

ONEX PARTNERS LP
Form 3
December 15, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>ONEX PARTNERS LP</p> <p>(Last) (First) (Middle)</p> <p>C/O ONEX INVESTMENT CORPORATION, 712 FIFTH AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/15/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Emergency Medical Services CORP [EMS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security</p> <p>(Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p>	<p>3. Ownership Form:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security</p> <p>(Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date</p> <p>(Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security</p> <p>(Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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			Shares		or Indirect (I) (Instr. 5)	
LP Exchangeable Units ⁽¹⁾	12/20/2005	Â ⁽³⁾	Class A Common Stock	17,226,723 ⁽⁴⁾	\$ ⁽²⁾	D Â
LP Exchangeable Units ⁽¹⁾	12/20/2005	Â ⁽³⁾	Class A Common Stock	11,106,924 ⁽⁵⁾	\$ ⁽²⁾	D Â
LP Exchangeable Units ⁽¹⁾	12/20/2005	Â ⁽³⁾	Class A Common Stock	32,107,523	\$ ⁽²⁾	I See Footnote ⁽⁶⁾
LP Exchangeable Units ⁽¹⁾	12/20/2005	Â ⁽³⁾	Class A Common Stock	32,107,523	\$ ⁽²⁾	I See Footnote ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEX PARTNERS LP C/O ONEX INVESTMENT CORPORATION 712 FIFTH AVENUE NEW YORK, NY 10019	Â	Â X	Â	Â
Onex Partners LLC 421 LEADER STREET MARION, OH 43302	Â	Â X	Â	Â
ONEX CORP 161 BAY STREET, 49TH FLOOR, P.O. BOX 700 TORONTO, ONTARIO CANADA M5J 2S1	Â	Â X	Â	Â
SCHWARTZ GERALD W C/O ONEX CORPORATION 161 BAY STREET, 49TH FLOOR, P.O. BOX 700 TORONTO, ONTARIO CANADA M5J 2S1	Â	Â X	Â	Â

Signatures

/s/ Donald West, Vice President of Onex Partners Manager GP Inc., the general partner of Onex Partners Manager LP, the agent of Onex Partners GP, LP, the general partner of Onex Partners L.P.	12/15/2005
__Signature of Reporting Person	Date
/s/ Donald West, Director of Onex Partners LLC	12/15/2005
__Signature of Reporting Person	Date
/s/ Donald Lewtas, Managing Director of Onex Corporation	12/15/2005
__Signature of Reporting Person	Date

/s/ Donald Lewtas, attorney-in-fact for Gerald W. Schwartz

12/15/2005

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The LP Exchangeable Units represent equity interests in Emergency Medical Services L.P. Each LP Exchangeable Unit is exchangeable at any time, at the option of the holder, for one share of class B common stock, par value \$0.01 (the "Class B Common Stock"), of the issuer. Each share of Class B Common Stock is convertible at any time, at the option of the holder, for one share of class A common stock of the issuer.
- (2) Exchangeable on a one-for-one basis.
- (3) No expiration.
- (4) Represents shares beneficially owned by Onex Partners LP ("Onex LP"). All of the shares beneficially owned by Onex LP are reported as beneficially owned by each of Onex Corporation ("Onex") and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex LP. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (5) Represents shares beneficially owned by Onex Partners LLC ("Onex LLC"). All of the shares beneficially owned by Onex LLC are reported as beneficially owned by each of Onex and Mr. Schwartz, notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of the shares beneficially owned by Onex LLC. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (6) Represents shares indirectly owned by Onex and includes shares beneficially owned by each of Onex LP, Onex LLC, Onex EMSC Co-Invest LP, EMS Executive Investco LLC, Onex US Principals LP and EMSC, Inc., notwithstanding the fact that each of Onex and Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Each of Onex and Mr. Schwartz disclaims beneficial ownership of these securities, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (7) Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex, owns shares representing a majority of the voting rights of the shares of Onex. The indirect interests of Onex are described in footnotes (4), (5) and (6). Mr. Schwartz disclaims beneficial ownership of these securities, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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Remarks:

NOTE:Â The information in this Form 3 gives effect to the formation of Emergency Medical Services LP, an anticipated 1.5-for-1 stock split, as described under "Formation of Holding Company" in the company's Form S-1 (No. 333-127115).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.