

SIRONA DENTAL SYSTEMS, INC.

Form 4

February 23, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sirona Holdings Luxco S.C.A.

2. Issuer Name and Ticker or Trading Symbol
SIRONA DENTAL SYSTEMS, INC. [SIRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
412F, ROUTE D'ESCH,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2010

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

L-1030, N4 NONE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/22/2010 | | S | V | 7,000,000 | D | \$ 35 14,247,480 D ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sirona Holdings Luxco S.C.A. 412F, ROUTE D'ESCH L-1030, N4 NONE | | X | | |
| Sirona Holdings S.A. 412F, ROUTE D'ESCH L-1030 N4 | | X | | |
| MDCP GLOBAL AGGREGATOR, L.P. C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602 | | X | | |
| MDP Global Investors LTD C/O WALKERS SPV LIMITED, WALKER HOUSE PO BOX 908GT, MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 | | X | | |

Signatures

| | |
|--|------------|
| Sirona Holdings Luxco S.C.A., by Sirona Holdings S.A., its Manager, by /s/ Timothy Sullivan, its "A" Director | 02/23/2010 |
| __Signature of Reporting Person | Date |
| Sirona Holdings S.A., by /s/ Timothy Sullivan, its "A" Director | 02/23/2010 |
| __Signature of Reporting Person | Date |
| MDCP Global Aggregator, L.P., by MDP Global Investors Limited, its General Partner, by /s/ Timothy Sullivan, its Managing Director | 02/23/2010 |
| __Signature of Reporting Person | Date |
| MDP Global Investors Limited, by /s/ Timothy Sullivan, its Managing Director | 02/23/2010 |

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The following entities may be deemed to have a beneficial interest in the Common Stock held by Sirona Holdings Luxco S.C.A. ("Luxco"): Sirona Holdings S.A. ("Luxco Manager"), by virtue of its being the sole manager of Luxco; MDCP Global Aggregator, L.P.

- (1) ("MDCP Global Aggregator") by virtue of its being the controlling shareholder of Luxco, and MDP Global Investors Limited, by virtue of its being the sole general partner of MDCP Global Aggregator. Each of MDCP Global Aggregator and MDP Global Investors Limited disclaims beneficial ownership of any shares directly held by Luxco except to the extent of their respective pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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