

Edgar Filing: Flynn James E - Form SC 13G/A

Flynn James E  
Form SC 13G/A  
February 13, 2009

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 2) \*

SOMANETICS CORPORATION

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

834445405

-----  
(CUSIP Number)

December 31, 2008

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 13 Pages)

-----  
\* The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

CUSIP No. 834445405

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-----  
1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Capital, L.P.

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
5. SOLE VOTING POWER

0

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. SHARED VOTING POWER

0

-----  
7. SOLE DISPOSITIVE POWER

0

-----  
8. SHARED DISPOSITIVE POWER

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* |\_\_|

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

-----  
12. TYPE OF REPORTING PERSON\*

PN

-----  
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-----  
1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Partners, L.P.

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) |\_\_|

(b) |X|

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

-----

5. SOLE VOTING POWER

0

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. SHARED VOTING POWER

0

-----

7. SOLE DISPOSITIVE POWER

0

-----

8. SHARED DISPOSITIVE POWER

0

-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* |\_\_|

-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

-----

12. TYPE OF REPORTING PERSON\*

PN

-----

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-----

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund, L.P.

-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_\_|  
(b) |X|

-----

3. SEC USE ONLY

-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

5. SOLE VOTING POWER

0

-----

NUMBER OF

6. SHARED VOTING POWER

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SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0  
-----  
7. SOLE DISPOSITIVE POWER  
-----  
0  
-----  
8. SHARED DISPOSITIVE POWER  
-----  
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* |\_\_|

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

12. TYPE OF REPORTING PERSON\*  
PN

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Deerfield Management Company, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_\_|  
(b) |X|

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

5. SOLE VOTING POWER  
-----  
0  
-----  
6. SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0  
-----  
7. SOLE DISPOSITIVE POWER  
-----  
0  
-----  
8. SHARED DISPOSITIVE POWER

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0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON\*

PN

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield International Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

-----  
12. TYPE OF REPORTING PERSON\*

CO  
-----

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-----  
1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund International Limited  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands  
-----

5. SOLE VOTING POWER

0  
-----

NUMBER OF  
SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

6. SHARED VOTING POWER

0  
-----

7. SOLE DISPOSITIVE POWER

0  
-----

8. SHARED DISPOSITIVE POWER

0  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

-----  
12. TYPE OF REPORTING PERSON\*  
-----

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

James E. Flynn

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6. SHARED VOTING POWER

0

EACH  
REPORTING  
PERSON  
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON\*

IN

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CUSIP No. 834445405

Item 1(a). Name of Issuer:

SOMANETICS CORPORATION

Item 1(b). Address of Issuer's Principal Executive Offices:

1653 East Maple Road  
Troy, Michigan 48083-4208

Item 2(a). Name of Person Filing:

James E. Flynn, Deerfield Capital, L.P., Deerfield Partners, L.P.,  
Deerfield Special Situations Fund, L.P., Deerfield Management  
Company, L.P., Deerfield International Limited, Deerfield Special  
Situations Fund International Limited

Item 2(b). Address of Principal Business Office, or if None, Residence:

James E. Flynn, Deerfield Capital, L.P., Deerfield Partners, L.P.,  
Deerfield Special Situations Fund, L.P., Deerfield Management  
Company, L.P., 780 Third Avenue, 37th Floor, New York, NY 10017  
Deerfield International Limited, Deerfield Special Situations  
International Limited c/o Bisys Management, Bison Court,  
Columbus Centre, P.O. Box 3460, Road Town, Tortola, British Virgin  
Islands

Item 2(c). Citizenship:

Mr. Flynn - United States citizen  
Deerfield Capital, L.P., Deerfield Partners, L.P. and Deerfield  
Special Situations Fund, L.P. - Delaware limited partnerships  
Deerfield Management Company, L.P. - New York limited partnership  
Deerfield International Limited and Deerfield Special Situations  
International Limited - British Virgin Islands corporations

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

834445405

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b)  
or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);



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- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G);

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- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Deerfield Capital, L.P. - 0 shares  
Deerfield Partners, L.P. - 0 shares  
Deerfield Special Situations Fund, L.P. - 0 shares  
Deerfield Management Company, L.P. - 0 shares  
Deerfield International Limited - 0 shares  
Deerfield Special Situations International Limited - 0 shares  
James E. Flynn - 0 shares

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(b) Percent of class:

Deerfield Capital, L.P. - 0%  
Deerfield Partners, L.P. - 0%  
Deerfield Special Situations Fund, L.P. - 0%  
Deerfield Management Company, L.P. - 0%  
Deerfield International Limited - 0%  
Deerfield Special Situations International Limited - 0%  
James E. Flynn - 0%

---

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:	All Reporting Persons 0
(ii) Shared power to vote or to direct the vote	Deerfield Capital, L.P. - 0 Deerfield Partners, L.P. - 0 Deerfield Special Situations Fund, L.P. - 0 Deerfield Management Company, L.P. - 0 Deerfield International

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Limited - 0  
Deerfield Special  
Situations Fund  
International  
Limited - 0  
James E. Flynn - 0  
-----

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(iii) Sole power to dispose or to direct the disposition of

All Reporting  
Persons - 0  
-----

(ii) Shared power to vote or to direct the vote

Deerfield Capital,  
L.P. - 0  
Deerfield Partners,  
L.P. - 0  
Deerfield Special  
Situations Fund,  
L.P. - 0  
Deerfield  
Management Company,  
L.P. - 0  
Deerfield  
International  
Limited - 0  
Deerfield Special  
Situations Fund  
International  
Limited - 0  
James E. Flynn - 0  
-----

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following |X|.

-----  
Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A  
-----

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule,

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pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit B

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certifications.

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

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SIGNATURE

After reasonable 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.

DEERFIELD CAPITAL, L.P.

By: J.E. Flynn Capital LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

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DEERFIELD PARTNERS, L.P.

By: Deerfield Capital, L.P.

By: J.E. Flynn Capital LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Capital, L.P.

By: J.E. Flynn Capital LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Flynn Management LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Flynn Management LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

JAMES E. FLYNN

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/s/ Darren Levine

-----  
Darren Levine, Attorney-In-Fact

Date: February 12, 2009

Exhibit List

Exhibit A. Joint Filing Agreement.

Exhibit B. Item 8 Statement.

Exhibit C (1). Power of Attorney.

(1) Previously filed as Exhibit 24 to a Form 4 with regard to PAR Pharmaceutical Companies, Inc. filed with the Commission on February 1, 2007 by Deerfield Capital L.P.; Deerfield Partners, L.P.; Deerfield Management Company, L.P.; Deerfield International Limited; Deerfield Special Situations Fund, L.P.; Deerfield Special Situations Fund International Limited; and James E. Flynn.

Exhibit A

Agreement

The undersigned agree that this Schedule 13G, and all amendments thereto relating to the Common Stock of Somanetics Corporation shall be filed on behalf of the undersigned.

DEERFIELD CAPITAL, L.P.

By: J.E. Flynn Capital LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.

By: Deerfield Capital, L.P.

By: J.E. Flynn Capital LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Capital, L.P.

By: J.E. Flynn Capital LLC,  
General Partner

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By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Flynn Management LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Flynn Management LLC,  
General Partner

By: /s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

JAMES E. FLYNN

/s/ Darren Levine  
-----  
Darren Levine, Attorney-In-Fact

Exhibit B

Due to the relationships between them, the reporting persons hereunder may be deemed to constitute a "group" with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.