

NATUS MEDICAL INC  
Form SC 13D/A  
May 04, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 17)

NATUS MEDICAL INCORPORATED (BABY)  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

639050103  
(CUSIP Number)

David Nierenberg  
The D3 Family Funds  
19605 NE 8th Street  
Camas, WA 98607  
(360) 604-8600

With a copy to:

Christopher P. Davis  
Kleinberg, Kaplan, Wolff & Cohen, P.C.  
551 Fifth Avenue  
New York, NY 10176  
(212) 986-6000

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

May 2, 2011  
(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ]<sup>TM</sup>.



1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

The D3 Family Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Washington

|   |   |   |
|---|---|---|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7 | SOLE VOTING POWER<br>0                              |
|   | 8 | SHARED VOTING POWER<br>207,775 common shares (0.7%) |
|   | 9 | SOLE DISPOSITIVE POWER<br>0                         |

10 SHARED DISPOSITIVE POWER  
207,775

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

For the reporting person listed on this page, 207,775; for all reporting persons as a  
group, 1,301,895 shares (4.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 0.7%; for all reporting persons as a group  
4.5%

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

The D3 Family Bulldog Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Washington

|   |   |   |
|---|---|---|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7 | SOLE VOTING POWER<br>0                              |
|   | 8 | SHARED VOTING POWER<br>832,340 common shares (2.9%) |
|   | 9 | SOLE DISPOSITIVE POWER<br>0                         |

|  |    |                                     |
|--|----|-------------------------------------|
|  | 10 | SHARED DISPOSITIVE POWER<br>832,340 |
|--|----|-------------------------------------|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

For the reporting person listed on this page, 832,340; for all reporting persons as a  
group, 1,301,895 shares (4.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 2.9%; for all reporting persons as a group  
4.5%

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

The D3 Family Canadian Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Washington

|   |    |  |
|---|----|--|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER<br>0                             |
|   | 8  | SHARED VOTING POWER<br>97,940 common shares (0.3%) |
|   | 9  | SOLE DISPOSITIVE POWER<br>0                        |
|   | 10 | SHARED DISPOSITIVE POWER<br>97,940                 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
For the reporting person listed on this page, 97,940; for all reporting persons as a group,  
1,301,895 shares (4.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 0.3%; for all reporting persons as a group  
4.5%

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

The DIII Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Bahamas

|   |   |   |
|---|---|---|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7 | SOLE VOTING POWER<br>0                              |
|   | 8 | SHARED VOTING POWER<br>163,840 common shares (0.6%) |
|   | 9 | SOLE DISPOSITIVE POWER<br>0                         |

|  |    |                                     |
|--|----|-------------------------------------|
|  | 10 | SHARED DISPOSITIVE POWER<br>163,840 |
|--|----|-------------------------------------|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
For the reporting person listed on this page, 163,840; for all reporting persons as a group,  
1,301,895 shares (4.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 0.6%; for all reporting persons as a group  
4.5%

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Nierenberg Investment Management Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)    
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Washington

|                  |   |                         |
|------------------|---|-------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER       |
| BENEFICIALLY     |   | 0                       |
| OWNED BY         | 8 | SHARED VOTING POWER     |
| EACH             |   | 1,301,895 shares (4.5%) |
| REPORTING        |   |                         |
| PERSON           | 9 | SOLE DISPOSITIVE POWER  |
| WITH             |   | 0                       |

10 SHARED DISPOSITIVE POWER  
1,301,895 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
For the reporting person listed on this page, 1,301,895; for all reporting persons as a  
group, 1,301,895 shares (4.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 4.5%; for all reporting persons as a group  
4.5%

14 TYPE OF REPORTING PERSON (See Instructions)  
CO





1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Nierenberg Investment Management Offshore, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Bahamas

|   |   |   |
|---|---|---|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7 | SOLE VOTING POWER<br>0                              |
|   | 8 | SHARED VOTING POWER<br>163,840 common shares (0.6%) |
|   | 9 | SOLE DISPOSITIVE POWER<br>0                         |

10 SHARED DISPOSITIVE POWER  
163,840 common shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
For the reporting person listed on this page, 163,840; for all reporting persons as a group,  
1,301,895 shares (4.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 0.6%; for all reporting persons as a group  
4.5%

14 TYPE OF REPORTING PERSON (See Instructions)  
CO

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

David Nierenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

|   |   |   |
|---|---|---|
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7 | SOLE VOTING POWER<br>0                                |
|   | 8 | SHARED VOTING POWER<br>1,301,895 common shares (4.5%) |
|   | 9 | SOLE DISPOSITIVE POWER<br>0                           |

10 SHARED DISPOSITIVE POWER  
1,301,895

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
For the reporting person listed on this page, 1,301,895; for all reporting persons as a  
group, 1,301,895 shares (4.5%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 4.5%; for all reporting persons as a group  
4.5%

14 TYPE OF REPORTING PERSON (See Instructions)  
IN



This Amendment No. 17 to Schedule 13D (this “Amendment”) amends the below-indicated Items from the Schedule 13D with respect to the shares of common stock (the “Common Stock”) of Natus Medical Incorporated (the “Issuer” or “BABY”) previously filed by or on behalf of the Reporting Persons (as defined below), as previously amended (collectively the “Schedule 13D”), by supplementing such Items with the information below.

