

GLOBAL MED TECHNOLOGIES INC  
Form SC TO-T/A  
April 01, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE TO  
(Amendment No. 6)**

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

**GLOBAL MED TECHNOLOGIES, INC.**

(Name of Subject Company (Issuer))

**Atlas Acquisition Corp.**

**Haemonetics Corporation**

(Names of Filing Persons (Offerors))

**Common Stock, \$0.01 par value per share, and  
Series A Convertible Preferred Stock, \$0.01 par value per share**  
(Title of Class of Securities)

**37935E101**

(CUSIP Number of Class of Securities)

**Brian P. Concannon  
President and Chief Executive Officer  
Haemonetics Corporation  
400 Wood Road  
Braintree, Massachusetts 02184  
(781) 848-7100**

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

*Copies to:*

**James S. O Shaughnessy, Esq.  
General Counsel  
Haemonetics Corporation  
400 Wood Road  
Braintree, Massachusetts 02184  
(781) 848-7100**

**Lisa R. Haddad, Esq.  
Goodwin Procter LLP  
53 State Street  
Boston, Massachusetts 02109  
(617) 570-1000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
\$73,386,833.94

**Amount of Filing Fee\*\***  
\$5,233

\* Estimated solely  
for purposes of

calculating amount of filing fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the Exchange Act ). The transaction value is based upon the offer to purchase up to 54,653,157 shares of Common Stock of Global Med Technologies, Inc. at a purchase price of \$1.22 cash per share and 3,960 shares of Series A Convertible Preferred Stock at a purchase price of \$1,694.44 cash per share. Such number of shares of Common Stock represents the total of 38,160,594 issued and outstanding shares of Common Stock, outstanding options with respect to 6,420,271 shares of Common Stock, and outstanding warrants with respect to 10,072,292

shares of  
Common Stock,  
in each case as  
of February 18,  
2010. Such  
number of  
shares of  
Series A  
Convertible  
Preferred Stock  
represents all  
issued and  
outstanding  
shares of  
Series A  
Convertible  
Preferred Stock  
as of  
February 18,  
2010.

\*\* The amount of  
the filing fee,  
calculated in  
accordance with  
Rule 0-11 of the  
Exchange Act,  
equals  
0.00007130 of  
the transaction  
valuation.

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 registration statement number, or the Form or Schedule and the date of its filing.

Amount	\$5,233	Filing	Haemonetics Corporation and Atlas
Previously Paid:		Party:	Acquisition Corp.
Form or	Schedule	Date	February 19, 2010
Registration No.:	TO	Filed:	

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:

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This Amendment No. 6 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the SEC) on February 19, 2010, as amended by those certain Amendment Nos. 1, 2, 3, 4 and 5 to the Schedule TO filed with the SEC on each of February 25, 2010, March 9, 2010, March 11, 2010, March 18, 2010, and March 25, 2010, respectively (as so amended, the Schedule TO). The Schedule TO relates to the offer by Atlas Acquisition Corp., a Colorado corporation (Acquisition Corp.) and a direct wholly-owned subsidiary of Haemonetics Corporation, a Massachusetts corporation (Haemonetics), to purchase all of the outstanding shares of common stock, \$0.01 par value per share (the Common Shares), of Global Med Technologies, Inc., a Colorado corporation (Global Med), at a purchase price of \$1.22 per Common Share, net to the seller in cash, without interest thereon, less any applicable withholding taxes, and to purchase all of the outstanding shares of Global Med's Series A Convertible Preferred Stock, \$0.01 par value per share (the Preferred Shares, and together with the Common Shares, the Shares), at a purchase price of \$1,694.44 per Preferred Share, net to the seller in cash, without interest thereon, less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 19, 2010, as amended and supplemented (the Offer to Purchase), and in the related Letter of Transmittal for the Preferred Shares and the Letter of Transmittal for the Common Shares (each, as the context requires, the Letter of Transmittal), which, together with any amendments or supplements thereto, collectively constitute the Offer. This Amendment is being filed on behalf of Acquisition Corp. and Haemonetics.

