

RESPIRONICS INC
Form SC TO-T/A
February 06, 2008

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1) or Section 13(e)(1) of
the Securities Exchange Act of 1934
(Amendment No. 5)**

RESPIRONICS, INC.
(Name of Subject Company (Issuer))
MOONLIGHT MERGER SUB, INC.
a wholly owned subsidiary of
PHILIPS HOLDING USA INC.
a wholly owned subsidiary of
KONINKLIJKE PHILIPS ELECTRONICS N.V.

(Names of Filing Persons (Offerors))
**Common Stock, par value \$ 0.01 per share,
and associated common stock acquisition rights**
(Title of Class of Securities)

761230101
(CUSIP Number of Class of Securities)

Joseph E. Innamorati, Esq.
Moonlight Merger Sub, Inc.
1251 Avenue of the Americas
20th Floor
New York, NY 10020-1104
(212) 536-0641

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:
Neil T. Anderson
Matthew G. Hurd
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
CALCULATION OF FILING FEE

Transaction Valuation*
\$4,899,365,658

Amount of Filing Fee
\$192,545.07

* Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of 74,232,813 outstanding shares of common stock, par value \$0.01 per share, including the associated common stock acquisition rights (such rights, together with such shares of the Company's common stock, the Shares) issued under the Rights Agreement, dated June 28, 1996, between

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Respironics, Inc. and Mellon Investor Services LLC, as amended, for a price of \$66.00 per Share. The calculation of the filing fee is based on the Company's representation of its capitalization as of December 18, 2007.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$192,545.07	Filing Party:	Moonlight Merger Sub, Inc.
Form or Registration No.:	Schedule TO	Date Filed:	January 3, 2008

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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SIGNATURE

EXHIBIT INDEX

EX-99.A.2.E: WRITTEN MATERIALS

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This Amendment No. 5 (this Amendment) amends and supplements Item 12 in the Tender Offer Statement on Schedule TO, filed on January 3, 2008 (the Schedule TO) with the Securities and Exchange Commission by Moonlight Merger Sub, Inc., a Delaware corporation, as amended on January 16, 2008, January 28, 2008, January 31, 2008 and February 4, 2008.

Except as otherwise indicated in this Amendment, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Exhibit No. Exhibit Name

(a)(2)(E) Written Materials made available by Royal Philips on its website on February 6, 2008.

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SIGNATURE

After due 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.

MOONLIGHT MERGER SUB, INC.

By: /s/ Joseph E. Innamorati
Name: Joseph E. Innamorati
Title: Vice President

Dated: February 6, 2008

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EXHIBIT INDEX

Exhibit No.

Exhibit Name

(a)(2)(E) Written Materials made available by Royal Philips on its website on February 6, 2008.