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LABONE INC/
Form SC 13D/A
September 26, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 2) [1]

LabOne, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

50540L 10 5

(CUSIP Number)

Welsh, Carson, Anderson & Stowe
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 22, 2003

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

[1] 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 disclosures provided in a prior cover page. The information required on 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.

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1) Name of Reporting Person: Welsh, Carson, Anderson & Stowe IX, L.P.

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and I.R.S. Identification No. of Above Person, if
an Entity (Voluntary):

2) Check the Appropriate Box (a) [X]
if a Member of a Group (b) []

3) SEC Use Only

4) Source of Funds Not Applicable

5) Check if Disclosure of
Legal Proceedings Is Not Applicable
Required Pursuant to
Items 2(d) or 2(e)

6) Citizenship or Place of Organization Delaware

| | | |
|---|-------------------------|--|
| Number of Shares Beneficially Owned by Reporting Person: | 7) Sole Voting Power | 3,796,920 shares of Common Stock (issuable upon conversion of preferred stock) |
|---|-------------------------|--|

| | |
|---------------------------|-----|
| 8) Shared Voting Power | -0- |
|---------------------------|-----|

| | |
|--------------------------------|--|
| 9) Sole Disposi- tive Power | 3,796,920 shares of Common Stock (issuable upon conversion of preferred stock) |
|--------------------------------|--|

| | |
|-----------------------------------|-----|
| 10) Shared Dis- positive Power | -0- |
|-----------------------------------|-----|

| | |
|---|--|
| 11) Aggregate Amount Beneficially Owned by Each Reporting Person | 3,796,920 shares of Common Stock (issuable upon conversion of preferred stock) |
|---|--|

12) Check if the Aggregate
Amount in Row (11)
Excludes Certain Shares

| | |
|--|-------|
| 13) Percent of Class Represented by Amount in Row (11) | 24.5% |
|--|-------|

14) Type of Reporting Person PN

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1) Name of Reporting Person: WCAS Management Corporation
and I.R.S. Identification No. of Above Person,
if an Entity (Voluntary):

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2) Check the Appropriate Box (a) [X]
 if a Member of a Group (b) []

3) SEC Use Only

4) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is Not Applicable
 Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Reporting Person: 7) Sole Voting Power 2,705 shares of Common Stock (including shares issuable upon conversion of preferred stock)

8) Shared Voting Power -0-

9) Sole Dispositive Power 2,705 shares of Common Stock (including shares issuable upon conversion of preferred stock)

10) Shared Dispositive Power -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,705 shares of Common Stock (including shares issuable upon conversion of preferred stock)

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) less than 0.1%

14) Type of Reporting Person CO

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Amendment No. 2 to Schedule 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on behalf of the Reporting Persons on September 10, 2001 and Amendment No. 1 thereto filed on June 12, 2003 (as so amended, the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

The following items of the Schedule 13D are hereby amended as follows:

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated to read in its entirety as follows:

The following information is based on a total of 11,734,974 shares of Common Stock outstanding as of July 31, 2003, as reported in the Issuer's Report on Form 10-Q for the period ended June 30, 2003 filed with the Commission on August 14, 2003, and gives effect to the conversion of all shares of Series B-1 Preferred held by each entity and person named below, including dividends accrued through September 18, 2003.

(a)

WCAS IX and IX Associates

WCAS IX owns 3,796,920 shares of Common Stock, or approximately 24.5% of the Common Stock outstanding. IX Associates, as the general partner of WCAS IX, may be deemed to beneficially own the securities owned by WCAS IX.

WCAS Management

WCAS Management owns 2,705 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

Managing Members of IX Associates and
Stockholders of WCAS Management

(i) Patrick J. Welsh owns 19,379 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(ii) Russell L. Carson owns 19,465 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(iii) Bruce K. Anderson owns 19,238 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(iv) Thomas E. McInerney owns 19,554 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(v) Robert A. Minicucci owns 19,554 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(vi) Anthony J. de Nicola directly beneficially owns 14,214 shares of Common Stock, indirectly beneficially owns (through deNicola Holdings L.P.) 80 shares of Common Stock and indirectly beneficially owns (through three trusts for the benefit of his children) 45 shares of Common Stock, or in

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the aggregate 14,339 shares of Common Stock or approximately 0.1% of the Common Stock outstanding.

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(vii) Paul B. Queally owns 11,317 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(viii) Jonathan M. Rather owns 3,274 shares of Common Stock (including shares held in his IRA account), or less than 0.1% of the Common Stock outstanding.

(ix) D. Scott Mackesy owns 3,079 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(x) Sanjay Swani owns 539 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(xi) John D. Clark owns 539 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(xii) James R. Matthews owns 539 shares of Common Stock (including shares held in his IRA account), or less than 0.1% of the Common Stock outstanding.

Other WCAS Purchasers

(i) Sean Traynor owns 2,307 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(ii) John Almeida owns 332 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(iii) Eric J. Lee owns 312 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(b) The managing members of IX Associates and the stockholders of WCAS Management may be deemed to share the power to vote or direct the voting of and to dispose or direct the disposition of the securities of the Issuer owned by WCAS IX and WCAS Management, respectively. Each of the managing members of IX Associates and the stockholders of WCAS Management disclaims beneficial ownership of all securities other than those he owns directly or by virtue of his indirect pro rata interest, as a managing member of IX Associates and/or a stockholder of WCAS Management, in the securities owned by WCAS IX and/or WCAS Management.

(c) On September 22, 2003 WCAS IX distributed 1,000,051 shares of Common Stock to its partners, including 9,593 shares to IX Associates, immediately followed by the distribution of such 9,593 shares to the members of IX Associates.

(d) Except as described in this statement, no person has the power to direct the receipt of dividends on or the proceeds of sales of the shares of Common Stock owned by WCAS IX or WCAS Management.

(e) Not applicable.

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Signature

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WELSH, CARSON, ANDERSON & STOWE IX, L.P.
By: WCAS IX Associates, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

WCAS MANAGEMENT CORPORATION

By: /s/ Jonathan M. Rather

Vice President, Secretary & Treasurer

Dated: September 25, 2003