

Edgar Filing: JANA PARTNERS LLC - Form SC 13D/A

JANA PARTNERS LLC  
Form SC 13D/A  
January 31, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D/A  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13D-2(a)

(Amendment No.2)

NOVOSTE CORPORATION

-----  
(Name of Issuer)  
COMMON STOCK, PAR VALUE \$0.01 PER SHARE

-----  
(Title of Class of Securities)  
67010C100

-----  
(CUSIP Number)

Marc Weingarten, Esq.  
SCHULTE, ROTH & ZABEL LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

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

January 31, 2002

-----  
(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 that 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 ☐. NOTE. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7 for other parties to whom copies are to be sent.

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1 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 disclosures provided in a prior cover page.

The information required on 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).

(page 1 of 5 pages)

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
JANA PARTNERS LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

NUMBER OF 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY 1,591,600  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER  
-0-

9 SOLE DISPOSITIVE POWER  
1,591,600

10 SHARED DISPOSITIVE POWER  
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,591,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.8%

14 TYPE OF REPORTING PERSON\*  
IA

SEE INSTRUCTIONS BEFORE FILLING OUT!\*

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The following constitutes Amendment #2 to the Schedule 13D filed by the undersigned(the "Schedule 13D").

Item 3.                      Source and Amount of Funds or Other Consideration.  
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The aggregate purchase price of the 1,591,600 Shares of Common Stock owned beneficially by JANA Partners LLC is \$7,081,836. Such Shares of Common Stock were acquired with investment funds in accounts under management.

Item 5.                      Interest in Securities of the Issuer.  
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(a) The aggregate percentage of Shares of Common Stock reported owned beneficially by the Reporting Person is based upon 16,186,373 Shares outstanding, which is the total number of Shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002.

As of the close of business on January 30, 2002, JANA Partners LLC beneficially owned 1,591,600 Shares of Common Stock, constituting approximately 9.8% of the Shares outstanding.

(b) The Reporting Person has sole voting and dispositive powers with respect to the Shares reported herein, which powers are exercised by the Principals. All of such Shares were acquired in open-market transactions.

(c) Schedule A annexed hereto lists all transactions in the Issuer's Common Stock in the last sixty days by the Reporting Person.

(d) No person other than the Reporting Person is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such Shares of the Common Stock.

(e) Not applicable.

Item 7.                      Material to be Filed as Exhibits.  
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None.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the

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undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2002

JANA PARTNERS LLC

By: /s/ Barry S. Rosenstein

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Barry S. Rosenstein  
Managing Partner

By: /s/ Gary Claar

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Gary Claar  
Managing Director

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CUSIP No. 67010C100  
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## SCHEDULE A

### Transactions in the Shares During the Past 60 Days

| Shares of Common Stock<br>Purchased (Sold) | Price Per<br>Share (\$) | Date of<br>Purchase (Sale) |
|--------------------------------------------|-------------------------|----------------------------|
| -----                                      | -----                   | -----                      |

JANA PARTNERS LLC  
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|        |         |          |
|--------|---------|----------|
| 52,000 | 7.16780 | 01/10/03 |
| 30,000 | 7.02670 | 01/14/03 |
| 5,000  | 6.99000 | 01/16/03 |
| 8,000  | 6.90930 | 01/17/03 |
| 4,000  | 6.88000 | 01/22/03 |
| 75,000 | 6.85210 | 01/23/03 |
| 20,000 | 7.07700 | 01/27/03 |
| 12,400 | 6.95580 | 01/29/03 |
| 13,600 | 6.95450 | 01/30/03 |