The information set forth in the Offer to Purchase, including Annex I thereto, the Letter of Transmittal for the Common Shares and the Letter of Transmittal for the Preferred Shares, copies of which are filed with the Schedule TO as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(C) thereto, respectively, is incorporated by reference in the answers to Items 1 through 9 and Item 11 of the Schedule TO and this Amendment, as applicable, and is supplemented by the information specifically provided in the Schedule TO and this Amendment.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO. You should read this Amendment together with the Schedule TO and the information incorporated therein. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

#### **ITEMS 1 THROUGH 9 AND 11.**

Items 1 through 9 and 11 of the Schedule TO are hereby amended and supplemented to include the following:

At 12:00 midnight, Boston, Massachusetts time, on March 31, 2010, the subsequent offering period expired and was not extended, marking the conclusion of the Offer. Based on the information provided by the Depository to Haemonetics, as of the expiration of the subsequent offering period, 3,960 Preferred Shares and approximately 34,398,052 Common Shares had been tendered in and not withdrawn from the Offer (including the Shares tendered during the subsequent offering period). These tendered Shares constituted 100% of the Preferred Shares outstanding and approximately 89.7% of the Common Shares outstanding. Acquisition Corp. has accepted for payment all Shares validly tendered.

Pursuant to the terms of the Merger Agreement, Acquisition Corp. will exercise the Top-Up Option to purchase directly from Global Med 1,036,776 Common Shares. These Common Shares represent the number of Common Shares that, when added to the number of Common Shares owned by Acquisition Corp. as of immediately prior to the exercise of the Top-Up Option, constitute one share more than 90% of the outstanding Common Shares, taking into account those Common Shares issued upon the exercise of the Top-Up Option, at a price per share equal to the Common Stock Offer Price.

Haemonetics will complete its acquisition of Global Med by merging Acquisition Corp. with and into Global Med by way of a short form merger, without a vote or meeting of the stockholders of Global Med in accordance with the applicable provisions of Colorado law. In the Merger, all remaining publicly-held Common Shares (other than Common Shares as to which dissenters' rights are validly exercised and perfected under applicable Colorado law) will be converted into the right to receive \$1.22 per Common Share, net to the holder in cash, without interest and less any applicable withholding taxes, representing the same price paid in the Offer. Under Colorado law, Haemonetics is required to give ten days' prior notice of the Merger to the remaining



stockholders of Global Med, and expects to complete the Merger promptly thereafter. Following the Merger, Global Med will become a wholly-owned subsidiary of Haemonetics, and the Common Shares will no longer be eligible for quotation on the OTC Bulletin Board.

On April 1, 2010, Haemonetics and Acquisition Corp. issued a press release announcing the conclusion of the Offer. The full text of the press release is set forth as Exhibit (a)(5)(D) hereto and is incorporated herein by reference.

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is hereby amended and restated in its entirety as follows:

(a)(1)(A)\* Offer to Purchase, dated February 19, 2010.

(a)(1)(B)\* Form of Letter of Transmittal for Common Shares.

(a)(1)(C)\* Form of Letter of Transmittal for Preferred Shares.

(a)(1)(D)\* Form of Notice of Guaranteed Delivery for Common Shares.

(a)(1)(E)\* Form of Notice of Guaranteed Delivery for Preferred Shares.

(a)(1)(F)\* Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.

(a)(1)(G)\* Form of Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and

Other  
Nominees.

(a)(1)(H)\* Summary  
Advertisement  
published in  
the Wall Street  
Journal on  
February 19,  
2010.

(a)(5)(A)\* Joint Press  
Release issued  
by  
Haemonetics  
and Global  
Med, dated  
February 1,  
2010  
(incorporated  
herein by  
reference to  
Exhibit 99.1 to  
the Tender  
Offer  
Statement on  
Schedule TO  
filed by  
Haemonetics  
on February 1,  
2010).

(a)(5)(B)\* Press Release  
issued by  
Haemonetics  
and  
Acquisition  
Corp. on  
March 18,  
2010.

(a)(5)(C)\* Press Release  
issued by  
Haemonetics  
and  
Acquisition  
Corp. on  
March 25,  
2010.

(a)(5)(D)



Press Release  
issued by  
Haemonetics  
and  
Acquisition  
Corp. on  
April 1, 2010.

