

SONOSITE INC  
Form POS AM  
March 13, 2012

As filed with the Securities and Exchange Commission on March 13, 2012

Registration No. 333-68610

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

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**SONOSITE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Washington**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**91-1405022**  
(I.R.S. Employer  
Identification No.)

**21919 30<sup>th</sup> Drive S.E.**

**Bothell, Washington 98021-3904**

**(425) 951-1200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Kevin M. Goodwin**

**President and Chief Executive Officer**

**SonoSite, Inc.**

**21919 30<sup>th</sup> Drive S.E.**

**Bothell, Washington 98021-3904**

**(425) 951-1200**

(Name, address and telephone number, including area code, of agent for service)

*Copies to:*

**Stephen M. Graham**

**Alan C. Smith**

**Fenwick & West LLP**

**1191 Second Avenue, 10<sup>th</sup> Floor**

**Seattle, Washington 98101**

**Telephone: (206) 389-4510**

**Approximate date of commencement of proposed sale to the public:**

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This post-effective amendment deregisters those shares of common stock that remain unsold hereunder as of the effective date hereof.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following 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, 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, 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 registration statement filed pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

**Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):**

|                         |                                                 |                           |   |
|-------------------------|-------------------------------------------------|---------------------------|---|
| Large accelerated filer | "                                               | Accelerated filer         | x |
| Non-accelerated filer   | " (Do not check if a smaller reporting company) | Smaller reporting company | " |

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-3 (File No. 333-68610) previously filed by SonoSite, Inc., a Washington corporation (the Registration Statement ), filed with the Securities and Exchange Commission (the Commission ) on August 29, 2001, as amended by the Post-Effective Amendment No. 1 filed with the Commission on May 31, 2002 (the Registration Statement ) pertaining to the registration of 1,666,667 shares of the Registrant's common stock, par value \$0.01 per share (the Shares ).

On December 15, 2011, the Registrant, FUJIFILM Holdings Corporation, a Japanese corporation ( FUJI ) and Salmon Acquisition Corporation, a Delaware corporation and an indirect wholly-owned subsidiary of FUJI ( Purchaser ), entered into an Agreement and Plan of Merger (the Merger Agreement ).

Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser will merge with and into the Registrant, with the Registrant as the surviving corporation (the Merger ). In connection with the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Registrant in the Registration Statement pursuant to Rule 415 to remove from registration, by means of a post-effective amendment, any Shares registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration all Shares registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 to Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, the City of Bothell, State of Washington, on this 13<sup>th</sup> day of March, 2012.

**SonoSite, Inc.**

By: /s/ KEVIN M. GOODWIN  
**Kevin M. Goodwin,**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities indicated below on the 13<sup>th</sup> day of March, 2012.

| Name                            | Title                                           |
|---------------------------------|-------------------------------------------------|
| /s/ KEVIN M. GOODWIN            | President, Chief Executive Officer and Director |
| <b>Kevin M. Goodwin</b>         | (Principal Executive Officer)                   |
| /s/ Anil Amlani                 | Chief Financial Officer                         |
| <b>Anil Amlani</b>              | (Principal Financial and Accounting Officer)    |
| /s/ PAUL V. HAACK               | Director                                        |
| <b>Paul V. Haack</b>            |                                                 |
| /s/ RODNEY F. HOCHMAN, M.D.     | Director                                        |
| <b>Rodney F. Hochman, M.D.</b>  |                                                 |
| /s/ RICHARD O. MARTIN, PH.D.    | Director                                        |
| <b>Richard O. Martin, Ph.D.</b> |                                                 |
| /s/ KENJI SUKENO                | Director                                        |
| <b>Kenji Sukeno</b>             |                                                 |