

SIRONA DENTAL SYSTEMS, INC.

Form 424B3

August 04, 2009

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Filed Pursuant to Rule 424(b)(3)

Registration No. 333-153092

**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED AUGUST 3, 2009**

### **Preliminary Prospectus Supplement**

(To Prospectus Dated May 18, 2009)

## **7,500,000 Shares**

### **Common Stock**

The selling stockholder is selling 7,500,000 shares of our common stock under this prospectus supplement.

Our common stock is listed on the NASDAQ Global Select Market under the symbol SIRO. The last reported sale price of our common stock on the NASDAQ Global Select Market on August 3, 2009 was \$28.00 per share.

	Per Share	Total
Public offering price	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds to the selling stockholder, before expenses	\$	\$

The selling stockholder has granted the underwriters an option for a period of 30 days from the date of this prospectus supplement to purchase up to 1,125,000 additional shares of common stock at the public offering price, less the underwriting discounts and commissions, to cover over-allotments, if any.

We expect that delivery of the shares will be made on or about August , 2009.

**See Risk Factors beginning on page S-10 and in the documents incorporated by reference herein, including our annual report on Form 10-K, to read about risks that you should consider before buying shares of our common stock.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

*Joint Book-Running Managers*

**J.P.Morgan**

**BofA Merrill Lynch**

*Co-Lead Manager*

**William Blair & Company**

*Co-Managers*

**Credit Suisse**

**Jefferies & Company**

The date of this prospectus supplement is August 3, 2009

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read this prospectus supplement and the accompanying prospectus together with additional information described below under the headings *Where You Can Find More Information* and *Incorporation of Certain Information by Reference*.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. See *Incorporation of Certain Information by Reference*.

**WHERE YOU CAN FIND MORE INFORMATION**

We are currently subject to the information requirements of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), and in accordance therewith file periodic reports, proxy statements and other information with the Securities and Exchange Commission (the *SEC*). You may read and copy (at prescribed rates) any such reports, proxy statements and other information at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. For further information concerning the SEC's Public Reference Room, you may call the SEC at 1-800-SEC-0330. Some of this information may also be accessed on the World Wide Web through the SEC's Internet address at <http://www.sec.gov>.

We have filed with the SEC a registration statement on Form S-3 with respect to the shares of common stock offered hereby. This prospectus supplement does not contain all the information set forth in the registration statement, parts of which are omitted in accordance with the rules and regulations of the SEC. Any statements made in this prospectus supplement concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the document or matter.

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**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

The SEC allows us to incorporate by reference information into this prospectus supplement, which means that we can disclose important information about us by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus supplement. This prospectus supplement incorporates by reference the documents and reports listed below (other than portions of these documents that are either (1) described in paragraphs (i), (k) and (l) of Item 402 of Regulation S-K promulgated by the SEC or (2) furnished under Item 2.02, Item 7.01 or Item 8.01 of a Current Report on Form 8-K):

our Annual Report on Form 10-K for the fiscal year ended September 30, 2008

our Quarterly Reports on Form 10-Q for the quarters ended December 31, 2008, March 31, 2009 and June 30, 2009

our Current Report on Form 8-K filed with the SEC on March 3, 2009

our Proxy Statement for the 2008 annual meeting of stockholders filed on January 28, 2009

We also incorporate by reference the information contained in all other documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than portions of these documents that are either (1) described in paragraphs (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or (2) furnished under Item 2.02, Item 7.01 or Item 8.01 of a Current Report on Form 8-K, unless otherwise indicated therein) after the date of this prospectus supplement and prior to the termination of this offering. The information contained in any such document will be considered part of this prospectus supplement from the date the document is filed with the SEC.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We undertake to provide without charge to any person, including any beneficial owner, to whom a copy of this prospectus supplement is delivered, upon oral or written request of such person, a copy of any or all of the documents that have been incorporated by reference in this prospectus supplement. Requests for such copies should be directed to Investor Relations, Sirona Dental Systems, Inc.; 30-30 47th Avenue, Suite 500; Long Island City, New York 11101 or via telephone at (718) 482-2011.

