

GLOBAL MED TECHNOLOGIES INC

Form SC TO-T/A

March 11, 2010

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE TO
(Amendment No. 3)**

**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.
- b 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 Previously Paid: \$5,233
Form or Registration No.:
Schedule TO

Filing Party: Haemonetics Corporation and Atlas Acquisition Corp.
Date Filed: February 19, 2010

- 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:

TABLE OF CONTENTS

ITEM 4. TERMS OF THE TRANSACTION

ITEM 11. ADDITIONAL INFORMATION.

SIGNATURES

Table of Contents

This Amendment No. 3 (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 that certain Amendment No. 1 to the Schedule TO filed with the SEC on February 25, 2010 and that certain Amendment No. 2 to the Schedule TO filed with the SEC on March 9, 2010 (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.

ITEM 4. TERMS OF THE TRANSACTION

The Offer to Purchase, incorporated by reference in its entirety into Item 4(a) of the Schedule TO, is hereby amended as set forth in Item 11 of this Amendment.

ITEM 11. ADDITIONAL INFORMATION.

The information incorporated by reference into Item 11(a)(5) of the Schedule TO is amended by the following amendment to the Offer to Purchase:

THE TENDER OFFER Section 17 (Legal Proceedings)

The text of the last paragraph of this section is hereby deleted in its entirety and replaced by the following:

On March 9, 2010, the Plaintiff, Plaintiff Sham and Plaintiff O'Brien (together, the Consolidated Plaintiffs), having sought consolidation of the Action, the JFS Action and the O'Brien Action pending in the District Court Jefferson County in Golden, Colorado, jointly filed in each of these three purported class actions an amended class action complaint against the Defendants (the Amended Complaint). On March 10, 2010, the court entered an order consolidating the three actions. The consolidated action is captioned *In re Global Med Technologies, Inc. Shareholder Litigation*, Case No. 2010CV673. The Amended Complaint aggregates and restates the allegations and causes of action of the Action, the JFS Action and the O'Brien Action. Additionally, the Consolidated Plaintiffs claim that the director Defendants breached their fiduciary duties to Global Med's stockholders by failing to make allegedly material disclosures to the stockholders in Global Med's Schedule 14D-9 concerning additional details underlying the fairness opinion of St. Charles Capital, LLC delivered to Global Med and certain background information. Further, the Amended Complaint alleges that the director Defendants approved the proposed transaction in order to provide liquidity to Global Med's largest stockholder. Based on these allegations, the Amended Complaint seeks judgment that, among other relief: (1) provides injunctive relief that preliminarily and permanently enjoins the Offer; (2) rescinds the Offer if it is consummated; (3) directs the

Table of Contents

Defendants to account to the Plaintiff and other members of the class for all damages and any profits and other special benefits allegedly obtained by the Defendants as a result of director Defendants' alleged breaches of their fiduciary duties; and (4) awards the Consolidated Plaintiffs the costs of the action, including fees and expenses of the Consolidated Plaintiffs' attorneys and experts. We and Haemonetics believe that the Amended Complaint is without merit and plan to vigorously defend against it.

We, Haemonetics and Global Med are not aware of any material pending legal proceeding, other than as set forth in this Offer to Purchase, relating to the Offer or the Merger.

The Offer to Purchase, incorporated by reference in its entirety into Item 11(b) of the Schedule TO, is hereby amended as set forth in this Item 11 of this Amendment.

Table of Contents

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: March 11, 2010

By: /s/ Brian P. Concannon
Name: Brian P. Concannon
Title: *President and Chief Executive Officer*

ATLAS ACQUISITION CORP.

Dated: March 11, 2010

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