

Flynn James E  
Form SC 13G/A  
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 2) \*

Natus Medical Corporation

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

639050103

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(CUSIP Number)

December 31, 2012

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(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)

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\* 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.

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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 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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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Mgmt, L.P.

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

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

12. TYPE OF REPORTING PERSON\*

PN



1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Partners, L.P.

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- |   |                             |   |
|---|-----------------------------|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5. SOLE VOTING POWER        | 0 |
|   | 6. SHARED VOTING POWER      | 0 |
|   | 7. SOLE DISPOSITIVE POWER   | 0 |
|   | 8. SHARED DISPOSITIVE POWER | 0 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) \*\* EXCLUDES CERTAIN SHARES\*
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- 0.00%
12. TYPE OF REPORTING PERSON\*
- PN



1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund, L.P.

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 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6.   | SHARED VOTING POWER  | 0 |
|   | 7.   | SOLE DISPOSITIVE POWER                                       | 0 |
|   | 8.   | SHARED DISPOSITIVE POWER                                     | 0 |
|   | 9.   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 0 |
| 10.   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ** EXCLUDES CERTAIN SHARES* |  |   |
| 11.   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                          |  |   |
|   | 0.00%  |  |   |
| 12.   | TYPE OF REPORTING PERSON*  |  |   |
|   | PN   |  |   |

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Management Company, L.P.

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

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

12. TYPE OF REPORTING PERSON\*

PN





1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield International Limited

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

12. TYPE OF REPORTING PERSON\*

CO



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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund International Limited

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

12. TYPE OF REPORTING PERSON\*

CO



1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

James E. Flynn

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.00%

12. TYPE OF REPORTING PERSON\*

IN



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Item  
1(a). Name of Issuer:

Natus Medical Incorporated

Item  
1(b). Address of Issuer's Principal Executive Offices:

1501 Industrial Road  
San Carlos, CA 94070

Item  
2(a). Name of Person Filing:

James E. Flynn, Deerfield Mgmt, L.P., Deerfield Partners, L.P.,  
Deerfield Special Situations Fund, L.P., Deerfield Management  
Company, L.P., Deerfield International Limited, Deerfield Special  
Situations Fund International Limited

Item  
2(b). Address of Principal Business Office, or if None, Residence:

James E. Flynn, Deerfield Mgmt, L.P., Deerfield Partners, L.P.  
Deerfield Special Situations Fund, L.P., Deerfield Management  
Company, L.P., 780 Third Avenue, 37th Floor, New York, NY 10017  
Deerfield International Limited, Deerfield Special Situations  
International Limited c/o Citi Hedge Fund Services (B.V.I.) Ltd., Bison Court, Columbus  
Centre, P.O. Box 3460, Road Town, Tortola, D8, British Virgin Islands

Item  
2(c). Citizenship:

James E. Flynn - United States citizen  
Deerfield Mgmt, L.P., Deerfield Partners, L.P., Deerfield Management Company,  
L.P. and Deerfield Special Situations Fund, L.P. - Delaware limited partnerships  
Deerfield International Limited and Deerfield Special Situations  
International Limited - British Virgin Islands corporations

Item  
2(d). Title of Class of Securities:

Common Stock

Item  
2(e). CUSIP Number:



639050103

- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
  - (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
  - (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
  - (d)  Investment company registered under Section 8 of the Investment Company Act.
  - (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
-

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- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Deerfield Mgmt, L.P. – 0 shares  
 Deerfield Partners, L.P. – 0 shares  
 Deerfield Special Situations Fund, L.P. – 0 shares  
 Deerfield Management Company, L.P. – 0 shares  
 Deerfield International Limited – 0 shares  
 Deerfield Special Situations International Limited – 0 shares  
 James E. Flynn – 0 shares

(b) Percent of class:

Deerfield Mgmt, L.P. – 0.00%  
 Deerfield Partners, L.P. – 0.00%  
 Deerfield Special Situations Fund, L.P. – 0.00%  
 Deerfield Management Company, L.P. – 0.00%  
 Deerfield International Limited – 0.00%  
 Deerfield Special Situations International Limited – 0.00%  
 James E. Flynn – 0.00%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote All Reporting Persons - 0
- (ii) Shared power to vote or to direct the vote All Reporting Persons - 0

(iii) Prospectus Summary 4

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\$

GS Finance Corp.

SPDR® S&P® Oil & Gas Exploration & Production ETF-Linked Trigger Notes due

guaranteed by

The Goldman Sachs Group, Inc.

Goldman Sachs & Co. LLC

JPMorgan

Placement Agent