You should rely only on the information contained in this prospectus supplement, the attached prospectus, the documents incorporated by reference and any written communication from us specifying the final terms of the offering. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement is accurate as of the date on the front cover of this prospectus supplement only. Our business, financial condition, results of operations and prospects may have changed since that date.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain information set forth in this prospectus supplement and incorporated by reference in this prospectus supplement, in particular statements found under the caption Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, and in our Quarterly Reports on Form 10-Q, contains forward-looking statements within the meaning of the federal and state securities laws. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions and other information that is not historical information. In some cases, forward-looking statements can be identified by terminology such as believes, expects, intends, may, will, should, estimates, anticipates, or the negative of such terms or other comparable terminology, or by discussion of strategy. We may also make other forward-looking statements from time to time. All such subsequent forward-looking statements, whether written or oral, by us or on our behalf, are also expressly qualified by these cautionary statements.

All forward-looking statements, including without limitation, management's examination of historical operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs and projections will occur or be achieved. All forward-looking statements apply only as of the date made. Unless required by law, we undertake no obligation to update or revise forward-looking statements to reflect events or circumstances that have occurred since the date such statements were made or to reflect the occurrence of unanticipated events.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in, or contemplated by, this prospectus supplement. See Risk Factors for examples of factors, risks and uncertainties that could cause actual results to differ materially from those projected or assumed in our forward-looking statements. However, there may be other factors, including those discussed elsewhere in this prospectus supplement, which may cause our actual results to differ materially from the forward-looking statements. Any forward-looking statements should be considered in light of the risk factors specified in this prospectus supplement.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary does not contain all of the information that you should consider before investing in our common stock. You should read the entire prospectus supplement and the accompanying prospectus carefully, including the matters discussed under the caption *Risk Factors* and the detailed information and financial statements, in each case, included or incorporated by reference in this prospectus supplement and the accompanying prospectus. Unless the context otherwise indicates, the terms *Sirona*, *Company*, *we*, *us*, and *our* as used in this prospectus supplement refer to Sirona Dental Systems, Inc.*

**Our Company**

We are the leading manufacturer of high-quality, technologically advanced dental equipment, and are focused on developing innovative systems and solutions for dentists around the world. Our business has grown substantially over the past five years, driven by numerous high-tech product introductions and a continued build-out of our sales and service infrastructure. We generated revenues of \$757.1 million in the fiscal year ending September 30, 2008, with the U.S. market contributing 29.2% of revenue, or \$220.9 million, the German market contributing \$153.8 million, or 20.3%, and the rest of the world contributing 50.5% of revenue, or \$382.4 million.

We have a long tradition of innovation in the dental industry. We introduced the first dental electric drill 130 years ago, the first dental X-ray unit 100 years ago, the first dental computer-aided design/computer-aided manufacturing ( CAD/CAM ) system 23 years ago, and numerous other significant innovations in dentistry. Our track record of innovation continues today, with numerous recent product launches, including the CEREC AC unit (launched in January 2009), the Galileos Compact 3D imaging system (launched in July 2008), the TENEO treatment center (launched in July 2008) and the MCXL CAD/CAM milling unit (launched in March 2007).

**Our Segments**

We report our worldwide operations in four business segments:

**Dental CAD/CAM Systems.** We pioneered the application of CAD/CAM techniques in dentistry with the commercialization of our CEREC (CEramic REConstruction) method. CEREC is an in-office solution that enables dentists to produce high-quality restorations from ceramic materials and place them in a patient's mouth in a single appointment. To date, we have an installed base of over 25,000 CAD/CAM systems in dental offices worldwide. In the dental laboratory market we have a leading market position, with over 4,000 inLab CAD/CAM systems installed. Our inEos scanner offers our dental lab customers the means to capture a complete range of digital models in less than 10 seconds. In addition, we provide centralized CAD/CAM manufacturing through our infiniDent service; offer the most advanced digital impression system on the market (CEREC AC); possess the largest digital network for digital impressions and 3D models (CEREC Connect); and remain the only company to have successfully integrated CAD/CAM and 3D imaging technology.

