

SCHICK TECHNOLOGIES INC
Form SC 13D
September 27, 2005

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13D

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

Schick Technologies, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

806683 10 8

(CUSIP Number)

Timothy P. Sullivan

Nicholas W. Alexos

Madison Dearborn Partners, LLC

Three First National Plaza, Suite 3800

Chicago, Illinois 60602

(312) 895-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

COPY TO:

James S. Rowe

OMB APPROVAL
OMB Number:
3235-0145

Expires: December 31, 2005
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hours per response. . 11

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Kirkland & Ellis LLP

200 E. Randolph Drive

Chicago, Illinois 60601

(312) 861-2000

September 25, 2005

(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.

* 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. 806683 10 8

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sirona Holdings Luxco S.C.A.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Grand Duchy of Luxembourg
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
6,842,382 shares of Common Stock |
| | 9. | Sole Dispositive Power
None |
| | 10. | Shared Dispositive Power
None |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
6,842,382 shares of Common Stock (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
40.2% of Common Stock (See Item 5)
 14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sirona Holdings S.A.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Grand Duchy of Luxembourg
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
6,842,382 shares of Common Stock |
| | 9. | Sole Dispositive Power
None |
| | 10. | Shared Dispositive Power
None |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
6,842,382 shares of Common Stock (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
40.2% of Common Stock (See Item 5)
 14. Type of Reporting Person (See Instructions)
CO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
MDCP IV Global Investments LP
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	o
(b)	y
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
6,842,382 shares of Common Stock |
| | 9. | Sole Dispositive Power
None |
| | 10. | Shared Dispositive Power
None |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
6,842,382 shares of Common Stock (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
40.2% of Common Stock (See Item 5)
 14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
MDCP IV Global GP, LP
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	o
(b)	y
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
6,842,382 shares of Common Stock |
| | 9. | Sole Dispositive Power
None |
| | 10. | Shared Dispositive Power
None |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
6,842,382 shares of Common Stock (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
40.2% of Common Stock (See Item 5)
 14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
MDP Global Investors Limited
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	o
(b)	y
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
6,842,382 shares of Common Stock |
| | 9. | Sole Dispositive Power
None |
| | 10. | Shared Dispositive Power
None |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
6,842,382 shares of Common Stock (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
40.2% of Common Stock (See Item 5)
 14. Type of Reporting Person (See Instructions)
OO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Madison Dearborn Partners, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| | 7. | Sole Voting Power
None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
6,842,382 shares of Common Stock |
| | 9. | Sole Dispositive Power
None |
| | 10. | Shared Dispositive Power
None |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
6,842,382 shares of Common Stock (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
40.2% of Common Stock (See Item 5)
 14. Type of Reporting Person (See Instructions)
OO

Item 1. Security and Issuer

The class of equity security to which this statement relates is the Common Stock, par value \$0.01 per share (the *Common Stock*), of Schick Technologies, Inc., a Delaware corporation (*Schick*). The principal executive offices of Schick are located at 30-00th Avenue, Long Island City, NY 11101.

Item 2. Identity and Background

This statement is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission (the *Commission*) pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the *Exchange Act*):

(i) **Sirona Holdings Luxco S.C.A. (*Luxco*), an entity organized under the laws of the Grand Duchy of Luxembourg, by virtue of its deemed beneficial ownership of 6,842,382 shares of Common Stock of Schick;**

(ii) **Sirona Holdings S.A. (*Holdings*), an entity organized under the laws of the Grand Duchy of Luxembourg, by virtue of its being the sole manager of Luxco;**

(iii) **MDCP IV Global Investments LP (*MDCP IV Global Investments*), a Cayman Islands limited partnership, by virtue of its being the controlling shareholder of Holdings;**

(iv) **MDCP IV Global GP, LP (*MDCP IV Global GP*), a Cayman Islands limited partnership, by virtue of its being the sole general partner of MDCP IV Global Investments and a shareholder of Holdings;**

(v) **MDP Global Investors Limited (*MDP Global Investors*), a company incorporated in the Cayman Islands with limited liability, by virtue of its being the sole general partner of MDCP IV Global GP; and**

(vi) **Madison Dearborn Partners, LLC (*Madison Dearborn Partners*), a Delaware limited liability company, at whose direction each of the above-referenced entities have been formed,**

all of whom are collectively referred to as the *Reporting Persons*. The Reporting Persons have entered into a Joint Filing Agreement, dated the date hereof, a copy of which is filed with this Schedule 13D as *Exhibit 99.A* (which is hereby incorporated by reference) pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Exchange Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this statement.

Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person.

(i) **Sirona Holdings Luxco S.C.A. (*Luxco*), an entity organized under the laws of the Grand Duchy of Luxer**

Certain information required by this Item 2 concerning the executive officers and directors of Holdings, MDP Global Investors and Madison Dearborn Partners is set forth on *Schedule A* attached hereto, which is incorporated herein by reference.

The address of the principal business office of Luxco is 8-10, rue Mathias Hardt, L-1717 Luxembourg. The address of the principal business office of Holdings is 10, rue Henri M. Schnadt, L-2530 Luxembourg. The address of the principal business office of each of MDCP IV Global Investments, MDCP IV Global GP and MDP Global Investors is c/o Walkers SPV Limited, Walker House, P.O. Box 908GT, Mary Street, George Town, Grand Cayman, Cayman Islands. The address of the principal business office of Madison Dearborn Partners is Three First National Plaza, Suite 3800, Chicago, Illinois 60602.

Luxco was formed in June of 2005 by affiliates of Madison Dearborn Partners to acquire Blitz 05-118 GmbH, a corporation established under the laws of the Federal Republic of Germany and to be renamed Sirona Holding GmbH (*Sirona*). Sirona is a parent of Sirona Dental Systems GmbH, which is a manufacturer of dental equipment including treatment units, instruments, dental imaging systems and dental CAD/CAM systems. Holdings is engaged primarily in the business of serving as the manager for Luxco. MDCP IV Global Investments is a private equity investment fund formed by Madison Dearborn Partners. MDCP IV Global GP is engaged primarily in the business of serving as the general partner of MDCP IV Global Investments. MDP Global Investors is engaged primarily in the business of serving as the general partner of MDCP IV Global GP. Madison Dearborn Partners is primarily engaged in serving as the general partner for private equity funds engaged primarily in the business of investing and managing private equity investments.

None of the Reporting Persons nor, to the best of their knowledge, the Reporting Persons executive officers, managing directors or general partners (as applicable) has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

None of the Reporting Persons nor, to the best of their knowledge, the Reporting Persons executive officers, managing directors or general partners (as applicable) 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.

Information with respect to each Reporting Person is given solely by such Reporting Person and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described herein.

Item 3. Source and Amount of Funds or Other Consideration

As more fully described in Item 4 hereof, Luxco and each of William K. Hood, Curtis M. Rocca, /s/ Daniel R. Omstead Euval Barrakette, Dr. Allen Schick, Arthur D. Kowaloff, Michael Stone, Jeffrey Slovin, Greystone Funding Corporation and Stan Mandelkern (collectively, the *Stockholders*) entered into Voting Agreements and Irrevocable Proxies (each, a *Voting Agreement* and, collectively, the *Voting Agreements*) dated September 25, 2005 as an inducement for Luxco and Sirona to enter into the Exchange Agreement, dated as of September 25, 2005 (the *Exchange Agreement*), by and among Schick, Luxco and Sirona. An aggregate of 6,842,382 shares of Common Stock (including 968,578 outstanding options ;">By:

Name: Daniel R. Omstead
Title: President

TEKLA HEALTHCARE OPPORTUNITIES FUND

By:

/s/ Daniel R. Omstead

Name: Daniel R. Omstead

Title: President

TEKLA CAPITAL MANAGEMENT, LLC

By:

/s/ Daniel R. Omstead

Name: Daniel R. Omstead

Title: President and Chief
Executive Officer

Exhibit A-2

VERIFICATION

Commonwealth of Massachusetts)
 : ss.:
County of Suffolk)

The undersigned, being duly sworn, deposes and says that he has duly executed the foregoing attached application dated May 8, 2014 for and on behalf of H&Q Life Sciences Investors, that he is the President of such entity and that all actions by stockholders, trustees and other bodies necessary to authorize deponent to execute and file such application have been taken. The undersigned further states that he is familiar with such application and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: /s/ Daniel R. Omstead
Daniel R. Omstead

Exhibit A-4

VERIFICATION

Commonwealth of Massachusetts)
 : ss.:
County of Suffolk)

The undersigned, being duly sworn, deposes and says that he has duly executed the foregoing attached application dated May 8, 2014 for and on behalf of Tekla Capital Management, LLC, that he is the President and Chief Executive Officer of such entity and that all actions by stockholders, trustees and other bodies necessary to authorize deponent to execute and file such application have been taken. The undersigned further states that he is familiar with such application and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: /s/ Daniel R. Omstead
Daniel R. Omstead