

SIRONA DENTAL SYSTEMS, INC.  
Form 8-K  
August 11, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**  
**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 6, 2009

**SIRONA DENTAL SYSTEMS, INC.**

(Exact name of Registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>000-22673</b> (Commission File Number)	<b>11-3374812</b> (IRS Employer Identification No.)
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**30-30 47th Avenue, Suite 500**

**Long Island City, New York**  
(Address of principal executive offices)

**(718) 937-5765**  
**11101**  
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On August 6, 2009, Sirona Dental Systems, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ), by and among the Company, Sirona Holdings Luxco S.C.A. (the Selling Stockholder ) and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives to the underwriters named therein in connection with the offering of 7,500,000 shares of the Company s common stock (the Offering ), sold by Selling Stockholder, at a public offering price of \$23.75. Pursuant to the Underwriting Agreement, the underwriters also have a 30-day option to purchase up to an additional 1,125,000 shares of common stock to cover over-allotments, if any. The Company will not receive any proceeds from the offering.

The Offering was made pursuant to a prospectus supplement dated August 6, 2009 and an accompanying prospectus dated May 18, 2009, pursuant to the Company s existing effective shelf registration statement on Form S-3 (File No. 333-153092) (the Registration Statement ), which was filed with the Securities and Exchange Commission (the Commission ) on August 20, 2008 and declared effective by the Commission on May 18, 2009.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated August 6, 2009, among Sirona Dental Systems, Inc., Sirona Holdings Luxco S.C.A. and J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives to the underwriters named therein.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SIRONA DENTAL SYSTEMS, INC.**

Date: August 10, 2009

/s/ Jonathan Friedman

Name: Jonathan Friedman

Title: Secretary and General Counsel

**EXHIBIT INDEX**

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