

CONMED CORP
Form SC 13D/A
May 06, 2016

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 4)1

CONMED Corporation

(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

207410101
(CUSIP Number)

SAMANTHA NASELLO
SCOPIA CAPITAL MANAGEMENT LP
152 West 57th Street, 33rd Floor
New York, New York 10019
(212) 370-0303

STEVE WOLOSKY
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

May 4, 2016
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 207410101

1 NAME OF REPORTING PERSON

SCOPIA CAPITAL MANAGEMENT LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		2,755,263
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		2,755,263

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,755,263

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.9%

14 TYPE OF REPORTING PERSON

IA, PN

CUSIP NO. 207410101

1 NAME OF REPORTING PERSON

SCOPIA MANAGEMENT, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,755,263 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,755,263

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,755,263

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.9%

14 TYPE OF REPORTING PERSON

HC, CO

CUSIP NO. 207410101

1 NAME OF REPORTING PERSON

MATTHEW SIROVICH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,755,263 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,755,263

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,755,263

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.9%

14 TYPE OF REPORTING PERSON

HC, IN

CUSIP NO. 207410101

1 NAME OF REPORTING PERSON

JEREMY MINDICH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		2,755,263
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		2,755,263

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.9%

14 TYPE OF REPORTING PERSON

HC, IN

CUSIP NO. 207410101

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (“Amendment No. 4”). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed Scotia Capital Management LP, a Delaware limited partnership (“Scopia Management”), Scopia Management, Inc., a New York corporation (“Scopia Inc.”), Matthew Sirovich and Jeremy Mindich. Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Scopia Management is the Investment Manager of certain funds and a certain managed account (collectively, the “Investment Vehicles”), in whose name the Shares are held. Scopia Inc. is the general partner of Scopia Management. Messrs. Sirovich and Mindich each serve as a Managing Director of Scopia Inc. The Investment Vehicles have delegated to Scopia Management the sole authority to vote and dispose of the securities held by the Investment Vehicles pursuant to their respective Investment Management Agreements with Scopia Management. As a result, each of Scopia Management, Scopia Inc. and Messrs. Sirovich and Mindich may be deemed to beneficially own the Shares held by the Investment Vehicles.

(b) The address of the principal office of each Reporting Person is 152 West 57th Street, 33rd Floor, New York, New York 10019.

(c) Scopia Management provides investment advisory and management services and acts as the Investment Manager of the Investment Vehicles. Scopia Inc. serves as the general partner of Scopia Management. Each of Messrs. Sirovich and Mindich serve as a Managing Director of Scopia Inc.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Sirovich and Mindich are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by the Investment Vehicles were purchased with the working capital of the Investment Vehicles (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 2,755,263 Shares held in the aggregate by the Investment Vehicles is approximately \$108,076,463, excluding brokerage commissions.

CUSIP NO. 207410101

Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 27,751,474 Shares outstanding as of April 28, 2016, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on May 2, 2016.

As of the close of business on May 5, 2016, each of Scopia Management, Scopia Inc. and Messrs. Sirovich and Mindich may be deemed to beneficially own the 2,755,263 Shares, constituting approximately 9.9% of the Shares outstanding, held in the aggregate by the Investment Vehicles by virtue of their relationships with the Investment Vehicles discussed in further detail in Item 2.

Each of the Reporting Persons, as a member of a "group" with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be deemed to beneficially own the Shares owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any Shares he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he or it does not directly own. Without limiting the foregoing sentence, the Investment Vehicles specifically disclaim beneficial ownership of the securities of the Issuer held by them by virtue of their inability to vote or dispose of such securities as a result of their respective Investment Management Agreements with Scopia Management.

(b) Scopia Management, Scopia Inc. and Messrs. Sirovich and Mindich may be deemed to share the power to vote and dispose of the Shares held by the Investment Vehicles.

(c) The transactions in the securities of the Issuer by Scopia Management on behalf of the Investment Vehicles since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference. All of such transactions occurred in the open market except as otherwise indicated.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On May 6, 2016, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer. A copy of this agreement is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement, dated May 6, 2016.

CUSIP NO. 207410101

SIGNATURES

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

Dated: May 6, 2016

SCOPIA CAPITAL MANAGEMENT LP

By: Scopia Management, Inc.
General Partner

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director

SCOPIA MANAGEMENT, INC.

By: /s/ Matthew Sirovich
Name: Matthew Sirovich
Title: Managing Director

/s/ Matthew Sirovich
MATTHEW SIROVICH

/s/ Jeremy Mindich
JEREMY MINDICH

CUSIP NO. 207410101

SCHEDULE A

Transactions in the Securities of the Issuer Since the filing of Amendment No. 3 to the Schedule 13D

Nature of the Transaction	Amount of Securities Purchased/(Sold)	Price Per Share (\$)	Date of Purchase/Sale
SCOPIA CAPITAL MANAGEMENT LP (On Behalf of the Investment Vehicles)			
Purchase of Common Stock*	20,352	42.5936	04/01/2016
Sale of Common Stock*	(20,352)	42.5531	04/01/2016
Purchase of Common Stock	20,600	41.3016	04/29/2016
Purchase of Common Stock	142,186	41.4006	04/29/2016
Purchase of Common Stock	69,143	42.0598	05/02/2016
Purchase of Common Stock	37,746	42.1235	05/03/2016
Purchase of Common Stock	82,293	42.4929	05/04/2016
Purchase of Common Stock	23,031	43.0670	05/05/2016

* Represents standard rebalancing transactions among the Investment Vehicles in the ordinary course of business.