

MERIDIAN BIOSCIENCE INC
Form SC TO-I/A
February 09, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 4
TO
SCHEDULE TO
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Meridian Bioscience, Inc.

(Name of Subject Company (Issuer))

Meridian Bioscience, Inc.

(Name of Filing Person (Offeror))

**7% Convertible Subordinated
Debentures Due 2006**

(Title of Class of Securities)

589602 AB 7

(CUSIP Number of Class of Securities)

**Mark A. Weiss, Esq.
Keating, Muething & Klekamp, P.L.L.
1400 Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6599**

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

CALCULATION OF FILING FEE

Transaction Valuation*

\$16,000,000

Amount of Filing Fee

\$1,295**

* The transaction valuation is estimated for purposes of calculating the amount of the filing fee only. The transaction valuation assumes the exchange of \$16,000,000 in principal amount of the 7% Convertible Subordinated Debentures due 2006 (the Existing Debentures) that are subject to the Exchange Offer.

** Previously paid.

[] 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:
Filing Party:
Form or Registration No.:
Date Filed:

Not applicable.
Not applicable.
Not applicable.
Not applicable.

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

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:

This Amendment No. 4 to Tender Offer Statement on Schedule TO (this Statement) is being filed by Meridian Bioscience, Inc., an Ohio corporation (Meridian), pursuant to Section 13(e) of the Securities Exchange Act of 1934 in connection with Meridian's offer to issue 5% Convertible Subordinated Debentures due 2013 (the New Debentures) in the principal amount of up to \$16,000,000 in exchange (the Exchange Offer) for an equal principal amount of 7% Convertible Subordinated Debentures due 2006 (the Existing Debentures), upon the terms and subject to the conditions set forth in the Offering Memorandum, dated November 12, 2003 (the Offering Memorandum), a copy of which is attached hereto as Exhibit (a)(1), and in the related Letter of Transmittal, a copy of which is attached hereto as Exhibit (a)(2) (which, as they may be amended or supplemented from time to time, together constitute the Exchange Offer).

The Exchange Offer, as extended, expired at 12:00 midnight, Eastern time, on January 28, 2004. According to the exchange agent for the Exchange Offer, an aggregate principal amount of \$ 3,889,000 of Existing Debentures was tendered and not withdrawn prior to the expiration of the Exchange Offer. Meridian notified the exchange agent for the Exchange Offer on January 29, 2004 of its acceptance for exchange of all tendered Existing Debentures.

Upon the terms and subject to the conditions of the Exchange Offer, Meridian will issue New Debentures in principal amounts equal to the principal amount of Existing Debentures tendered for exchange and accepted by Meridian.

On January 30, 2004, Meridian issued a press release announcing the results of the Exchange Offer, a copy of which is filed as Exhibit (a)(12) to this Statement.

Item 12. Exhibits

Exhibit Number	Description
(a)(1)*	Offering Memorandum, dated November 12, 2003
(a)(2)*	Letter of Transmittal, as amended
(a)(3)*	Notice of Guaranteed Delivery
(a)(4)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a)(5)*	Letter to Clients
(a)(6)*	Meridian Bioscience, Inc. Annual Report on Form 10-K for the fiscal year ended September 30, 2002, filed with the Securities and Exchange Commission and incorporated herein by reference.
(a)(7)*	Meridian Bioscience, Inc. Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2003, filed with the Securities and Exchange Commission and incorporated herein by reference.
(a)(8)*	Press Release dated November 12, 2003
(a)(9)*	Press Release dated December 12, 2003

Exhibit Number	Description
(a)(10)*	Press Release dated December 23, 2003
(a)(11)*	Letter dated January 14, 2004 sent to holders of 7% Convertible Subordinated Debentures due 2006
(a)(12)	Press Release dated January 30, 2004
(d)(1)*	Indenture relating to the 7% Convertible Subordinated Debentures due 2006, by and between Meridian Bioscience, Inc. and U.S. Bank, N.A., as Trustee (incorporated by reference to the Registration Statement No. 333-11077 on Form S-3 filed with the Securities and Exchange Commission on August 29, 1996
(d)(2)*	Form of Indenture relating to the 5% Convertible Subordinated Debentures due 2013, to be entered into by and between Meridian Bioscience, Inc. and LaSalle Bank, N.A., as Trustee.
(d)(3)*	Loan and Security Agreement among Meridian, certain of its subsidiaries and Fifth Third Bank Dated as of September 20, 2001 (incorporated by reference to Exhibit 10.22 of the Annual Report on Form 10-K for the year ended September 30, 2002).

***previously filed or incorporated by reference as indicated**

Item 1. Information Required by Schedule 13E-3

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MERIDIAN BIOSCIENCE, INC.

BY: /s/Melissa A. Lueke

Melissa A. Lueke
Vice President, Chief Financial
Officer and Secretary

Dated: February 9, 2004