stock (the “Common Stock”) of Natus Medical Incorporated (the “Issuer” or “BABY”) previously filed by or on behalf of the Reporting Persons (as defined below), as previously amended (collectively the “Schedule 13D”), by supplementing such Items with the information below.

The names of the persons filing this Amendment (collectively, the “Reporting Persons”) are: The D3 Family Fund, L.P. (the “Family Fund”), The D3 Family Bulldog Fund, L.P. (the “Bulldog Fund”), The D3 Family Canadian Fund, L.P. (the “Canadian Fund”), The DIII Offshore Fund, L.P. (the “Offshore Fund”), Nierenberg Investment Management Company, Inc. (“NIMCO”), Nierenberg Investment Management Offshore, Inc. (“NIMO”) and David Nierenberg (“Mr. Nierenberg”).

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons, in the aggregate, beneficially own 1,785,442 shares of Common Stock, constituting approximately 6.2% of the outstanding shares.

(b) The Family Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 286,521 shares of Common Stock held by the Family Fund.

The Bulldog Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 1,147,026 shares of Common Stock held by the Bulldog Fund.

The Canadian Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 129,931 shares of Common Stock held by the Canadian Fund.

The Offshore Fund, NIMO, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 221,964 shares of Common Stock held by the Offshore Fund.

(c) Since our last Amendment to Schedule 13D the following sales of shares of Common Stock were made by the Reporting Persons named below in open market transactions:

Fund	Trade Date	QTY	Price
D3 Family Fund, LP	04/01/2011	1,500	17.01
D3 Family Bulldog Fund, LP	04/01/2011	6,805	17.01
D3 Family Fund, LP	04/04/2011	11,900	17.15
D3 Family Bulldog Fund, LP	04/04/2011	45,338	17.15
D3 Family Fund, LP	04/05/2011	3,100	17.13
D3 Family Bulldog Fund, LP	04/05/2011	13,482	17.13
D3 Family Fund, LP	04/06/2011	4,861	17.20
D3 Family Bulldog Fund, LP	04/06/2011	20,000	17.20
D3 Family Fund, LP	04/07/2011	4,500	17.18
D3 Family Bulldog Fund, LP	04/07/2011	17,334	17.18
D3 Family Fund, LP	04/08/2011	7,155	17.34
D3 Family Bulldog Fund, LP	04/08/2011	29,300	17.34
D3 Family Fund, LP	04/11/2011	9,000	17.29
D3 Family Bulldog Fund, LP	04/11/2011	35,714	17.29
DIII Offshore Fund, LP	04/11/2011	1,500	17.29
D3 Family Fund, LP	04/12/2011	4,200	17.24
D3 Family Bulldog Fund, LP	04/12/2011	17,800	17.24
DIII Offshore Fund, LP	04/12/2011	3,012	17.24
DIII Offshore Fund, LP	04/13/2011	100	17.25
D3 Family Fund, LP	04/14/2011	27,000	16.78
D3 Family Bulldog Fund, LP	04/14/2011	109,000	16.78
DIII Offshore Fund, LP	04/14/2011	21,835	16.78
D3 Family Fund, LP	04/15/2011	1,618	16.88
D3 Family Bulldog Fund, LP	04/15/2011	6,000	16.88
DIII Offshore Fund, LP	04/15/2011	1,000	16.88



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

L.P., and D3 Family Canadian Fund, L.P.  
Inc.

D3 Family Fund, L.P., D3 Family Bulldog Fund,  
By: Nierenberg Investment Management Company,

April 18, 2011  
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Its: General Partner  
By: /s/ David Nierenberg  
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David Nierenberg, President

Inc.

DIII Offshore Fund, L.P.  
By: Nierenberg Investment Management Offshore,

April 18, 2011  
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Its: General Partner  
By: /s/ David Nierenberg  
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David Nierenberg, President

April 18, 2011  
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Nierenberg Investment Management Company, Inc.  
By: /s/ David Nierenberg  
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David Nierenberg, President

April 18, 2011  
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Nierenberg Investment Management Offshore, Inc.  
By: /s/ David Nierenberg  
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David Nierenberg, President

April 18, 2011  
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/s/ David Nierenberg  
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David Nierenberg