

Edgar Filing: NATUS MEDICAL INC - Form SC 13G/A

NATUS MEDICAL INC  
Form SC 13G/A  
February 14, 2003

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OMB APPROVAL  
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OMB Number: 3235-0145  
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hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 1)\*

Natus Medical Incorporated

-----  
(Name of Issuer)

Common Stock

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

639050 10 3

-----  
(CUSIP Number)

December 31, 2002

-----  
(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)

\*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 ("Act") 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).

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Page 1 of 18 pages

CUSIP No. 639050 10 3

Page 2 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Delphi Ventures, L.P. ("DV")  
Tax ID Number:

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

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0 shares.

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

0 shares.

EACH  
REPORTING

7 SOLE DISPOSITIVE POWER

PERSON  
WITH

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares.

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

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 639050 10 3

Page 3 of 18 Pages

1 NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Delphi BioInvestments, L.P. ("DBI")  
Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares.

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

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

0.0%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 639050 10 3

Page 4 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Delphi Ventures II, L.P. ("DV II")  
Tax ID Number:

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 shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

0 shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares.

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

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 639050 10 3

Page 5 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Delphi BioInvestments II, L.P. ("DBI II")  
Tax ID Number:

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

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

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%  
-----

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

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 639050 10 3

Page 6 of 18 Pages

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Delphi Management Partners, L.P. ("DMP")  
Tax ID Number:  
-----

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

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

5 SOLE VOTING POWER  
0 shares.  
-----

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|  |   |   |
|--|---|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 6 | SHARED VOTING POWER<br><br>0 shares.      |
|  | 7 | SOLE DISPOSITIVE POWER<br><br>0 shares.   |
|  | 8 | SHARED DISPOSITIVE POWER<br><br>0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 shares.

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

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 639050 10 3

Page 7 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Delphi Management Partners II, L.P. ("DMP II")  
Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

|  |   |   |
|--|---|---|
|  | 5 | SOLE VOTING POWER<br><br>0 shares.      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON | 6 | SHARED VOTING POWER<br><br>0 shares.    |
|  | 7 | SOLE DISPOSITIVE POWER<br><br>0 shares. |

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WITH -----  
8 SHARED DISPOSITIVE POWER  
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 shares.

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

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 639050 10 3

Page 8 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
James J. Bochnowski ("Bochnowski")  
Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
U.S. Citizen

5 SOLE VOTING POWER  
  
93,361 shares (includes 18,055 shares issuable upon  
exercise of options)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
0 shares.

7 SOLE DISPOSITIVE POWER  
  
93,361 shares (includes 18,055 shares issuable upon  
exercise of options)

8 SHARED DISPOSITIVE POWER  
  
0 shares.

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
93,361 shares (includes 18,055 shares issuable upon exercise of options)

---

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

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.58%

---

12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 639050 10 3

Page 9 of 18 Pages

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
David L. Douglass ("Douglass")  
Tax ID Number:

---

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

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

---

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

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 shares.

---

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\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 639050 10 3

Page 10 of 18 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Donald J. Lothrop ("Lothrop")

Tax ID Number:

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

8,765 shares

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY

0 shares.

OWNED BY

EACH

REPORTING

PERSON

WITH

7 SOLE DISPOSITIVE POWER

8,765 shares

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,765 shares

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

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

0.05%

12 TYPE OF REPORTING PERSON\*

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IN

-----  
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Page 11 of 18 Pages

This Amendment No. 1 amends the Statement on 13(G) (the "Original Statement") filed by Delphi Ventures III, L.P., a Delaware limited partnership ("DV III"), Delphi BioInvestments III, L.P., a Delaware limited partnership ("DBI III"), and Delphi Management Partners III, L.L.C., a Delaware limited liability company ("DMP III") and the general partner of DV III and DBI III, James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass") and Donald J. Lothrop ("Lothrop"), the members of DMP III. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change to the Original Statement are included in this Amendment No. 1.

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] Yes

Page 12 of 18 Pages

SIGNATURES

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.

Dated: January 31, 2003

DELPHI VENTURES, L.P., a Delaware Limited Partnership

By: Delphi Management Partners, L.P.,  
a Delaware Limited Partnership  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski  
General Partner

DELPHI BIOINVESTMENTS, L.P., a Delaware Limited Partnership

By: Delphi Management Partners, L.P.,  
a Delaware Limited Partnership  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski  
General Partner

DELPHI MANAGEMENT PARTNERS, L.P., a  
Delaware Limited Partnership

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski  
General Partner

DELPHI VENTURES II, L.P., a Delaware  
Limited Partnership

By: Delphi Management Partners II, L.P.,  
a Delaware Limited Partnership  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski  
General Partner

DELPHI BIOINVESTMENTS II, L.P., a  
Delaware Limited Partnership

By: Delphi Management Partners II, L.P.,  
a Delaware Limited Partnership  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski  
General Partner

Page 13 of 18 Pages

DELPHI MANAGEMENT PARTNERS II, L.P., a  
Delaware Limited Partnership

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski  
General Partner

Page 14 of 18 Pages

JAMES J. BOCHNOWSKI

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski

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DAVID L. DOUGLASS

By: /s/ David L. Douglass

-----  
David L. Douglass

DONALD J. LOTHROP

By: /s/ Donald J. Lothrop

-----  
Donald J. Lothrop

Page 15 of 18 Pages

EXHIBIT INDEX

| Exhibit<br>-----                     | Found on Sequentially<br>Numbered Page<br>----- |
|--------------------------------------|---|
| Exhibit A: Agreement of Joint Filing | 16  |

Page 16 of 18 Pages

EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Natus Medical Incorporated shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: January 31, 2003

January 31, 2003

DELPHI MANAGEMENT PARTNERS, L.P.,  
a Delaware Limited Partnership

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski, General Partner

January 31, 2003

DELPHI VENTURES, L.P.,  
a Delaware Limited Partnership

By: Delphi Management Partners, L.P.,  
a Delaware Limited Partnership  
Its General Partner

By: /s/ James J. Bochnowski

-----

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James J. Bochnowski, General Partner

January 31, 2003

DELPHI BIOINVESTMENTS, L.P.,  
a Delaware Limited Partnership

By: Delphi Management Partners, L.P.,  
a Delaware Limited Partnership  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski, General Partner

Page 17 of 18 Pages

January 31, 2003

DELPHI MANAGEMENT PARTNERS II, L.P.,  
a Delaware Limited Partnership

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski, General Partner

January 31, 2003

DELPHI VENTURES II, L.P.,  
a Delaware Limited Partnership

By: Delphi Management Partners II, L.P.,  
a Delaware Limited Partnership  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski, General Partner

January 31, 2003

DELPHI BIOINVESTMENTS II, L.P.,  
a Delaware Limited Partnership

By: Delphi Management Partners II, L.P.,  
a Delaware Limited Partnership  
Its General Partner

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski, General Partner

Page 18 of 18 Pages

January 31, 2003

By: /s/ James J. Bochnowski

-----  
James J. Bochnowski

January 31, 2003

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By: /s/ David L. Douglass

-----  
David L. Douglass

January 31, 2003

By: /s/ Donald J. Lothrop

-----  
Donald J. Lothrop