**Imaging Systems.** Our Imaging Systems products comprise a broad range of equipment and technology for diagnostic imaging in the dental practice, including intraoral, panoramic and 3D imaging systems. Intraoral x-ray equipment typically takes images of one or a few teeth. Our panoramic models, which we market under the Orthophos XG line, produce images of the entire jaw structure and provide general practitioners and specialists with a wide variety of diagnostic capabilities. In July 2006 we introduced our GALILEOS Comfort 3D-imaging unit, and in July 2008 we launched GALILEOS Compact 3D-imaging unit, specifically tailored to meet the needs of the general practitioner. Today, three-dimensional imaging offers dentists unprecedented diagnostic and therapeutic options in the fields of surgery, prosthetics, orthodontics and restorative dentistry.

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**Treatment Centers.** Our Treatment Center products range from basic dentist chairs to sophisticated chair-based units with integrated diagnostic, hygiene and ergonomic functionalities, as well as specialist centers used for training purposes. Treatment centers are generally configured to meet the preferences of dentists within each region. Our treatment center configurations and system integration are designed to enhance productivity by creating a seamless workflow within the dental practice. We have treatment center design and production facilities in Germany, and we have also established low-cost manufacturing capabilities in China.

**Instruments.** Our Instruments products include high-tech, hand-held, power-operated handpieces for cavity preparation, endodontics, periodontology and prophylaxis. Special application devices that we recently launched include: SIROLaser, a versatile, compact, convenient diode laser that can be used in endodontics, periodontology and oral surgery; PerioScan, an all-in-one ultrasonic scaling unit, enabling both diagnosis and treatment of dental calculus with a single device; and SIROEndo, a root canal preparation unit that can be attached to any treatment center. Our instruments are often sold as packages in combination with treatment centers.

## **Our Industry**

We believe that we are favorably positioned to benefit from several trends in the global dental industry, including:

**Technological innovation.** New dental technologies offer improved dental care to patients, enable dentists to enhance productivity, increase profitability, and increase their control over the entire treatment process. Recent innovations in the dental industry include the digitization of the dental practice, digital radiography, 3D imaging, and CAD/CAM restorative dentistry. New techniques in restorative and implant dentistry require new types of equipment that support these advanced treatment methods.

**Increased use of CAD/CAM systems in restorative dentistry.** As a result of developments in CAD/CAM technology and improvements in ceramic dental restorative materials, the dental industry continues its shift to restorations created with CAD/CAM technology. For example, in-office dental CAD/CAM technology enables dentists to create high-quality restorations that offer patients the convenience of single-visit restorations. Dental CAD/CAM technology has also been adopted in the dental laboratory market due to increased precision, speed and quality.

**Shift to digital imaging.** The imaging segment continues to benefit from an industry wide shift away from film based dental imaging systems towards digital imaging systems. Digital imaging has a number of advantages over film, as dentists: are able to conduct improved diagnostic analyses; are exposed to significantly lower dosages of radiation; do not need to spend thousands of dollars on film each year; do not need to spend time developing film; do not need a dark room; do not need to buy and store chemicals; can shoot an X-ray during a procedure (not possible with film); can easily store and retrieve X-ray images; and can significantly increase their practice productivity.

**Large, underpenetrated markets.** Dental CAD/CAM and digital imaging remain largely underpenetrated markets given the value proposition they represent to a dentist. We estimate that dental CAD/CAM equipment is currently installed in only 9% of U.S. dental practices and 11% of German practices. We estimate that digital imaging equipment is used by a minority of dental practices in the U.S. We believe that ongoing technological advances and continued efforts to grow awareness can result in increased penetration of these technologies in the dental market.



