

COGENTIX MEDICAL INC /DE/
Filed by
CAMDEN MERGER SUB, INC.

FORM SC TO-C
(Written communication relating to an issuer or third party)

Filed 03/12/18

Address	5420 FELTL ROAD MINNETONKA, MN, 55343
Telephone	(952) 426-6140
CIK	0000894237
Symbol	CGNT
SIC Code	3845 - Electromedical and Electrotherapeutic Apparatus
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

COGENTIX MEDICAL, INC.
(Name of Subject Company (Issuer))

Camden Merger Sub, Inc.
(Offeror)
a direct wholly owned subsidiary of

LM US Parent, Inc.
(Parent of Offeror)

Investor AB
(Other Person)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

19243A104
(CUSIP Number of Class of Securities)

**Camden Merger Sub, Inc.
c/o Investor AB
Arsenalsgatan 8c
SE-103 32
Stockholm, Sweden**

**Attention: Petra Hedengran
Telephone: +46-735-24-20-97**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With copies to:
James C.H. Lee
K&L Gates LLP
599 Lexington Avenue
New York, NY 10022
(212) 536-3900

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee*
N/A*	N/A*

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing because it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A
Form of Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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The pre-commencement communication filed under cover of this Schedule TO solely relates to a planned tender offer by Camden Merger Sub, Inc., a Delaware corporation (the “Offeror”), for all of the issued and outstanding shares of common stock, par value \$0.01 per share (the “Common Stock”), of Cogentix Medical, Inc., a Delaware corporation (the “Company”), pursuant to an Agreement and Plan of Merger, dated as of March 11, 2018, by and among the Offeror, LM US Parent, Inc. (“Parent”) and the Company. This Schedule TO is being filed on behalf of the Offeror, Parent and Investor AB, a publicly held limited liability company organized under the laws of Sweden (“Investor AB”). The Offeror is a wholly-owned subsidiary of Parent, and Parent is controlled by Investor AB, which is engaged principally in business as a diversified industrial holding company.

The tender offer for the purchase of the issued and outstanding shares of the Company’s Common Stock described in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities, nor is it a substitute for the tender offer materials that the Offeror will file with the U.S. Securities and Exchange Commission (the “SEC”) upon commencement of the tender offer. At the time the tender offer is commenced, the Offeror will file tender offer materials on Schedule TO, and the Company thereafter will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF COMMON STOCK OF THE COMPANY ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF COMPANY COMMON STOCK SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SECURITIES. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of Common Stock of the Company at no expense to them. The tender offer materials, the Solicitation/Recommendation Statement and other related documents (when available) will be made available for free at the SEC’s website at www.sec.gov or by directing a request to the Offeror or its agent for the offer (who will be named by the Offeror in the tender offer materials).

EXHIBIT INDEX

Exhibit 99.1 Press Release, dated March 12, 2018

Exhibit 99.2 Press Release, dated March 12, 2018 (incorporated by reference to Exhibit 99.3 to Cogentix Medical, Inc.'s Form 8-K, filed on March 12, 2018)



175 Galaxy Blvd, Suite 200
 Building B
 Toronto, ON, Canada
 M9W 0C9
 Tel: 905.612.1170

LABORIE Medical Technologies to acquire Cogentix Medical Inc., for \$214 million

TORONTO, CANADA, March 12, 2018 - LABORIE Medical Technologies, a leading global developer and manufacturer of medical diagnostics and devices in the pelvic health and gastroenterology market, today announces the execution of a definitive agreement to acquire Cogentix Medical Inc., (NASDAQ: CGNT) for \$3.85 per Cogentix share in cash, and an enterprise value of \$214 million. Cogentix is a global medical company that provides proprietary, innovative technologies to a number of specialty markets including urology.

“The acquisition of Cogentix advances our strategy to invest in leading technologies that provide product and channel scale to LABORIE’S existing Urology Strategic Business Unit (SBU) diagnostic and therapeutic portfolio, particularly in the areas of OAB (overactive bladder) and SUI (stress urinary incontinence),” commented Michael Frazzette, President & CEO of LABORIE Medical Technologies. “The addition of Cogentix’s suite of technology will significantly expand LABORIE’S therapeutic offering, thereby providing customers and their patients with comprehensive, clinically-relevant solutions along the disease treatment continuum.”

Key Cogentix products include:

- o **Urgent PC Neuromodulation System** – non-drug, non-surgical treatment for OAB and associated symptoms of urinary urgency, urinary frequency and urge incontinence. Delivers percutaneous tibial nerve stimulation (PTNS), a recommended therapy in the American Urological Association (AUA) and Society of Urodynamics, Female Pelvic Medicine and Urogenital Reconstruction (SUFU) OAB diagnosis and treatment guidelines.
- o **PrimeSight Cystoscopy System & EndoSheath** - Cystoscopy system combined with a single-use, protective barrier with an integrated working channel. Using PrimeSight with the EndoSheath protective barrier eliminates the need for high-level disinfection between every procedure and provides a significant workflow benefit to urologists performing cystoscopies.
- o **Macroplastique** - Injectable, soft-tissue bulking agent used to treat female SUI primarily due to intrinsic sphincter deficiency. Macroplastique stabilizes and “bulks” the submucosa tissue of the urethra in a minimally invasive procedure, providing the surrounding muscles with increased capability to control the flow of urine.

