

SIRONA DENTAL SYSTEMS, INC.  
Form SC TO-I/A  
March 31, 2009

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

**AMENDMENT NO. 1 TO**  
**SCHEDULE TO**  
**(Rule 13e-4)**

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

**SIRONA DENTAL SYSTEMS, INC.**

(NAME OF SUBJECT COMPANY (ISSUER) AND FILING PERSON (OFFEROR))

**OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
**WITH AN EXERCISE PRICE EQUAL TO \$25.10 PER SHARE**

(TITLE OF CLASS OF SECURITIES)

**82966C103**

(CUSIP NUMBER OF CLASS OF SECURITIES)

**JONATHAN FRIEDMAN, ESQ.**

**GENERAL COUNSEL**

**30-30 47<sup>TH</sup> AVENUE, SUITE 500**

**LONG ISLAND CITY, NEW YORK 11101**

**(718) 482-2011**

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE

NOTICES AND COMMUNICATIONS ON BEHALF OF THE FILING PERSON)

***COPY TO:***

**STEVEN I. SUZZAN, ESQ.**

**FULBRIGHT & JAWORSKI L.L.P.**

**666 FIFTH AVENUE**

**NEW YORK, NEW YORK 10103**

**(212) 318-3000**

**CALCULATION OF FILING FEE**

**TRANSACTION VALUATION\***

\$3,909,000

**AMOUNT OF FILING FEE\***

\$153.62

\* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 1,628,750 shares of common stock of Sirona Dental Systems, Inc. having an aggregate value of \$3,909,000 as of February 27, 2009, will be surrendered and/or cancelled pursuant to this offer. The aggregate value of such options was calculated based on a Black-Scholes valuation model. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$39.30 per million dollars of the value of the transaction.

Check 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.



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Amount Previously Paid:  
Form or Registration No.:

\$153.62  
Schedule TO

Filing party:  
Date Filed:

Sirona Dental Systems, Inc.  
March 2, 2009

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:

**INTRODUCTORY STATEMENT**

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on March 2, 2009 ( Schedule TO ) by Sirona Dental Systems, Inc., a Delaware corporation (the Company ), relating to the offer (the Offer ) by the Company to its eligible employees, consultants and a director to exchange certain stock options to purchase shares of its common stock, par value \$0.01 per share, with exercise prices equal to \$25.10 per share, issued and outstanding under the Sirona Dental Systems, Inc. 1996 Stock Option Plan, for replacement options issued under the Sirona Dental Systems, Inc. Equity Incentive Plan representing the right to purchase fewer shares at an exercise price equal to the closing price of the Company s common stock on the NASDAQ Global Select Market on the date of grant. The Offer is being made upon the terms and conditions set forth in the Offering Memorandum dated March 2, 2009 (the Offering Memorandum ) and the related Form of Sirona Stock Option Exchange Program Election Form ( Election Form ), copies of which were previously filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii) thereto, respectively.

The information in the Offering Memorandum is hereby amended and supplemented to the extent specifically provided herein. This Amendment No. 1 is made for the purpose of reporting the results of the Offer.

**Item 4. Terms of the Transaction.**

Item 4 of the Schedule TO is hereby amended and supplemented to include the following:

The Offer expired at 11:59 p.m., EDT, on Monday, March 30, 2009. Pursuant to the Offer, the Company accepted for exchange options to purchase an aggregate of 1,619,750 shares of its common stock, representing 99.4% of the 1,628,750 shares underlying the options that were eligible to be tendered in the Offer. In accordance with the terms and conditions of the Offer, effective March 30, 2009 the Company granted replacement options to purchase 988,325 shares of common stock with an exercise price of \$14.09 per share in exchange for such tendered options.

**SIGNATURE**

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.

Dated: March 31, 2009

SIRONA DENTAL SYSTEMS, INC.

By: /s/ Jonathan I. Friedman  
Jonathan I. Friedman

General Counsel