- (b) None.
- (d)(1)\* Agreement and Plan of Merger, dated as of January 31, 2010, by and among Haemonetics, Acquisition Corp. and Global Med (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Global Med with the SEC on February 2, 2010).
- (d)(1)(A)\* Amendment No. 1 to Agreement and Plan of Merger, dated as of March 17, 2010, by and among Haemonetics, Acquisition Corp. and Global Med.
- (d)(2)(A)\* Tender and Support Agreement, dated as of January 31, 2010, by and

among  
Haemonetics,  
Acquisition  
Corp. and each  
of Michael I.  
Ruxin and  
Thomas F.  
Marcinek.

(d)(2)(B)\* Tender and  
Support  
Agreement,  
dated as of  
January 31,  
2010, by and  
among  
Haemonetics,  
Acquisition  
Corp. and  
Victory Park  
Special  
Situations  
Master Fund  
Ltd.

(d)(3)(A)\* Employment  
Agreement,  
dated as of  
January 31,  
2010, by and  
between  
Haemonetics  
and Michael I.  
Ruxin.

(d)(3)(B)\* Employment  
Agreement,  
dated as of  
January 31,  
2010, by and  
between  
Haemonetics  
and Thomas F.  
Marcinek.

(d)(4)\* Confidentiality  
Agreement,  
dated as of  
March 30,  
2009, by and  
between

Haemonetics  
and Global  
Med.

(d)(5)\* Letter  
agreement,  
dated  
December 2,  
2009, by and  
between  
Global Med  
and  
Haemonetics.

(d)(6)\* Letter  
agreement,  
dated  
January 25,  
2010, by and  
between  
Global Med  
and  
Haemonetics.

(g) None.

(h) None.

\* Filed  
previously.

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**SIGNATURES**

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.

HAEMONETICS CORPORATION

Dated: April 1, 2010

By: /s/ Christopher J. Lindop  
Name: Christopher J. Lindop  
Title: *Chief Financial Officer and Vice  
President Business Development*

ATLAS ACQUISITION CORP.

Dated: April 1, 2010

By: /s/ James S. O Shaughnessy  
Name: James S. O Shaughnessy  
Title: *Secretary*

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**EXHIBIT INDEX**

The Exhibit Index is hereby amended and restated in its entirety as follows:

- (a)(1)(A)\* Offer to Purchase, dated February 19, 2010.
- (a)(1)(B)\* Form of Letter of Transmittal for Common Shares.
- (a)(1)(C)\* Form of Letter of Transmittal for Preferred Shares.
- (a)(1)(D)\* Form of Notice of Guaranteed Delivery for Common Shares.
- (a)(1)(E)\* Form of Notice of Guaranteed Delivery for Preferred Shares.
- (a)(1)(F)\* Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
- (a)(1)(G)\* Form of Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
- (a)(1)(H)\* Summary Advertisement

published in  
the Wall Street  
Journal on  
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(a)(5)(B)\* Press Release  
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Haemonetics  
and  
Acquisition  
Corp. on  
March 18,  
2010.

(a)(5)(C)\* Press Release  
issued by  
Haemonetics  
and  
Acquisition  
Corp. on  
March 25,  
2010.

(a)(5)(D) Press Release  
issued by  
Haemonetics  
and  
Acquisition  
Corp. on

April 1, 2010.

- (b) None.
- (d)(1)\* Agreement and Plan of Merger, dated as of January 31, 2010, by and among Haemonetics, Acquisition Corp. and Global Med (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Global Med with the SEC on February 2, 2010).
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Thomas F.  
Marcinek.

- (d)(2)(B)\* Tender and Support Agreement, dated as of January 31, 2010, by and among Haemonetics, Acquisition Corp. and Victory Park Special Situations Master Fund Ltd.
- (d)(3)(A)\* Employment Agreement, dated as of January 31, 2010, by and between Haemonetics and Michael I. Ruxin.
- (d)(3)(B)\* Employment Agreement, dated as of January 31, 2010, by and between Haemonetics and Thomas F. Marcinek.
- (d)(4)\* Confidentiality Agreement, dated as of March 30, 2009, by and between Haemonetics and Global Med.
- (d)(5)\* Letter agreement,



dated  
December 2,  
2009, by and  
between  
Global Med  
and  
Haemonetics.

(d)(6)\* Letter  
agreement,  
dated  
January 25,  
2010, by and  
between  
Global Med  
and  
Haemonetics.

(g) None.

(h) None.

\* Filed  
previously.