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**Favorable demographic trends.** Growth in the worldwide population, coupled with increased life expectancy, has resulted in a growing elderly patient population. Older patients spend more on dental services and visit the dentist more regularly than do younger dental patients. In addition, increasing levels of disposable income around the world are driving increased dental expenditures, particularly preventive and cosmetic treatments.

**Growing patient focus on dental health and cosmetic appearance.** As a consequence of greater health awareness, patients have become more focused on retaining and improving the appearance of natural teeth. This trend has resulted in a reduction in the number of drill and fill treatments performed by dentists and an increase in the number of patients demanding cosmetic dentistry and specialized procedures to preserve and retain natural teeth longer.

### **Key Competitive Strengths**

As the technology leader in the dental equipment industry, we believe that we are uniquely positioned to benefit from favorable trends in our industry. We believe the following strengths provide us with a competitive advantage in the markets we serve:

**Technology leadership.** With over 200 engineers and scientists, we believe we have the largest research and development ( R&D ) team and R&D budget in the industry, and we continue to make a significant investment in our R&D activities. These investments have resulted in a steady stream of innovative and profitable new products, including digital imaging and dental CAD/CAM systems.

**Global leadership positions across all categories.** We believe that we have the largest global installed base of any dental equipment company. Over the past few years, we have increased our global footprint by building out our operations. Between fiscal 2004 and 2008, we increased revenues in non-U.S. and non-German markets from \$191 million to \$382 million. This growth was primarily driven by expansion of our sales and service infrastructure in various markets. We believe that our global sales and marketing, service and manufacturing infrastructure gives us a competitive advantage and will enable us to continue growing our business on a global basis.

**Comprehensive product portfolio with significant growth potential.** With the broadest product portfolio in the industry, we are the only company capable of fully outfitting and integrating a dental practice. Our R&D efforts continue to broaden our high-tech portfolio. For example, in March 2009, we introduced the Galileos/CEREC integration which combines 3D imaging and CAD/CAM technology, enabling general practitioners to place implants with ease and safety. Notably, we are the only company that offers both technologies.

**Strong relationships with key distribution partners and international dealer network.** We distribute our products globally to dental practices, clinics and laboratories through an international network of more than 300 distributors. Distributors typically cover both dental equipment and consumables and have regular contact with dentists. Our primary distributors in the U.S. are Patterson Companies, Inc. and Henry Schein, Inc. Outside of the U.S., Henry Schein, Inc. is our largest distributor. We work closely with our distribution partners to train their technicians and sales representatives to fully understand our product portfolio. We continually train over 5,000 sales and service professionals each year to ensure optimal marketing of our products and high standards of quality in after-sale service.

**Leading global brand.** We are widely recognized as the leading innovator in the dental industry. We possess significant first-mover advantage in the growing CAD/CAM market. We launched the category 23 years ago with the introduction of the CEREC 1 system. Since then, we have continued to improve the in-office chair-side CAD/CAM system with the introduction of CEREC 2 in 1994, CEREC 3 in 2000, CEREC 3D in 2005 (with new software that allowed dentists to visualize the restoration in three

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dimensions), MC XL milling unit in 2007 (a significantly faster and more precise unit), Biogeneric software in 2007 (new software which virtually eliminated the CAD portion of the CAD/CAM process), and the CEREC AC acquisition unit in 2009 (a fast, precise unit that allows the dentist to quickly and easily acquire 3D images, including multi-span restoration areas). To date, we have a worldwide installed base of over 25,000 CAD/CAM systems in dental offices and over 4,000 inLab systems in dental laboratories.

**Strong financial position.** Over the past five fiscal years, we have increased our revenues at a CAGR of 18% with a correspondingly significant increase in our profitability. We have made substantial progress deleveraging our balance sheet, and recently we announced early repayment of \$78 million in debt, six months ahead of schedule.

