

ENPATH MEDICAL, INC.  
Form SC TO-T/A  
June 06, 2007

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**Amendment No. 2**

**(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**ENPATH MEDICAL, INC.**

*(Name of subject company (Issuer))*

**GREATBATCH, INC.**

**GREATBATCH LTD.**

**CHESTNUT ACQUISITION CORPORATION**

*(Names of Filing Persons (Offerors))*

**Common Stock, \$0.01 par value per share**  
*(Title of classes of securities)*

**29355Y105**  
*(CUSIP number of common stock)*

**Timothy G. McEvoy, Esq.**

**Vice President, General Counsel & Secretary**

**Greatbatch, Inc**

**9645 Wehrle Drive**

**Clarence, New York 14031**

**Telephone: (716)-759-5600**

*(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)*

*Copies to:*

**Robert B. Fleming, Jr., Esq.**

**Asher Gaffney, Esq.**

**John J. Zak, Esq.**

**Hodgson Russ LLP**

**Hodgson Russ LLP**

**1540 Broadway, 24th Floor**

**The Guaranty Building**

**New York, New York 10036**

**140 Pearl Street, Suite 100**

**Telephone: (212) 751-4300**

**Buffalo, New York 14202**

**Telephone: (716) 856-4000**

**CALCULATION OF FILING FEE**

**Transaction Valuation(1)  
\$94,793,240**

**Amount of Filing Fee(2)  
\$2,911**

- (1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated based on the offer to purchase all of the outstanding shares of common stock of Enpath Medical, Inc. at a purchase price equal to \$14.38 per share and assumes the purchase of 6,361,727 issued and outstanding shares and outstanding options and warrants with respect to 794,150 shares, in each case as of April 28, 2007.
- (2) The amount of filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, is calculated by multiplying the transaction valuation by 0.0000307.
- x 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 by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$2,911

Filing Party: Greatbatch, Inc., Greatbatch Ltd., Chestnut Acquisition Corporation

Form of Registration No.: Schedule TO

Date Filed: May 8, 2007

.. Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

x third party tender offer subject to Rule 14d-1

.. issuer tender offer subject to Rule 13e-4

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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:

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This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this Amendment), filed with the Securities and Exchange Commission (the SEC) on June 6, 2007, amends and supplements the Tender Offer Statement of Schedule TO filed on May 8, 2007 (the Schedule TO) and relates to the offer by Chestnut Acquisition Corporation, a Minnesota corporation (the Purchaser), which is a wholly-owned subsidiary of Greatbatch Ltd., a New York corporation ( Limited), which is an indirect wholly-owned subsidiary of Greatbatch, Inc., a Delaware corporation ( Parent). The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, \$0.01 par value per share (the Shares), of Enpath Medical, Inc., a Minnesota corporation (the Company or Enpath), at a purchase price of \$14.38 per Share in cash, without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 8, 2007 (the Offer to Purchase), and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1)(i) and (a)(1)(ii) (which, together with any amendments or supplements thereto, collectively constitute the Offer). Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer to Purchase.

The information set forth in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Items 8 and 11. Interest in Securities of the Subject Company; Additional Information.**

Items 8 and 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

The initial period of the Offer expired at 12:00 Midnight, New York City time, on Tuesday, June 5, 2007. According to Mellon Investor Services LLC, the depository for the Offer, approximately 5,790,211 Shares (including approximately 437,345 Shares tendered by notice of guaranteed delivery) were validly tendered and not withdrawn as of the expiration date of the initial offering period of the Offer, representing approximately 90.1% of the outstanding Shares. The Purchaser has accepted all Shares that were validly tendered for payment pursuant to the terms of the Offer and payment for those Shares will be made promptly in accordance with the terms of the Offer.

On June 6, 2007, Purchaser commenced a subsequent offering period for all remaining untendered Shares that will expire at 12:00 Midnight, New York City time, on Friday, June 8, 2007. During the subsequent offering period, holders of Shares who did not previously tender their Shares into the Offer may do so and will promptly receive the same purchase price to be paid pursuant to the Offer of \$14.38 per Share in cash, without interest thereon, less any required withholding taxes. The procedures for accepting the Offer and tendering Shares during the subsequent offering period are the same as those described for the Offer in the Offer to Purchase except that (i) guaranteed delivery procedures may not be used during the subsequent offering period, and (ii) Shares tendered during the subsequent offering period may not be withdrawn.

**Item 12. Exhibits.**

Item 12 is hereby amended and supplemented by adding the following exhibit:

(a)(5)(iv) Press Release issued by Parent on June 6, 2007.

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 6, 2007

CHESTNUT ACQUISITION CORPORATION

By: /s/ Thomas J. Mazza  
Name: Thomas J. Mazza  
Title: President and Chief Financial Officer

GREATBATCH LTD.

By: /s/ Thomas J. Mazza  
Name: Thomas J. Mazza  
Title: Senior Vice President and Chief Financial Officer

GREATBATCH, INC.

By: /s/ Thomas J. Mazza  
Name: Thomas J. Mazza  
Title: Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

- (a)(1)(i) Offer to Purchase, dated May 8, 2007.\*
- (a)(1)(ii) Form of Letter of Transmittal.\*
- (a)(1)(iii) Form of Notice of Guaranteed Delivery.\*
- (a)(1)(iv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(v) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(vi) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*
- (a)(1)(vii) Form of Summary Advertisement as published on May 8, 2007 in The Wall Street Journal.\*
- (a)(5)(i) Joint press release issued by Greatbatch and the Company on April 30, 2007 (incorporated by reference to exhibit 99.1 to the Current Report on Form 8-K filed by Greatbatch on April 30, 2007).\*
- (a)(5)(ii) Investor Presentation Materials dated April 30, 2007 (incorporated by reference to exhibit 99.2 to the Current Report on Form 8-K filed by Greatbatch on April 30, 2007).\*
- (a)(5)(iii) Joint Press Release issued by Parent and Enpath on May 30, 2007. \*
- (a)(5)(iv) Press Release issued by Parent on June 6, 2007.
- (d)(1) Agreement and Plan of Merger, dated as of April 28, 2007, among Limited, the Purchaser and the Company (incorporated by reference to exhibit 2.1 to the Current Report on Form 8-K filed by Greatbatch on April 30, 2007).\*
- (d)(2) Tender and Support Agreement, dated as of April 28, 2007, among Limited, the Purchaser and each person party thereto (incorporated by reference to exhibit 2.2 to the Current Report on Form 8-K filed by Greatbatch on April 30, 2007).\*
- (d)(3)(i) Confidentiality Agreement, dated March 15, 2007, between Greatbatch and the Company.\*
- (d)(3)(ii) Letter Agreement, dated April 17, 2007, between Greatbatch and the Company.\*

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\* Previously filed.

Filed herewith.