

SIRONA DENTAL SYSTEMS, INC.
Form 8-K
August 11, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 6, 2009

SIRONA DENTAL SYSTEMS, INC.

(Exact name of Registrant as specified in its charter)

| | | |
|--|---|---|
| Delaware (State or other jurisdiction of incorporation) | 000-22673 (Commission File Number) | 11-3374812 (IRS Employer Identification No.) |
|--|---|---|

30-30 47th Avenue, Suite 500

Long Island City, New York
(Address of principal executive offices)

(718) 937-5765
11101
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On August 6, 2009, Sirona Dental Systems, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement), by and among the Company, Sirona Holdings Luxco S.C.A. (the Selling Stockholder) and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives to the underwriters named therein in connection with the offering of 7,500,000 shares of the Company s common stock (the Offering), sold by Selling Stockholder, at a public offering price of \$23.75. Pursuant to the Underwriting Agreement, the underwriters also have a 30-day option to purchase up to an additional 1,125,000 shares of common stock to cover over-allotments, if any. The Company will not receive any proceeds from the offering.

The Offering was made pursuant to a prospectus supplement dated August 6, 2009 and an accompanying prospectus dated May 18, 2009, pursuant to the Company s existing effective shelf registration statement on Form S-3 (File No. 333-153092) (the Registration Statement), which was filed with the Securities and Exchange Commission (the Commission) on August 20, 2008 and declared effective by the Commission on May 18, 2009.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 1.1 | Underwriting Agreement, dated August 6, 2009, among Sirona Dental Systems, Inc., Sirona Holdings Luxco S.C.A. and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives to the underwriters named therein. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIRONA DENTAL SYSTEMS, INC.

Date: August 10, 2009

/s/ Jonathan Friedman

Name: Jonathan Friedman

Title: Secretary and General Counsel

EXHIBIT INDEX

| Exhibit Number | Description |
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