### **Business Strategy**

Our objective is to maintain our global leadership position and to expand our presence worldwide. To achieve this goal management is pursuing the following principal strategies:

**Maintain technological leadership through continued investments in R&D.** Technological innovation and leadership are essential to the success and competitiveness of all our products. We believe we continue to set the standard in new product development in the dental industry. Numerous examples, including our recent CEREC AC product launch, demonstrate our strong innovation track record. Our R&D efforts ensure that we continue to improve existing products by introducing additional features and expanding product functionality. Finally, we continue to optimize our cost structure by executing on our ongoing design to cost initiatives.

**Continue global expansion.** We continue to drive international expansion with differentiated strategies for individual regional markets. Over the last three years we have expanded our local presence and distribution channels globally by establishing new sales and service locations in selected markets, such as Japan, Australia, China, Italy, the U.K. and France.

**Drive increased penetration of advanced technologies in the dental industry.** We believe CAD/CAM and digital imaging are two of the most significant innovations in dentistry over the past several years. However, they remain fairly underpenetrated to date. Given the relatively low penetration rates of CAD/CAM and digital imaging technologies, we believe there exists a significant opportunity to expand usage by dental health professionals in the U.S. and internationally. We continue to focus on driving penetration and growth through our focused education efforts, as well as the expansion of our sales and service infrastructure in various markets around the world.

**Selectively pursue external investments.** We plan to continue augmenting our own R&D development efforts by selectively licensing and acquiring novel technologies and products which expand our product portfolio and our ability to service the needs of our customers. We may also selectively pursue partnerships or acquisitions that help us access new commercial markets and geographic regions.

### **Principal Shareholder**

Prior to the consummation of this offering, Sirona Holdings Luxco S.C.A. ( Luxco ) owned approximately 67.3% of our common stock. Following the consummation of this offering, Luxco will own approximately 53.6% of our common stock, assuming no exercise of the underwriters' over-allotment option.

Luxco is a Luxembourg-based holding entity controlled by a fund owned by Madison Dearborn Partners. Madison Dearborn is a leading private equity investment firm based in Chicago, Illinois. Madison Dearborn has raised investment funds with more than \$18 billion in limited partner commitments.



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Madison Dearborn focuses on investments in several specific industry sectors, including healthcare, basic industries (which includes companies in the utilities, chemicals, paper and packaging, natural resources, and general manufacturing and service industries), communications, consumer and financial services. Beecken Petty O Keefe, certain members of our management and certain of our directors and employees are investors in Luxco. For further information on Luxco, please see Selling Stockholder.

**Our Corporate Information**

We are a Delaware corporation. Our principal executive offices are located at 30-30 47th Avenue, Suite 500, Long Island City, New York 11101. The telephone number for our principal executive offices is (718) 482-2011. Our Internet address is <http://www.sirona.com>. We have not incorporated by reference into this prospectus the information on our website and you should not consider it to be a part of this document. Our website address is included in this document for reference only.

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**THE OFFERING**

Issuer	Sirona Dental Systems, Inc.
Shares of common stock offered by the selling stockholder	7,500,000 shares (8,625,000 shares if the underwriters' overallotment option is exercised in full).
Shares outstanding after consummation of the offering	The offering includes common stock outstanding and does not affect the 54,944,955 shares outstanding prior to the offering.
Use of proceeds	We will not receive any proceeds from the sale of stock by the selling stockholder.
The NASDAQ Global Select Market symbol	SIRO

**Risk Factors**

Before investing in our common stock, you should carefully read and consider the information set forth in the section of this prospectus supplement entitled "Risk Factors" and in the documents incorporated by reference herein, including our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, as amended.

Unless we specifically state otherwise, all information in this prospectus supplement assumes no exercise by the underwriters of their overallotment option to purchase 1,125,000 shares of common stock from the selling stockholder to cover overallotments.

