

BIO RAD LABORATORIES INC
Form SC 13D/A
August 27, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)

Bio-Rad Laboratories, Inc.
(Name of Issuer)

Class B Common Stock, Par Value \$0.0001 Per Share
(Title of Class of Securities)

090572-21-8
(CUSIP Number)

David Schwartz
1000 Alfred Nobel Drive
Hercules, California 94547

Edgar Filing: BIO RAD LABORATORIES INC - Form SC 13D/A

(510) 741-6000

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

Copy to:

Andrew S. Williamson
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

Sanford S. Wadler
Bio-Rad Laboratories, Inc.
1000 Alfred Nobel Drive
Hercules, California 94547
(510) 741-6005

March 25, 2009

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

(Continued on following pages)

Page 1 of 11 Pages

Exhibit Index is on Page 11

SCHEDULE 13D

CUSIP No. 090572-21-8

Page 2 of 11 Pages

1. Name of Reporting Person IRS Identification Nos. of Above Persons (Entities Only)

David Schwartz

2. Check the Appropriate Box if a Member of a Group

(a) x Alice N. Schwartz, as spouse of David Schwartz, has a one-half community property interest in all shares of this class owned beneficially by David Schwartz.

(b) "

3. SEC Use Only

4. Source of Funds

PF

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 Citizen

Number of 7. Sole Voting Power

Shares

Beneficially **592,834 shares of Class B Common Stock (subject to 2(a) above)(1)**

Owned By 8. Shared Voting Power

Each

Reporting **4,060,054 shares of Class B Common Stock**

Person 9. Sole Dispositive Power

Person

With

592,834 shares of Class B Common Stock (subject to 2(a) above)(1)
10. Shared Dispositive Power

4,060,054 shares of Class B Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,652,888 shares of Class B Common Stock(1)

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

..

13. Percent of Class Represented by Amount in Row (11)

87.9%

14. Type of Reporting Person

IN

(1) Includes 159,958 shares of Class B Common Stock of which David Schwartz has the right to acquire beneficial ownership within sixty days of June 30, 2009 through the exercise of options.

SCHEDULE 13D

CUSIP No. 090572-21-8

Page 3 of 11 Pages

1. Name of Reporting Person IRS Identification Nos. of Above Persons (Entities Only)

Norman D. Schwartz

2. Check the Appropriate Box if a Member of a Group

(a) ☒ x

(b) ☐ ..

3. SEC Use Only

4. Source of Funds

PF, OO

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 Citizen

Number of 7. Sole Voting Power

Shares

Beneficially **351,564 shares of Class B Common Stock (subject to applicable community property and similar statutes)(1)(2)**

Owned By 8. Shared Voting Power

Each

Reporting **4,060,054 shares of Class B Common Stock**

Person 9. Sole Dispositive Power

With

351,564 shares of Class B Common Stock (subject to applicable community property and similar statutes)(1)(2)

10. Shared Dispositive Power

4,060,054 shares of Class B Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,411,618 shares of Class B Common Stock(1)(2)

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

13. Percent of Class Represented by Amount in Row (11)

81.8%

14. Type of Reporting Person

IN

- (1) Includes 262,990 shares of Class B Common Stock of which Norman Schwartz has the right to acquire beneficial ownership within sixty days of June 30, 2009 through the exercise of options.
- (2) Includes 11,600 shares owned by Norman Schwartz's wife, as to which he disclaims any beneficial ownership.

SCHEDULE 13D

CUSIP No. 090572-21-8

Page 4 of 11 Pages

1. Name of Reporting Person IRS Identification Nos. of Above Persons (Entities Only)

Steven D. Schwartz

2. Check the Appropriate Box if a Member of a Group

(a) ☒ x

(b) ☐ ..

3. SEC Use Only

4. Source of Funds

PF, OO

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 Citizen

Number of 7. Sole Voting Power

Shares

Beneficially **14,840 shares of Class B Common Stock (subject to applicable community property and similar statutes)(1)**

Owned By 8. Shared Voting Power

Each

Reporting **4,060,054 shares of Class B Common Stock**

Person 9. Sole Dispositive Power

With

14,840 shares of Class B Common Stock (subject to applicable community property and similar statutes)(1)

10. Shared Dispositive Power

4,060,054 shares of Class B Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,074,894 shares of Class B Common Stock(1)

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

13. Percent of Class Represented by Amount in Row (11)

79.4%

14. Type of Reporting Person

IN

(1) Includes 11,600 shares owned by Steven Schwartz's wife, as to which he disclaims any beneficial ownership.

