

Edgar Filing: PERKINELMER INC - Form SC 13G/A

PERKINELMER INC  
Form SC 13G/A  
February 11, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)

PERKINELMER, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$1.00 PAR VALUE

-----  
(Title of Class of Securities)

714046109

-----  
(CUSIP Number)

FEBRUARY 9, 2004

-----  
(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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-----  
1

NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Stonington Capital Appreciation 1994 Fund, L.P.

|   |  |  |
|---|--|--|
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions)                     | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED<br>BY EACH<br>REPORTING<br>PERSON WITH | 5 SOLE VOTING POWER<br>7,609,554 (1)   |  |
|   | 6 SHARED VOTING POWER<br>0   |  |
|   | 7 SOLE DISPOSITIVE POWER<br>7,609,554 (1)  |  |
|   | 8 SHARED DISPOSITIVE POWER<br>0  |  |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>7,609,554 (1)              |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES (See Instructions) | <input type="checkbox"/>                                     |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>6.0% (2)                              |  |
| 12  | TYPE OF REPORTING PERSON (See Instructions)<br>PN  |  |

(1) See Item 4(a).

(2) Based on 126,852,009 shares of Common Stock, par value \$1.00 per share, of PerkinElmer, Inc. issued and outstanding as of November 10, 2003, according to PerkinElmer, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2003.

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|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)<br>Stonington Partners, L.P. |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions)   | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED<br>BY EACH<br>REPORTING<br>PERSON WITH | 5  | SOLE VOTING POWER<br>7,609,554 (1)                           |
|   | 6  | SHARED VOTING POWER<br>0                                     |
|   | 7  | SOLE DISPOSITIVE POWER<br>7,609,554 (1)                      |
|   | 8  | SHARED DISPOSITIVE POWER<br>0                                |
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|    |   |  |
|----|---|--|
| 1  | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)<br>Stonington Partners, Inc. II |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions)  | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3  | SEC USE ONLY  |  |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |  |
| 5  | SOLE VOTING POWER<br>7,609,554 (1)  |  |
| 6  | SHARED VOTING POWER<br>0  |  |
| 7  | SOLE DISPOSITIVE POWER<br>7,609,554 (1)   |  |
| 8  | SHARED DISPOSITIVE POWER<br>0   |  |
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| 12 | TYPE OF REPORTING PERSON (See Instructions)<br>CO   |  |

(1) See Item 4(a).

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|   |  |
|---|--|
| -----   |  |
| 1   | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)<br>Stonington Partners, Inc.   |
| -----   |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(See Instructions) (b) <input type="checkbox"/>   |
| -----   |  |
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| -----   |  |
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- (2) Based on 126,852,009 shares of Common Stock, par value \$1.00 per share, of PerkinElmer, Inc. issued and outstanding as of November 10, 2003, according to PerkinElmer, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2003.

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ITEM 1(A): NAME OF ISSUER:  
PerkinElmer, Inc. (the "Issuer")

ITEM 1(B): ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
45 William Street  
Wellesley, MA 02481

ITEM 2(A): NAME OF PERSON FILING:\*

Stonington Capital Appreciation 1994 Fund, L.P. ("Stonington Fund"), Stonington Partners, L.P. ("SP"), Stonington Partners, Inc. II ("SPII") and Stonington Partners, Inc. ("Stonington").

(\* ) A joint filing agreement was filed as Exhibit 1 to the initial Schedule 13G.

ITEM 2(B): ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
c/o Stonington Partners, Inc.  
767 Fifth Avenue, 48th Floor,  
New York, NY 10153.

ITEM 2(C): CITIZENSHIP:  
Delaware.

ITEM 2(D): TITLE OF CLASS OF SECURITIES:  
Common Stock, \$1.00 par value.

ITEM 2(E): CUSIP NUMBER:  
714046109

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

ITEM 4: OWNERSHIP.

(a) Amount Beneficially Owned:

STONINGTON FUND: Stonington Fund is the record and beneficial owner of 7,609,554 shares of Common Stock of the Issuer (the "Shares").

SP: SP is the general partner of Stonington Fund with a 1% economic interest. Except for such economic interest, SP disclaims beneficial ownership of the Shares.

SPII: SPII is the general partner of SP with a 1% economic interest. Except for such economic interest, SPII disclaims beneficial ownership of the Shares.

STONINGTON: Pursuant to a management agreement with Stonington Fund, Stonington has full discretionary authority with respect to Stonington Fund's investments, including the authority to make and dispose of such investments. Furthermore, Stonington has a 1% economic interest in SP. Except for such economic interest, Stonington disclaims beneficial ownership of the Shares.

(b) Percent of Class:

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See the responses to Item 11 on the attached cover pages. See Item 4(a).

(c) Number of shares as to which such persons have:

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(i) Sole power to vote or to direct the vote:

See the responses to Item 5 on the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of:

See the responses to Item 7 on the attached cover pages.

(iv) Shared power to dispose or to direct the disposition of:

See the responses to Item 8 on the attached cover pages.

ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7: IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8: IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9: NOTICE OF DISSOLUTION OF A GROUP.

Not applicable.



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ITEM 10: CERTIFICATION.

Not applicable.

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SIGNATURES

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.

Dated: February 11, 2004

STONINGTON CAPITAL  
APPRECIATION 1994 FUND, L.P.  
By: Stonington Partners, L.P.,  
its general partner  
By: Stonington Partners, Inc. II,  
its general partner

By: /s/ ALEXIS P. MICHAS  
-----  
Name: Alexis P. Michas  
Title: Managing Partner

STONINGTON PARTNERS, L.P.  
By: Stonington Partners, Inc. II,  
its general partner

By: /s/ ALEXIS P. MICHAS  
-----  
Name: Alexis P. Michas  
Title: Managing Partner

STONINGTON PARTNERS, INC. II  
  
By: /s/ ALEXIS P. MICHAS  
-----  
Name: Alexis P. Michas  
Title: Managing Partner

STONINGTON PARTNERS, INC.  
  
By: /s/ ALEXIS P. MICHAS  
-----

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Name: Alexis P. Michas  
Title: Managing Partner