

Edgar Filing: ALARIS MEDICAL SYSTEMS INC - Form SC TO-C

ALARIS MEDICAL SYSTEMS INC  
Form SC TO-C  
May 20, 2004

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE TO  
(Rule 14d-100)  
Tender Offer Statement Under Section  
14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

ALARIS MEDICAL SYSTEMS, INC.  
(Name of Subject Company--Issuer)  
BLUE MERGER CORP.,  
a wholly owned subsidiary of  
CARDINAL HEALTH, INC.  
(Name of Filing Persons--Offerors)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

011637105  
(CUSIP Number of Class of Securities)

Paul S. Williams  
Executive Vice President, Chief Legal Officer and Secretary  
Cardinal Health, Inc.  
7000 Cardinal Place  
Dublin, Ohio 43017  
Telephone: (614) 757-5000  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

Copy To:  
David A. Katz, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 403-1000

- 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: None. Filing Party: Not applicable. Form or Registration No.: Not applicable. Date Filed: Not applicable.

- 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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Item 12.            Exhibits  
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(a) (5) (C)            Transcript of conference call held on May 19, 2004, to discuss  
                         acquisition of ALARIS Medical Systems, Inc. by Cardinal  
                         Health, Inc.

Exhibit            Exhibit Name  
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(a) (5) (C)            Transcript of conference call held on May 19, 2004, to discuss  
                         acquisition of ALARIS Medical Systems, Inc. by Cardinal  
                         Health, Inc.