

Edgar Filing: STERICYCLE INC - Form SC 13G

STERICYCLE INC
Form SC 13G
September 06, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

Stericycle, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

858912108

(CUSIP Number)

February 26, 2001

(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)

*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 the
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 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

CUSIP No. 858912108

13G

Page 2 of 12 Pages

1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oracle Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

613,600

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

613,600

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

613,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.1%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 858912108

13G

Page 3 of 12 Pages

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oracle Institutional Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		165,600
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		165,600

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

165,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.1%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oracle Investment Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		276,600
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		276,600

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

276,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

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 CUSIP No. 858912108

13G

 Page 5 of 12 Pages

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oracle Associates, LLC

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]

(b) []

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

 5 SOLE VOTING POWER

0

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

 6 SHARED VOTING POWER

779,200

 7 SOLE DISPOSITIVE POWER

0

 8 SHARED DISPOSITIVE POWER

779,200

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

779,200

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2%

 12 TYPE OF REPORTING PERSON*

OO

 *SEE INSTRUCTION BEFORE FILLING OUT!

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 CUSIP No. 858912108

13G

 Page 6 of 12 Pages

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 Larry N. Feinberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

 (a) [X]
 (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

 United States

	5	SOLE VOTING POWER
		3,200
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		1,046,800
	7	SOLE DISPOSITIVE POWER
		3,200

	8	SHARED DISPOSITIVE POWER
		1,046,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 1,050,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

 N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

 7.0%

12 TYPE OF REPORTING PERSON*

 IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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This statement on Schedule 13G amends, supplements and restates the Amendment No. 1 to Schedule 13D which was filed on September 21, 2000 with respect to the Common Stock (as defined in Item 2(d) below) of Stericycle, Inc.

Item 1(a): Name of Issuer:

The name of the issuer is Stericycle, Inc. (the "Company").

Item 1(b): Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 28161 North Keith Drive, Lake Forest, Illinois 60045.

Item 2(a): Name of Person Filing:

This statement is filed by:

- (i) Oracle Partners, L.P., a Delaware limited partnership ("Oracle Partners"), with respect to shares of Common Stock directly owned by it;
- (ii) Oracle Institutional Partners, L.P., a Delaware limited partnership ("Oracle Institutional"), with respect to shares of Common Stock directly owned by it;
- (iii) Oracle Investment Management, Inc., a Delaware corporation (the "Investment Manager"), which serves as investment manager to and has investment discretion over the securities held by SAM Oracle Investments Inc., a British Virgin Islands corporation ("SAM Oracle"), with respect to shares of Common Stock directly owned by SAM Oracle, Oracle Offshore Limited, a Cayman Islands corporation ("Oracle Offshore"), with respect to shares of Common Stock directly owned by Oracle Offshore and Oracle Management, Inc. Employees Retirement Plan (the "Retirement Plan"), with respect to shares of Common Stock directly owned by the Retirement Plan;
- (iv) Oracle Associates, LLC, a Delaware limited liability company ("Oracle Associates"), which serves as the general partner of Oracle Partners and Oracle Institutional (together, the "Partnerships"), with respect to shares of Common Stock directly owned by the Partnerships; and
- (v) Mr. Larry N. Feinberg ("Mr. Feinberg"), which serves as the senior managing member of Oracle Associates, is the sole shareholder and president of the Investment Manager, and is the trustee of The Feinberg Family Foundation (the "Foundation"), with respect to shares of Common Stock directly owned by him (for himself and as trustee of the Foundation)

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-7-

and by the Partnerships, SAM Oracle, Oracle Offshore, and the Retirement Plan.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b): Address of Principal Business Office or, if None,

Residence:

The address of the principal business office of each of the Reporting Persons is 200 Greenwich Avenue, 3rd Floor, Greenwich, CT 06830.

Item 2(c): Citizenship:

Each of the Partnerships, the Investment Manager and Oracle Associates is organized under the laws of the State of Delaware. Mr. Feinberg is a citizen of the United States of America.

Item 2(d): Title of Class of Securities:

Common Stock, \$0.01 par value ("Common Stock")

Item 2(e): CUSIP Number:

858912108

Item 3: If this statement is filed pursuant to Rules 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 Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of

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- the Federal Deposit Insurance Act,
(i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
(j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box: [x]

-8-

Item 4:

Ownership:

A. Oracle Partners, L.P.

- (a) Amount beneficially owned: 613,600
(b) Percent of class: 4.1% The percentages used herein and in the rest of this statement are calculated based upon the 14,970,174 shares of Common Stock issued and outstanding as of November 9, 2000, as reflected in the Company's Form 10-Q for the period ending September 30, 2000.
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 613,600
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: 613,600

B. Oracle Institutional Partners, L.P.

- (a) Amount beneficially owned: 165,600
(b) Percent of class: 1.1%
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 165,600
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: 165,600

C. Oracle Investment Management, Inc.

- (a) Amount beneficially owned: 276,600
(b) Percent of class: 1.8%
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 276,600
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: 276,600

D. Oracle Associates, LLC

- (a) Amount beneficially owned: 779,200
(b) Percent of class: 5.2%

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- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 779,200
 - (iii) Sole power to dispose or direct the disposition:
-0-
 - (iv) Shared power to dispose or direct the disposition:
779,200

E. Larry N. Feinberg

- (a) Amount beneficially owned: 1,050,000
- (b) Percent of class: 7.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 3,200

-9-

- (ii) Shared power to vote or direct the vote: 1,046,800
- (iii) Sole power to dispose or direct the disposition:
3,200
- (iv) Shared power to dispose or direct the disposition:
1,046,800

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:

SAM Oracle, Oracle Offshore and the Retirement Plan, each clients of the Investment Manager, have the right to receive and the power to direct the receipt of dividends from, and proceeds from the sale of, the securities reported in this statement. No single client of the Investment Manager holds more than five percent of the class of securities reported herein.

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 Group:

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Not applicable.

Item 10:

Certification:

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

-10-

SIGNATURE

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.

Executed on September 6, 2001, as of March 8, 2001

/s/ Larry N. Feinberg

Larry N. Feinberg, individually and as senior managing member of Oracle Associates, LLC, on behalf of itself and as the general partner of Oracle Partners, L.P. and Oracle Institutional Partners, L.P., as president of Oracle Investment Management, Inc., and as trustee of The Feinberg Family Foundation