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SPECTRA PHYSICS LASERS INC
Form SC 13D/A
February 22, 2001

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Spectra-Physics Lasers, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

847568 10 2

(CUSIP Number)

Seth H. Hoogasian, Esq.
General Counsel
(781) 622-1000

Thermo Electron Corporation
81 Wyman Street
Waltham, MA 02454-9046

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

February 21, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

1

NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thermo Electron Corporation

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IRS No. 04-2209186

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|---|--|
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <div style="text-align: right;"> (a) [] (b) [x] </div> |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | SOURCE OF FUNDS* OO |
| ----- | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <div style="text-align: right;">[]</div> |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware |
| ----- | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 13,000,000 |
| ----- | |
| | 8 SHARED VOTING POWER 0 |
| ----- | |
| | 9 SOLE DISPOSITIVE POWER 13,000,000 |
| ----- | |
| | 10 SHARED DISPOSITIVE POWER 0 |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,000,000 |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <div style="text-align: right;">[]</div> |
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 78.1% |
| ----- | |

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TYPE OF REPORTING PERSON *

CO

Thermo Electron Corporation hereby amends its statement on Schedule 13D relating to the shares (the "Shares") of common stock, par value \$0.01 per share, of Spectra-Physics Lasers, Inc. (the "Issuer"), as set forth below.

Item 2. Identity and Background

Item 2 is hereby amended and restated to read as follows:

This Amendment is being filed by Thermo Electron Corporation (the "Reporting Person"), pursuant to Rule 13d-2, to reflect the change of information previously reported under Items 4, 5 and 7 of the initial Schedule 13D. The Reporting Person holds the Shares of the Issuer that are the subject of this Amendment through one or more wholly-owned subsidiaries. As of the date of this Amendment, 13,000,000 Shares were held by Spectra-Physics AB, which is a wholly-owned subsidiary of the Reporting Person.

The Reporting Person develops, manufactures and markets technology-based instruments, components and systems serving multiple markets, including, without limitation, life sciences, telecommunications and food, drug and beverage production. The Reporting Person also develops, manufactures and markets diagnostic and monitoring products serving the healthcare industry as well as systems, equipment and accessories for the paper-making and paper recycling industries.

The principal business address and principal office address of the Reporting Person, a Delaware corporation, is 81 Wyman Street, Waltham, Massachusetts 02454-9046.

Appendix A attached to this Amendment sets forth with respect to each executive officer and director of the Reporting Person his or her (a) name; (b) residence or business address; (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; and (d) citizenship. To the knowledge of the Reporting Person, there is no person who may be deemed to be a controlling person of the Reporting Person.

During the last five years, neither the Reporting Person nor (to the knowledge of the Reporting Person) any executive officer or director of the Reporting Person has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

During the last five years, neither the Reporting Person nor (to the knowledge of the Reporting Person) any executive officer or director of the Reporting Person has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in a judgement, decree or final order (i) enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or (ii) finding a violation with respect to such laws.

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Item 4. Purpose of Transaction

Item 4 is hereby amended and restated in its entirety as follows:

On February 22, 1999, Thermo Instrument Systems Inc. ("Thermo Instrument"), a subsidiary of the Reporting Person, concluded a tender offer for all of the outstanding shares of Spectra-Physics AB, a publicly traded company with its shares listed on the Stockholm Stock Exchange and the parent company of the Issuer. As of such date, Thermo Instrument had purchased and received acceptances for approximately 17.3 million, or approximately 98 percent, of all of the outstanding Spectra-Physics AB shares. Subsequent to February 22, 1999, Thermo Instrument acquired the remaining outstanding shares under the compulsory acquisition rules applicable to Swedish companies.

As a consequence of Thermo Instrument's acquisition of the outstanding shares of Spectra-Physics AB, the Reporting Person has become the ultimate beneficial owner of all of the Shares of the Issuer owned by Spectra-Physics AB.

The Reporting Person has no present plans or proposals which relate to or would result in any extraordinary corporate transaction, such as a merger, reorganization, liquidation, or sale or transfer of a material amount of assets involving the Issuer, or any material changes in the Issuer's capitalization, dividend policy, corporate structure, business or the composition of its board of directors, although the Reporting Person does not rule out the possibility of effecting or seeking to effect such actions in the future. The Reporting Person intends to continue to cause a majority of the members of the Issuer's board of directors to consist of the Reporting Person's designees. The Reporting Person also may, from time to time, loan money to the Issuer in such a manner and in such amounts as it and the Issuer determine to be appropriate.

The Reporting Person has no present plans or proposals to make purchases or sales of Shares or other securities of the Issuer, although the Reporting Person does not rule out the possibility of effecting or seeking to effect such actions in the future in such manner and in such amounts as it determines to be appropriate.