“We are very pleased to be joining LABORIE. We share a strong passion for providing novel solutions to our customers and their patients who suffer from OAB and SUI,” stated Darin Hammers, Cogentix President & CEO.

About Overactive Bladder

It is estimated that 42 million people in the United States alone have Overactive Bladder (OAB), of which approximately 38 million remain untreated or undertreated. OAB occurs when bladder muscles become overly sensitive or overactive, which typically results from damage to the nervous system or to the nerves and muscles associated with bladder contractility. Symptoms of OAB include urinary urgency, urinary frequency or urge incontinence.

About Stress Urinary Incontinence

According to the American Urological Association (AUA) Stress Urinary Incontinence (SUI) is the symptom of urinary leakage due to increased abdominal pressure, which can be caused by activities such as sneezing, coughing, exercise, lifting, and position change. In a recent 2017 AUA/SUFU "Surgical Treatment of Female Stress Urinary Incontinence" Guideline it indicates that the prevalence of SUI in women has been reported to be as high as 49%, depending on population and definition, and it can have a significant negative impact on quality of life.

We expect the deal to close in the first half of Q2 2018, subject to satisfaction of customary conditions, including a vote of Cogentix shareholders.

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For Further Information :

Cogentix Medical, Inc.

Brett Reynolds, SVP and CFO
+1-952-426-6152

LABORIE Medical Technologies

Joe Metzger
+1-978-273-5187

About Cogentix Medical

Cogentix Medical, Inc., is a global medical device company. We design, develop, manufacture and market products for flexible endoscopy with our unique PrimeSight™ product lines featuring a streamlined visualization system and proprietary sterile disposable microbial barrier providing users with efficient and cost-effective endoscope turnover while enhancing patient safety. We also commercialize the Urgent® PC Neuromodulation System, an FDA-cleared device that delivers Percutaneous Tibial Nerve Stimulation (PTNS) for the office-based treatment of overactive bladder (OAB). OAB is a chronic condition that affects approximately 42 million U.S. adults. The symptoms include urinary urgency, frequency and urge incontinence. We also offer Macroplastique®, an injectable urethral bulking agent for the treatment of adult female stress urinary incontinence primarily due to intrinsic sphincter deficiency. Cogentix, a portfolio company of Accelmed Growth Partners LP, is headquartered in Minnetonka, Minnesota, with additional operations in New York, Massachusetts, The Netherlands and the United Kingdom. For more information on Cogentix Medical and our products, please visit us at www.cogentixmedical.com.

About LABORIE Medical Technologies

LABORIE is a leading global developer, manufacturer and marketer of innovative medical technology and consumables used in gastrointestinal procedures and for the diagnosis and treatment of pelvic health in the Urology, Gynecology, and Colorectal fields.

LABORIE is owned by Patricia Industries – a part of Investor AB – and is a long-term owner that invests in companies and works to develop each company to its full potential.

Forward-Looking Statements

Statements in this communication may contain, in addition to historical information, certain forward-looking statements. Some of these forward-looking statements may contain words like “believe,” “may,” “could,” “would,” “might,” “possible,” “should,” “expect,” “intend,” “plan,” “anticipate,” or “continue,” the negative of these words, or other terms of similar meaning or they may use future dates. Forward-looking statements in this communication include without limitation statements regarding the planned completion of the transactions. These statements are subject to risks and uncertainties that could cause actual results and events to differ materially from those anticipated, including, but not limited to, risks and uncertainties related to: the anticipated benefits of the transactions, the anticipated timing of filings and approvals relating to the transactions; the expected timing of the completion of the transactions; the percentage of Cogentix Medical’s stockholders tendering their shares in the tender offer; the possibility that competing offers will be made; the possibility that various closing conditions for the transactions may not be satisfied or waived; the effects of disruption caused by the transactions making it more difficult to maintain relationships with employees, vendors and other business partners; possible stockholder litigation in connection with the transaction; and other risks and uncertainties discussed in Cogentix Medical’s filings with the U.S. Securities and Exchange Commission (SEC), including the “Risk Factors” sections of Cogentix Medical’s Annual Report on Form 10-K for the year ended December 31, 2016 and any subsequent quarterly reports on Form 10-Q, as well as the tender offer documents to be filed by Parent or Merger Sub and the Tender Offer Solicitation/Recommendation Statement to be filed by Cogentix Medical. Cogentix Medical undertakes no obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

Important Additional Information

The tender offer described in this press release has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell any shares of the common stock of Cogentix Medical, Inc., nor is it a substitute for the tender offer materials that Parent and its wholly-owned subsidiary, Merger Sub, will file with the SEC upon commencement of the tender offer. This press release is for informational purposes only. On the commencement date of the tender offer, LM US Parent, Inc. (Parent) and Camden Merger Sub, Inc. (Merger Sub) will file a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, with the SEC. At or around the same time, Cogentix Medical, Inc. will file a Tender Offer Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. Stockholders should read those materials carefully when they become available because they will contain important information, including the various terms and conditions of the tender offer. Stockholders will be able to obtain a free copy of these documents (when they become available) and other documents filed by Cogentix Medical, Merger Sub and Parent with the SEC at the website maintained by the SEC at www.sec.gov. In addition, stockholders will be able to obtain a free copy of these documents (when they become available) at the Cogentix Medical, Inc. website at www.cogentixmedical.com.