

HEALTHTRONICS, INC.  
Form SC TO-C  
May 07, 2010

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

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**HealthTronics, Inc.**

(Name of Subject Company (Issuer))

**HT Acquisition Corp.**

**and**

**Endo Pharmaceuticals Holdings Inc.**

(Names of Filing Persons (Offerors))

**Common Stock, without par value per share**

(Title of Class of Securities)

42222L107

(CUSIP Number of Class of Securities)

**Caroline B. Manogue**

**Executive Vice President,**

**Chief Legal Officer and Secretary**

**HT Acquisition Corp.**

**100 Endo Boulevard**

**Chadds Ford, Pennsylvania 19317**

**(610) 558-9800**

(Name, Address and Telephone Numbers of Person Authorized

to Receive Notices and Communications on Behalf of Filing Persons)

*Copy to:*

**Eileen T. Nugent, Esq.**

**Brandon Van Dyke, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**4 Times Square**

**New York, New York 10036**

**(212) 735-3000**

**CALCULATION OF FILING FEE**

**Transaction Valuation**  
Not applicable

**Amount of Filing Fee**  
Not applicable

.. 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.

¢ 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:

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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:

**ITEM 12. EXHIBITS.**

99.(a)(1) Script for Conference Call with Blaine Davis, David Holveck and James Whittenburg, dated May 5, 2010