Except as set forth in this Item 4 and Item 6, neither the Reporting Person nor, to the Reporting Person's knowledge, any of the executive officers or directors of the Reporting Person has any current plans or proposals which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D, although the Reporting Person and such other persons do not rule out the possibility of effecting or seeking to effect any such actions in the future. In determining whether to do so, the Reporting Person will consider various relevant factors, including its evaluation of the Issuer's business, prospects and financial condition, amounts and prices of available securities of the Issuer, the market for the Issuer's securities, other opportunities available to the Reporting Person and general market and economic conditions.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) The Shares beneficially owned by the Reporting Person consist of 13,000,000 Shares, or approximately 78.1% of the outstanding Shares, owned by Spectra-Physics AB. To the knowledge of the Reporting Person, the executive officers and directors of the Reporting Person beneficially own no Shares.

(b) The Reporting Person has the sole power to vote and dispose of the Shares beneficially owned by it.

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(c) As described in Item 4, the Reporting Person has purchased all of the outstanding shares of Spectra-Physics AB, which purchases resulted in the Reporting Person becoming the ultimate beneficial owner of 80.4% of the Issuer's Shares owned by Spectra-Physics AB. Subsequently, the Issuer has issued additional Shares, which has diluted the Reporting Person's beneficial ownership to 78.1%. The Reporting Person has effected no transactions in the Shares during the past 60 days and, to the knowledge of the Reporting Person, the executive officers and directors of the Reporting Person have effected no transactions in the Shares during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and restated in its entirety as follows:

Not applicable.

Signature

After reasonable inquiry and to the best of its knowledge and belief, the Reporting Person certifies that the information set forth in this statement is true, complete and correct.

Date: February 21, 2001

THERMO ELECTRON CORPORATION

By: /s/ Theo Melas-Kyriazi

Theo Melas-Kyriazi
Chief Financial Officer and Vice President

Appendix A is hereby amended and restated in its entirety as follows:

APPENDIX A

The following individuals are executive officers or directors of Thermo Electron Corporation ("Thermo Electron"). Unless otherwise noted, all such individuals are citizens of the United States. Unless otherwise noted, the business address of each executive officer and director of Thermo Electron is 81 Wyman Street, Waltham, Massachusetts 02454-9046.

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Samuel W. Bodman, III:

Director, Thermo Electron

Dr. Bodman is the Chairman of the Board and Chief Executive Officer of Cabot Corporation, a manufacturer of specialty chemicals and materials. His business address is Two Seaport Lane, Suite 1300, Boston, Massachusetts 02210-2019.

Peter O. Crisp:

Director, Thermo Electron

Mr. Crisp was, until September 1997, a General Partner of Venrock Associates, a venture capital investment firm.

Elias P. Gyftopoulos:

Director, Thermo Electron

Dr. Gyftopoulos is Professor Emeritus of the Massachusetts Institute of Technology. His business address is Massachusetts Institute of Technology, Room 24-111, 77 Massachusetts Avenue, Cambridge, Massachusetts 02139.

Frank Jungers:

Director, Thermo Electron

Mr. Jungers is a consultant on business and energy matters. His business address is 822 NW Murray, PMB 242, Portland, Oregon 97229.

Jim P. Manzi:

Director, Thermo Electron

Mr. Manzi is a private entrepreneur involved in a number of technology start-up ventures primarily related to the Internet.

Robert A. McCabe:

Director, Thermo Electron

Mr. McCabe is the President of Pilot Capital Corporation, a firm specializing in private investment and acquisition services. His business address is Pilot Capital Corporation, 444 Madison Avenue, Suite 2103, New York, New York 10022.

Robert W. O'Leary:

Director, Thermo Electron

Mr. O'Leary is a consultant on healthcare matters and, until October 2000, was the President and Chief Executive Officer of PacifiCare Health Systems, Inc., a managed health service corporation.

Hutham S. Olayan:

Director, Thermo Electron

Ms. Olayan is the President and a director of Olayan America Corporation and the President of Competrol Real Estate Limited, firms engagement in advisory services and private real estate investments. Her business address is Suite 1100, 505 Park Avenue, New York, New York 10022.

Richard F. Syron:

Director, Chairman of the Board
and Chief Executive Officer,
Thermo Electron

Marijn E. Dekkers:

Director, President and Chief
Operating Officer, Thermo Electron

Mr. Dekkers is a citizen of The Netherlands.

Guy Broadbent:

Vice President, Thermo Electron;
President, Optical Technologies

Mr. Broadbent is a citizen of the United Kingdom.

Barry S. Howe:

Vice President, Thermo Electron;

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|---|---|
| | President, Measurement and Control |
| Colin Maddix: | Vice President, Thermo Electron; President, Life Sciences |
| Seth H. Hoogasian: | Vice President and General Counsel, Thermo Electron |
| Theo Melas-Kyriazi: | Vice President and Chief Financial Officer, Thermo Electron |
| Mr. Melas-Kyriazi is a citizen of Greece. | |
| Peter E. Hornstra: | Corporate Controller and Chief Accounting Officer, Thermo Electron |