

Edgar Filing: SONOSITE INC - Form S-3

SONOSITE INC  
Form S-3  
February 22, 2002

As filed with the Securities and Exchange Commission on February 22, 2002  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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SONOSITE, INC.  
(Exact name of registrant as specified in its charter)

Washington	91-1405022
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

21919 30th Drive SE  
Bothell, Washington 98021-3904  
(425) 951-1200  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

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KEVIN M. GOODWIN  
President and Chief Executive Officer  
SonoSite, Inc.  
21919 30th Drive SE  
Bothell, Washington 98021-3904  
(425) 951-1200  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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Copies to:

STEPHEN M. GRAHAM  
Orrick, Herrington & Sutcliffe LLP  
719 Second Avenue, Suite 900  
Seattle, Washington 98104  
(206) 839-4300

DONALD J. MURRAY  
Dewey Ballantine LLP  
1301 Avenue of the Americas  
New York, New York 10019  
(212) 259-8000

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Approximate date of commencement of proposed sale to the public: As soon as  
practicable after this registration statement becomes effective.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following

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box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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 CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Regi
Common Stock, par value \$0.01 per share	3,105,000 shares	\$23.09	\$71,694,450	

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, based on the high and low sales prices of the registrant's common stock on February 20, 2002.

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 The registrant hereby undertakes to amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

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 The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

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PRELIMINARY PROSPECTUS

Subject to completion

February 22, 2002

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2,700,000 Shares

[LOGO] SONOSITE, INC.

Common Stock

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We are selling all of the 2,700,000 shares of common stock offered by this prospectus.

Our common stock is quoted on the Nasdaq National Market under the symbol "SONO." On February 21, 2002, the last reported sales price of our common stock on the Nasdaq National Market was \$22.95 per share.

Investing in our common stock involves a high degree of risk. Before buying any shares you should read the discussion of material risks of investing in our common stock in "Risk factors" beginning on page 6.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Per share Total

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Public offering price