

SONOSITE INC
Form SC TO-C
December 15, 2011

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

SONOSITE, INC.
(Name of Subject Company)

SALMON ACQUISITION CORPORATION
FUJIFILM HOLDINGS CORPORATION
(Names of Filing Persons (Purchasers))

Common Stock, Par Value \$.01 Per Share
(Title of Class of Securities)
83568G104
(CUSIP Number of Class of Securities)

Kenji Sukeno
General Manager, Subsidiary Management & M&A Group
Corporate Planning Division
FUJIFILM Holdings Corporation
9-7-3, Akasaka, Minato-ku, Tokyo 107-0052, Japan
Tel: +81-3-6271-1111
Fax: +81-3-6271-1135

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

Copy to:

Clare O'Brien	Kenneth J. Lebrun
Shearman & Sterling LLP	Shearman & Sterling LLP
599 Lexington Avenue	2-2-2 Uchisaiwaicho, 5F
New York, New York 10022	Chiyoda -ku, Tokyo, 100-0011
+1-212-848-4000	+81-3-5251-1601

CALCULATION OF FILING FEE

Transaction Valuation*
Not Applicable

Amount of Filing Fee*
Not Applicable

- * A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before commencement of a tender offer.
- £ 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

Edgar Filing: SONOSITE INC - Form SC TO-C

date of its filing.

Amount Previously Paid: Not Filing Party: Not Applicable
Applicable

Form or Registration No.: Not Date Filed: Not Applicable
Applicable

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

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

R 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: £

INDEX TO EXHIBITS

Exhibit Number	Descriptions
99.1	Joint Press Release, issued by FUJIFILM Holdings Corporation (“Fujifilm”) and Sonosite, Inc. (“Sonosite”) on December 15, 2011.
99.2	English translation of the press release filed by Fujifilm with the Tokyo Stock Exchange on December 15, 2011.
99.3	Materials for Fujifilm’s Investor Presentation on December 15, 2011.
99.4	Fujifilm’s announcement of a press conference dated December 15, 2011.
99.5	Fujifilm’s message to Sonosite Employees dated December 15, 2011.
