

Corindus Vascular Robotics, Inc.
Form SC 13D/A
October 17, 2017

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)**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

Corindus Vascular Robotics, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

218730109

(CUSIP Number)

Koninklijke Philips N.V.

Marnix van Ginneken

Chief Legal Officer & Secretary to the Board of Management

Philips Center

Amstelplein 2

1096 BC

Amsterdam, The Netherlands

+31 20 59 77232

With a copy to:

Matthew G. Hurd

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

(212) 558-4000

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

Rita-Anne O Neill

Sullivan & Cromwell LLP

1888 Century Park East

Los Angeles, California 90067

(310) 712-6600

October 11, 2017

(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. 218730109

1. NAME OF REPORTING PERSON

Koninklijke Philips N.V.

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)

OO, WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

Number Of 7. SOLE VOTING POWER

Shares

Beneficially 26,358,858

8. SHARED VOTING POWER

Owned By

Each

-0-

Reporting 9. SOLE DISPOSITIVE POWER

Person

With 26,358,858

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,358,858

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)

14.0%¹

14. TYPE OF REPORTING PERSON (see instructions)

CO

(1) This calculation is based on 188,690,418 shares of Common Stock, which includes 187,296,813 shares of Common Stock as reported in the Issuer's quarterly report on Form 10-Q filed on August 9, 2017 and 1,393,605 shares of Common Stock issued upon the net settlement of a warrant automatically exercised pursuant to its terms on October 11, 2017.

This Amendment No. 2 amends the Schedule 13D (the Original 13D) filed with the Securities and Exchange Commission (SEC) on March 10, 2017 and amended on March 16, 2017. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used therein and not defined herein shall have the meanings ascribed thereto in the Original 13D.

ITEM 3. Source and Amount of Funds or Other Considerations.

Item 3 is hereby amended and supplemented as follows by adding the following paragraph to the end of Item 3:

On October 11, 2017, the Warrant was automatically exercised pursuant to Section 1.6 of the Warrant. As a result of a net settlement, the Reporting Person received 1,393,605 shares of Common Stock after the Issuer withheld 3,334,586 shares of Common Stock in respect of the aggregate exercise price.

ITEM 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

Percentage interests in shares of Common Stock reported in this Schedule 13D are based on 188,690,418 shares of Common Stock outstanding, which includes 187,296,813 shares of Common Stock as reported in the Issuer's quarterly report on Form 10-Q filed on August 9, 2017 and 1,393,605 shares of Common Stock issued upon the net settlement of a warrant automatically exercised pursuant to its terms on October 11, 2017.

- (a) The aggregate number of shares of Common Stock that the Reporting Person owns beneficially, pursuant to Rule 13d-3 of the Act, is 26,358,858 shares of Common Stock, which constitutes approximately 14.0% of the outstanding shares of Common Stock.
- (b) The Reporting Person has the sole power to vote or direct the vote and to dispose or to direct the disposition of 26,358,858 shares of Common Stock.
- (c) Other than the transaction described in Item 3 above, which description is incorporated herein by reference, no transactions in shares of Common Stock were effected by the Reporting Person or, to the knowledge of the Reporting Person, any of the other persons named in Item 2 above during the 60 days prior to the date of this Schedule 13D.
- (d) The Reporting Person affirms that no person other than the Reporting Person has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, shares of Common Stock owned by the Reporting Person.
- (e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: October 17, 2017

KONINKLIJKE PHILIPS N.V.

By: /s/ Abhijit Bhattacharya
Name: Abhijit Bhattacharya
Title: Chief Financial Officer

By: /s/ Marnix van Ginneken
Name: Marnix van Ginneken
Title: Chief Legal Officer