SCHEDULE 13D

CUSIP No. 090572-21-8

Page 5 of 11 Pages

1. Name of Reporting Person IRS Identification Nos. of Above Persons (Entities Only)

Blue Raven Partners, L.P., 943334150

2. Check the Appropriate Box if a Member of a Group

(a) ☒ x

(b) ☐ ..

3. SEC Use Only

4. Source of Funds

OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐ ..

6. Citizenship or Place of Organization

California

Number of 7. Sole Voting Power

Shares

Beneficially **4,060,054 shares of Class B Common Stock**

Owned By 8. Shared Voting Power

Each

Reporting **-0- shares of Class B Common Stock**

9. Sole Dispositive Power

Person

With

4,060,054 shares of Class B Common Stock
10. Shared Dispositive Power

-0- shares of Class B Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,060,054 shares of Class B Common Stock

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

13. Percent of Class Represented by Amount in Row (11)

79.1%

14. Type of Reporting Person

PN

Item 1. Security and Issuer.

This statement relates to the Class B Common Stock, par value \$0.0001 per share (Class B Common Stock), of Bio-Rad Laboratories, Inc. (Bio-Rad or the Company) whose principal offices are located at 1000 Alfred Nobel Drive, Hercules, California 94547.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated as follows:

Reference is made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission) on January 13, 2000 by David Schwartz, Alice N. Schwartz, Norman D. Schwartz, Steven D. Schwartz and Blue Raven Partners, L.P., as amended by Amendment No. 1 to the statement on Schedule 13D filed with the Commission on June 27, 2003, Amendment No. 2 to the statement on Schedule 13D filed with the Commission on March 22, 2005 and Amendment No. 3 to the statement on Schedule 13D filed with the Commission on July 31, 2007 by David Schwartz, Alice N. Schwartz, Norman D. Schwartz, Steven D. Schwartz and Blue Raven Partners, L.P. (the Prior Filing). Each of David Schwartz, Alice N. Schwartz, Norman D. Schwartz and Steven D. Schwartz together with Blue Raven Partners, L.P. (sometimes collectively referred to as the Shareholders) has agreed to file this statement jointly in an agreement entered into pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, and attached as an exhibit to this statement, which agreement is hereby incorporated by reference. The Prior Filing is incorporated herein by reference and is hereby amended by this statement which is filed by the Shareholders, with respect to whom the following information relates.

(a)-(c), (f). This statement is being filed by (1) David Schwartz, Chairman of the Board of Bio-Rad, (2) Alice N. Schwartz, a Director of Bio-Rad, retired and owner of a one-half community property interest in all shares owned beneficially by David Schwartz, (3) Norman D. Schwartz, President, Chief Executive Officer and Director of Bio-Rad, (4) Steven D. Schwartz, an employee of Bio-Rad, and (5) Blue Raven Partners, L.P. (the Partnership), a California limited partnership organized to provide consolidated management of certain assets owned by the partners.

The business address of each of David Schwartz, Alice N. Schwartz, Norman D. Schwartz, Steven Schwartz and the Partnership is c/o Bio-Rad Laboratories, Inc., 1000 Alfred Nobel Drive, Hercules, California 94547.

Each of David Schwartz, Alice N. Schwartz, Norman D. Schwartz and Steven D. Schwartz is a citizen of the United States of America.

(d), (e). During the last five years, none of David Schwartz, Alice N. Schwartz, Norman D. Schwartz, Steven D. Schwartz and the Partnership has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or has been a party to civil proceedings of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violating with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 to the Schedule 13D is hereby amended, in pertinent part, as follows:

Since the most recent filing of a statement on Schedule 13D, the following transactions have been effected by David Schwartz.

