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EM INDUSTRIES INC
Form SC 13D/A
November 02, 2001

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. 3)

Meridian Medical Technologies, Inc.

(Name of Issuer)

Common Stock, par value \$0.10 per share
(Title of Class of Securities)

589658 10 3

(Cusip Number)

Richard Hackett
EM Industries, Incorporated
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Hawthorne, NY 10532
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and
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 16, 2001

(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 that 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 ☐

Note. Schedules filed in paper format should include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for the other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 5 Pages)

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1.	NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) EM Industries, Incorporated

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <div style="text-align: right;">(a) <input type="checkbox"/> (b) <input type="checkbox"/></div>

3.	SEC USE ONLY

4.	SOURCES OF FUNDS OO

5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) <div style="text-align: right;"><input type="checkbox"/></div>

6.	CITIZENSHIP OR PLACE OF ORGANIZATION New York

NUMBER OF UNITS BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 211,976(1)

	8. SHARED VOTING POWER 0

	9. SOLE DISPOSITIVE POWER 211,976(1)

	10. SHARED DISPOSITIVE POWER 0

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 211,976(1)

12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <div style="text-align: right;"><input type="checkbox"/></div>

13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6%

14.	TYPE OF REPORTING PERSON

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CO

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(1) Includes 29,038 shares of Common Stock of the issuer subject to presently exercisable warrants.

SCHEDULE 13D

FILED PURSUANT TO RULE 13d-1
OF THE GENERAL RULES AND REGULATIONS UNDER
THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

This Amendment No. 3, which relates to shares of the common stock, par value \$0.10 per share (the "Common Stock") of Meridian Medical Technologies, Inc. (the "Issuer") and is being filed by EM Industries, Incorporated, supplements and amends the statement on Schedule 13D, dated November 20, 1996, and originally filed with the Commission on December 2, 1996, Amendment No. 1 thereto, dated October 24, 2000, and filed with the Commission on October 26, 2000, and Amendment No. 2 thereto, dated November 30, 2000, and filed with the Commission on December 15, 2000.

ITEM 4. PURPOSE OF THE TRANSACTION.

Item 4 of Schedule 13D is amended by the addition of the following:

As described in Amendment No. 2 to the Schedule 13D, EM intends to dispose of the Common Stock and Warrants that it holds. Since the filing of Amendment No. 2, EM has sold, as of the date of this Amendment No. 3 to the Schedule 13D, a total of 18,300 shares of Common Stock in market transactions at then prevailing market prices, as set forth below in part (c) of Item 5. EM intends to continue to dispose of its Common Stock in an orderly fashion, as market conditions permit and at prices acceptable to it. It will continue to hold its Common Stock to the extent that these objectives cannot be achieved. EM intends to exercise the Warrants that it holds before November 19, 2001, thereby acquiring an additional 29,038 shares of Common Stock. No assurance can be given, however, that the Warrants will actually be exercised as of such date. EM also intends to dispose of any shares acquired through the exercise of the Warrants in an orderly fashion, as market conditions permit and at prices acceptable to it, to the extent permitted by law.

EM's decision to dispose of its interest in the Issuer was based on the fact that its commercial relationship with the Issuer has been assigned to an affiliate of EM, that EM's investment in the Issuer was unrelated to its current strategic plans, and that its investment in the Issuer had appreciated in value, and was not based on an evaluation of the Issuer's future prospects.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Part (a) of Item 5 of Schedule 13D is deleted and amended to read in its entirety as follows:

(a) EM directly owns 182,938 shares of Common Stock and Warrants to purchase 29,038 shares of Common Stock (together, the "EM Common Shares"), which amounts include the shares of Common Stock and Warrants acquired in the Merger plus 61,989 shares of Common Stock previously acquired by EM from STI in November

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1992 in a privately negotiated transaction. Based in part upon information provided by the Issuer and calculated in accordance with Rule 13d-3(d)(1) under the Exchange Act, the EM Common Shares represent 6.6% of the 3,197,088 shares of Common Stock outstanding on the date hereof.

(c) Paragraph (c) of Item 5 of the Schedule 13D is amended by the addition of the following:

During the last sixty days, EM has sold a portion of its shares of Common Stock in open market transactions as follows:

Date Sold	No. of Shares Sold	Price per Share
Oct. 16, 2001	5000	\$21.52
Oct. 22, 2001	100	\$19.33
Oct. 22, 2001	100	\$19.53
Oct. 22, 2001	800	\$19.61
Oct. 22, 2001	1,000	\$19.55
Oct. 22, 2001	1,425	\$19.32
Oct. 22, 2001	1,575	\$19.50
Oct. 29, 2001	5,000	\$21.75

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: November 1, 2001

EM INDUSTRIES, INCORPORATED

By: /s/ Richard Hackett
Name: Richard Hackett
Title: Senior Vice President