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The following table presents our summary historical and other financial data, which you should read in conjunction with Use of Proceeds, Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and related notes included elsewhere or incorporated by reference in this prospectus supplement. The summary historical consolidated financial data for the fiscal years ended September 30, 2008, September 30, 2007 and September 30, 2006 have been derived from our audited financial statements which are incorporated by reference herein. The data for the nine-month periods ended June 30, 2009 and June 30, 2008 was derived from unaudited condensed and consolidated financial statements, which are incorporated by reference herein, which in our opinion contains all adjustments necessary for a fair statement of the interim financial data. Results for interim periods are not necessarily indicative of results that may be expected for a full fiscal year. Historical results are not necessarily indicative of the results expected in the future.

On September 25, 2005, Schick Technologies, Inc., a Delaware Corporation ( Schick ), which on June 20, 2006 was renamed Sirona Dental Systems, Inc., entered into an Exchange Agreement with Luxco and Sirona Holding GmbH ( Sirona Holding ) providing for the issuance of 36,972,480 shares of Schick common stock to Luxco in exchange for Luxco's entire economic interest in Sirona Holding, which consisted of all of the issued and outstanding share capital of Sirona Holding and the existing indebtedness of Sirona Holding owed to Luxco in the principal amount of Euro 151 million plus accrued interest (the Exchange ). The Exchange closed on June 20, 2006. For accounting purposes, the Exchange is accounted for as a reverse acquisition of Schick by Sirona Holding. The historical financial statements of Sirona Holding and its predecessors and the historical financial statements of the Company, and the acquisition by Sirona Holding of the assets and liabilities of Schick, are accounted for under the purchase method of accounting. Results of operations of Schick and its wholly owned subsidiary have been included in our financial statements from June 20, 2006, the effective date of the Exchange.

	(Unaudited) Nine Months Ended June 30,		Year Ended September 30,		
	2009	2008	2008	2007	2006
	(numbers in thousands except per share data)				
<b>Statement of Operations Data:</b>					
Revenue	\$ 525,123	\$ 576,505	\$ 757,111	\$ 659,949	\$ 520,604
Cost of sales	271,009	312,286	411,489	355,475	278,685
Gross profit	254,114	264,219	345,622	304,474	241,919
Operating expenses/(income):					
Selling, general and administrative expense	166,907	180,238	242,293	203,597	148,715
Research and development	30,998	37,504	48,744	46,945	33,107
Provision for doubtful accounts and notes receivable	867	355	824	217	348
Write off of in-process research and development					6,000
Net other operating (income)/expense	(5,072)	(7,500)	(10,000)	(162)	1,733
Operating income/(loss)	60,414	53,622	63,761	53,877	52,016
Non-operating expense, net	24,134	4,183	24,825	32,100	43,683
Income/(loss) before income taxes and minority interest	36,280	49,439	38,936	21,777	8,333
Income tax provision/(benefit)	9,045	14,832	9,337	(34,877)	7,360
Minority interest	613	(17)	160	185	218
Net income/(loss)	\$ 26,622	\$ 34,624	\$ 29,439	\$ 56,469	\$ 755
Basic earnings (loss) per share	\$ 0.49	\$ 0.63	\$ 0.54	\$ 1.03	\$ 0.02
Basic weighted average shares	54,861,885	54,785,915	54,797,493	54,701,997	41,884,704
Diluted earnings (loss) per share	\$ 0.48	\$ 0.63	\$ 0.53	\$ 1.02	\$ 0.02
Diluted weighted average shares	55,198,333	55,278,246	55,287,095	55,538,462	42,206,637

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	(Unaudited) Nine Months Ended June 30,		Year Ended September 30,		
	2009	2008	2008	2007	2006
	(numbers in thousands except per share data)				
<b>Other Data:</b>					
Net cash provided by operating activities	\$ 75,411	\$ 50,942	\$ 94,685	\$ 79,175	\$ 96,714
Net cash used in investing activities	(9,697)	(27,371)	(36,794)	(37,531)	(6,317)
Net cash used in financing activities	(79,594)	(9,219)	(8,538)	(29,588)	(78,493)