No. of Shares of

Class B

Common Stock Acquired

Date	(Disposed)	Type	Price Per Share	Ownership
8/01/07	1,670	Restricted stock grant		Direct
1/14/08	63,862	Stock option exercise	\$11.97	Direct
2/05/08	2,000	Stock option exercise	\$39.60	Direct
2/28/08	(1,440)	Gift		Direct
6/11/08	1,670	Restricted stock grant		Direct
10/23/08	66,662	Stock option exercise	\$11.31	Direct
3/25/09	(2,400)	Gift		Direct

The funds used for the direct purchase of shares of Class B Common Stock (as indicated in the above table) were available from personal funds of David Schwartz and Alice N. Schwartz. Such shares were acquired upon the exercise of stock options at the price per share indicated in the above table pursuant to the 1994 Stock Option Plan of Bio-Rad.

Since the most recent filing of a statement on Schedule 13D, the following transactions have been effected by Norman D. Schwartz.

No. of Shares of

Class B

Common Stock Acquired

Date	(Disposed)	Type	Price Per Share	Ownership
8/01/07	12,500	Restricted stock grant		Direct
2/05/08	6,296	Stock option exercise	\$39.60	Direct
2/28/08	480	Gift		Direct
6/11/08	12,500	Restricted stock grant		Direct
3/25/09	800	Gift		Direct

The funds used for the direct purchase of shares of Class B Common Stock (as indicated in the table above) were available from personal funds of Norman D. Schwartz. Such shares were acquired upon the exercise of stock options at the price per share indicated in the above table pursuant to the 1994 Stock Option Plan of Bio-Rad. The shares of Class B Common Stock acquired on February 28, 2008 and March 25, 2009 were acquired by Norman D. Schwartz and his wife in equal amounts of one half each by gift from David Schwartz and Alice N. Schwartz.

Since the most recent filing of a statement on Schedule 13D, the following transactions have been effected by Steven D. Schwartz.

No. of Shares of

Class B

Common Stock Acquired

Date	(Disposed)	Type	Price Per Share	Ownership
2/28/08	480	Gift		Direct
3/25/09	800	Gift		Direct

The shares of Class B Common Stock acquired on February 28, 2008 and March 25, 2009 were acquired by Steven Schwartz and his wife in equal amounts of one half each by gift from David Schwartz and Alice N. Schwartz.

Item 4. Purpose of Transaction.

Item 4 to the Schedule 13D is hereby amended, in pertinent part, as follows:

The purpose of the Shareholders' ownership of Bio-Rad shares has been control of the Company. The Shareholders control the management of the Company and may be deemed to be parents of the Company as that term is defined in the Rules and Regulations of the Commission.

Item 5. Interest in Securities of the Issuer.

Item 5 to the Schedule 13D is hereby amended, in pertinent part, as follows:

(a)-(b):

The Partnership:

The Partnership is the direct and beneficial owner of 4,060,054 shares of the Class B Common Stock with respect to which it has sole voting and dispositive power, representing 79.1% of the issued and outstanding Class B Common Stock.

David Schwartz and Alice N. Schwartz, Norman D. Schwartz and Steven D. Schwartz:

David Schwartz and Alice N. Schwartz, Norman D. Schwartz and Steven D. Schwartz have indirect beneficial ownership of the 4,060,054 shares of Class B Common Stock held by the Partnership, over which they have shared voting and dispositive power, as the result of their positions as general partners in the Partnership.

David Schwartz and Alice N. Schwartz are general partners in DANSA Partners Limited, a California limited partnership ("DANSA Partners") which, from time to time, holds securities of the issuer. As general partners of the DANSA Partners, David Schwartz and Alice N. Schwartz have voting and dispositive power of the Limited Partnership's shares. Currently, DANSA Partners holds 41,176 shares of Class B Common Stock. Separate from DANSA Partners, David Schwartz and Alice N. Schwartz are the beneficial owners of 391,700 shares of Class B Common Stock as individuals, over which they have sole voting power. In addition, David Schwartz has 159,958 shares of Class B Common Stock exercisable within sixty days pursuant to options and which constitute community property. As the result of the foregoing, David Schwartz and Alice N. Schwartz have beneficial ownership of an aggregate of 4,652,888 shares of Class B Common Stock, representing 87.9% of the issued and outstanding Class B Common Stock.