The names of the persons filing this Amendment (collectively, the “Reporting Persons”) are: The D3 Family Fund, L.P. (the “Family Fund”), The D3 Family Bulldog Fund, L.P. (the “Bulldog Fund”), The D3 Family Canadian Fund, L.P. (the “Canadian Fund”), The DIII Offshore Fund, L.P. (the “Offshore Fund”), Nierenberg Investment Management Company, Inc. (“NIMCO”), Nierenberg Investment Management Offshore, Inc. (“NIMO”) and David Nierenberg (“Mr. Nierenberg”).

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons, in the aggregate, beneficially own 1,301,895 shares of Common Stock, constituting approximately 4.5% of the outstanding shares.

(b) The Family Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 207,775 shares of Common Stock held by the Family Fund.

The Bulldog Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 832,340 shares of Common Stock held by the Bulldog Fund.

The Canadian Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 97,940 shares of Common Stock held by the Canadian Fund.

The Offshore Fund, NIMO, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 163,840 shares of Common Stock held by the Offshore Fund.

(c) Since our last Amendment to Schedule 13D the following sales of shares of Common Stock were made by the Reporting Persons named below in open market transactions:

| Fund                        | Trade Date | QTY     | Price |
|-----------------------------|------------|---------|-------|
| D3 Family Bulldog Fund, LP  | 04/18/2011 | 400     | 16.72 |
| D3 Family Fund, LP          | 04/20/2011 | 8,200   | 16.77 |
| D3 Family Bulldog Fund, LP  | 04/20/2011 | 32,385  | 16.77 |
| DIII Offshore Fund, LP      | 04/20/2011 | 6,100   | 16.77 |
| D3 Family Fund, LP          | 04/21/2011 | 3,626   | 16.77 |
| D3 Family Bulldog Fund, LP  | 04/21/2011 | 13,981  | 16.77 |
| D3 Family Canadian Fund, LP | 04/21/2011 | 206     | 16.77 |
| DIII Offshore Fund, LP      | 04/21/2011 | 2,345   | 16.77 |
| D3 Family Bulldog Fund, LP  | 04/25/2011 | 328     | 16.70 |
| D3 Family Fund, LP          | 04/26/2011 | 5,660   | 16.69 |
| D3 Family Bulldog Fund, LP  | 04/26/2011 | 22,005  | 16.69 |
| D3 Family Canadian Fund, LP | 04/26/2011 | 2,535   | 16.69 |
| DIII Offshore Fund, LP      | 04/26/2011 | 4,239   | 16.69 |
| D3 Family Fund, LP          | 04/27/2011 | 6,868   | 16.85 |
| D3 Family Bulldog Fund, LP  | 04/27/2011 | 27,202  | 16.85 |
| D3 Family Canadian Fund, LP | 04/27/2011 | 3,112   | 16.85 |
| DIII Offshore Fund, LP      | 04/27/2011 | 5,059   | 16.85 |
| D3 Family Fund, LP          | 04/28/2011 | 6,390   | 17.10 |
| D3 Family Bulldog Fund, LP  | 04/28/2011 | 25,480  | 17.10 |
| D3 Family Canadian Fund, LP | 04/28/2011 | 3,140   | 17.10 |
| DIII Offshore Fund, LP      | 04/28/2011 | 4,270   | 17.10 |
| D3 Family Fund, LP          | 04/29/2011 | 8,050   | 17.03 |
| D3 Family Bulldog Fund, LP  | 04/29/2011 | 32,000  | 17.03 |
| D3 Family Canadian Fund, LP | 04/29/2011 | 3,790   | 17.03 |
| DIII Offshore Fund, LP      | 04/29/2011 | 6,176   | 17.03 |
| D3 Family Fund, LP          | 05/02/2011 | 12,355  | 17.18 |
| D3 Family Bulldog Fund, LP  | 05/02/2011 | 49,830  | 17.18 |
| D3 Family Canadian Fund, LP | 05/02/2011 | 6,025   | 17.18 |
| DIII Offshore Fund, LP      | 05/02/2011 | 9,672   | 17.18 |
| D3 Family Fund, LP          | 05/03/2011 | 27,597  | 17.22 |
| D3 Family Bulldog Fund, LP  | 05/03/2011 | 111,075 | 17.22 |
| D3 Family Canadian Fund, LP | 05/03/2011 | 13,183  | 17.22 |
| DIII Offshore Fund, LP      | 05/03/2011 | 20,263  | 17.22 |

(e). The Reporting Persons ceased to be beneficial owners of more than five percent of the Common Stock on May 3, 2011.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

L.P., and D3 Family Canadian Fund, L.P.  
Inc.

D3 Family Fund, L.P., D3 Family Bulldog Fund,  
By: Nierenberg Investment Management Company,

May 4, 2011  
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Its: General Partner  
By: /s/ David Nierenberg  
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David Nierenberg, President

Inc.

DIII Offshore Fund, L.P.  
By: Nierenberg Investment Management Offshore,

May 4, 2011  
-----

Its: General Partner  
By: /s/ David Nierenberg  
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David Nierenberg, President

May 4, 2011  
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Nierenberg Investment Management Company, Inc.  
By: /s/ David Nierenberg  
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David Nierenberg, President

May 4, 2011  
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Nierenberg Investment Management Offshore, Inc.  
By: /s/ David Nierenberg  
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David Nierenberg, President

May 4, 2011  
-----

/s/ David Nierenberg  
-----  
David Nierenberg