

Edgar Filing: Symmetry Medical Inc. - Form SC 13G/A

Symmetry Medical Inc.
Form SC 13G/A
January 16, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

SYMMETRY MEDICAL INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE
(Title of Class of Securities)

871546206
(CUSIP Number)

DECEMBER 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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).

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Schedule 13G

1 NAMES OF REPORTING PERSON
S.S or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

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HWP Capital Partners II, L.P.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5	SOLE VOTING POWER
NUMBER OF	2,962,875
SHARES BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY	-0-
EACH	7 SOLE DISPOSITIVE POWER
REPORTING PERSON	2,962,875
8	SHARED DISPOSITIVE POWER
	-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,962,875

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

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1 NAMES OF REPORTING PERSON
S.S or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
HWP II, L.P.

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

2,962,875

SHARES BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

-0-

EACH

7 SOLE DISPOSITIVE POWER

REPORTING PERSON

2,962,875

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,962,875

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSON

S.S or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

HWP II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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	5	SOLE VOTING POWER	
NUMBER OF		2,962,875	
SHARES BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		-0-	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING PERSON		2,962,875	
	8	SHARED DISPOSITIVE POWER	
		-0-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		2,962,875	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		
			<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
		8.4%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
		OO	

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1	NAMES OF REPORTING PERSON S.S or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (in the capacity described herein)		
		Robert B. Haas	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
		(a)	<input checked="" type="checkbox"/>
		(b)	<input type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
		United States	
	5	SOLE VOTING POWER	
NUMBER OF		2,962,875	
SHARES BENEFICIALLY	6	SHARED VOTING POWER	

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OWNED BY		-0-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON		2,962,875
	8	SHARED DISPOSITIVE POWER
		-0-

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,962,875	

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.4%	

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	IN	

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AMENDMENT NO. 1 TO SCHEDULE 13G

This Amendment No. 1 to Schedule 13G is filed by the undersigned to amend and restate in its entirety the Schedule 13G, dated as of October 11, 2006, with respect to the Common Stock (as defined below) of Symmetry Medical Inc.

Item 1. (a) NAME OF ISSUER

Symmetry Medical Inc. (the "COMPANY").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

220 W. Market Street
Warsaw, Indiana, 46580

Item 2. (a) NAMES OF PERSONS FILING

- (i) HWP Capital Partners II, L.P., a Delaware limited partnership ("HWPCP");
- (ii) HWP II, L.P., a Delaware limited partnership ("HWP II" and the sole general partner of HWPCP);
- (iii) HWP II, LLC, a Delaware limited liability company ("HWP II LLC" and the sole general partner of HWP II); and
- (iv) Robert B. Haas ("MR. HAAS" and the managing member of HWP II LLC) ((i) through (iv) collectively, the "REPORTING PERSONS").

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(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address of the principal business offices of each of the Reporting Persons is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700, Dallas, Texas 75201.

(c) CITIZENSHIP

The place of organization of each of the Reporting Persons (other than Mr. Haas) is Delaware. Mr. Haas is a citizen of the United States.

(d) TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.0001 per share (the "COMMON STOCK")

(e) CUSIP NUMBER

871546206

Item 3. If this statement is filed pursuant to either Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

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Item 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

HWPCP may be deemed to beneficially own 2,962,875 shares of Common Stock and each of HWP II and HWP II LLC in their capacities as general partners of HWPCP and HWP II, respectively, may be deemed to beneficially own 2,962,875 shares of Common Stock as a result of their voting and dispositive power over the 2,962,875 shares of Common Stock held by HWPCP.

Mr. Haas may be deemed to beneficially own 2,962,875 shares of Common Stock as a result of his voting and dispositive power over 2,962,875 shares of Common Stock held by HWPCP.

(b) PERCENTAGE OWNED:

Based on calculations made in accordance with Rule 13d-3, and there being approximately 35,099,971 shares of Common Stock outstanding (as reported by the Company in its Quarterly Report on Form 10-Q for the period ended September 30, 2006 (filed on November 8, 2006)), (i) HWPCP and each of HWP II and HWP II LLC (in their capacities as general partners of HWPCP and HWP II, respectively) may be deemed to beneficially own approximately 8.4% of the outstanding Common Stock and (ii) Mr. Haas may be deemed to beneficially own approximately 8.4% of the outstanding Common Stock.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS POWER TO DIRECT THE DISPOSITION:

(i) HWPCP and each of HWP II and HWP II LLC (in their capacities

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as general partners of HWPCP and HWP II, respectively) may be deemed to have sole power to direct the voting and disposition of the 2,962,875 shares of Common Stock held by HWPCP and (ii) Mr. Haas may be deemed to have sole power to direct the voting and disposition of the 2,962,875 shares of Common Stock held by HWPCP.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The general partners and limited partners, as applicable, of HWPCP, HWP II and HWP II LLC have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of such Reporting Persons in accordance with their ownership interests in such entities.

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Item 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 2.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

(b) The following certification shall be included if the statement is filed pursuant to ss.240.13d-1(c):

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement

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is true, complete and correct.

Dated as of January 16, 2007

HWP CAPITAL PARTNERS II, L.P.

By: HWP II, L.P., its general partner

By: HWP II, LLC, its general partner

By: /s/ Robert B. Haas

Name: Robert B. Haas
Title: Managing Member

HWP II, L.P.

By: HWP II, LLC, its general partner

By: /s/ Robert B. Haas

Name: Robert B. Haas
Title: Managing Member

HWP II, LLC

By: /s/ Robert B. Haas

Name: Robert B. Haas
Title: Managing Member

ROBERT B. HAAS

/s/ Robert B. Haas

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EXHIBIT INDEX

-
- Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended.
 - Exhibit 2. Identity of members of group filing this schedule.

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EXHIBIT 1

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k) (1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated as of January 16, 2007

HWP CAPITAL PARTNERS II, L.P.

By: HWP II, L.P., its general partner

By: HWP II, LLC, its general partner

By: /s/ Robert B. Haas

Name: Robert B. Haas
Title: Managing Member

HWP II, L.P.

By: HWP II, LLC, its general partner

By: /s/ Robert B. Haas

Name: Robert B. Haas
Title: Managing Member

HWP II, LLC

By: /s/ Robert B. Haas

Name: Robert B. Haas
Title: Managing Member

ROBERT B. HAAS

/s/ Robert B. Haas

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EXHIBIT 2

IDENTITY OF MEMBERS OF THE GROUP FILING THIS SCHEDULE

HWP Capital Partners II, L.P.
HWP II, L.P.
HWP II, LLC
Robert B. Haas