Norman D. Schwartz is a limited partner in DANSA Partners and has no voting or dispositive power over and disclaims beneficial ownership of the 41,176 shares of Class B Common Stock held by DANSA Partners. Currently, Norman D. Schwartz holds 88,574 shares of Class B Common Stock, but disclaims beneficial ownership with respect to 11,600 of such shares owned by Norman D. Schwartz's wife. Norman D. Schwartz has 262,990 shares of Class B Common Stock exercisable within sixty days pursuant to options. As the result of and subject to the foregoing, Norman D. Schwartz is deemed to have beneficial ownership of an aggregate of 4,411,618 shares of Class B Common Stock, representing 81.8% of the issued and outstanding Class B Common Stock.

Steven D. Schwartz is a limited partner in DANSA Partners and has no voting or dispositive power over and disclaims beneficial ownership of the 41,176 shares of Class B Common Stock held by DANSA Partners. Currently, Steven D. Schwartz holds 14,840 shares of Class B Common Stock, but disclaims beneficial ownership with respect to 11,600 of such shares owned by Steven D. Schwartz's wife. As the result of and subject to the foregoing, Steven D. Schwartz is deemed to have beneficial ownership of an aggregate of 4,074,894 shares of Class B Common Stock, representing 79.4% of the issued and outstanding Class B Common Stock.

(c): None.

(d)-(e): Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 to the Schedule 13D is hereby amended, in pertinent part, as follows:

David Schwartz owns beneficially 3,071,450 shares of the Class A Common Stock, par value \$0.0001 per share (Class A Common Stock) of the Company, representing approximately 13.8% of the issued and outstanding Class A Common Stock. This includes the following: 34,311 shares of Class A Common Stock held by the David and Alice N. Schwartz Charitable Remainder Unitrust, of which David and Alice N. Schwartz are the sole trustees; 98,747 shares of Class A Common Stock held by the David Schwartz 2008 Retained Annuity Trust, of which David Schwartz is the trustee and a third party is a special trustee who votes these shares; 825,208 shares of Class A Common Stock held by the David Schwartz 2009 Retained Annuity Trust, of which a third party is the trustee; 98,747 shares of Class A Common Stock held by the Alice N. Schwartz 2008 Retained Annuity Trust, of which Alice N. Schwartz is the trustee and a third party is a special trustee who votes these shares; and 825,208 shares of Class A Common Stock held by the Alice N. Schwartz 2009 Retained Annuity Trust, of which a third party is the trustee.

Norman D. Schwartz is the direct and beneficial owner of 262,120 shares of Class A Common Stock, representing approximately 1.2% of the issued and outstanding Class A Common Stock.

Steven D. Schwartz holds 215,564 shares of Class A Common Stock, but disclaims beneficial ownership with respect to 2,550 of such shares owned by Steven D. Schwartz's wife. Steven D. Schwartz's shares of Class A Common Stock represent approximately 1.0% of the issued and outstanding Class A Common Stock.

David Schwartz and Alice N. Schwartz are married and are the parents of Norman D. Schwartz and Steven D. Schwartz. By virtue of the Shareholders' Class B Common Stock ownership, they control the management of the Company and may be deemed to be control persons of the Company as that term is defined in the Rules and Regulations of the Commission.

Item 7. Material to be Filed as Exhibits.

Exhibit 1* Agreement Among the Shareholders to File Joint Schedule 13D.

Exhibit 2* Limited Partnership Agreement of Blue Raven Partners, L.P.

* Incorporated by reference to Exhibits to our Schedule 13D filed with the Commission on January 13, 2000.

SIGNATURE

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

Date: August 26, 2009

/s/ David Schwartz
David Schwartz, individually

/s/ Alice N. Schwartz
Alice N. Schwartz, individually

/s/ Norman D. Schwartz
Norman D. Schwartz, individually

/s/ Steven D. Schwartz
Steven D. Schwartz, individually

BLUE RAVEN PARTNERS, L.P.

/s/ David Schwartz
David Schwartz, General Partner

EXHIBIT INDEX

Exhibit 1* Agreement Among the Shareholders to File Joint Schedule 13D.

Exhibit 2* Limited Partnership Agreement of Blue Raven Partners, L.P.

* Incorporated by reference to Exhibits to our Schedule 13D filed with the Commission on January 13, 2000.