

WILSON GREATBATCH TECHNOLOGIES INC
Form 424B3
January 22, 2004

Pursuant to Rule 424(b)(3)
File No. 333-107667

**FIFTH SUPPLEMENT TO PROSPECTUS
DATED NOVEMBER 24, 2003**

WILSON GREATBATCH TECHNOLOGIES, INC.

**\$170,000,000 2¼% CONVERTIBLE SUBORDINATED DEBENTURES
DUE 2013 AND SHARES OF COMMON STOCK ISSUABLE
UPON CONVERSION THEREOF**

The Prospectus, dated November 24, 2003, as amended by the Supplement to the Prospectus dated December 10, 2003, the Second Supplement to the Prospectus dated December 16, 2003, the Third Supplement to the Prospectus dated December 31, 2003 and the Fourth Supplement to the Prospectus dated January 12, 2004 is hereby further supplemented as follows to restate, in its entirety, the "Selling Securityholders" section on pages 60-62 of the Prospectus.

The date of this Fifth Prospectus Supplement is January 22, 2004.

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SELLING SECURITYHOLDERS

The debentures were originally issued by us to Morgan Stanley & Co. Incorporated and additional initial purchasers in a private placement in May 2003. The debentures were immediately resold by the initial purchasers in transactions exempt from the registration requirements of the Securities Act to persons reasonably believed by the initial purchasers to be "qualified institutional buyers," as defined by Rule 144A under the Securities Act. Selling securityholders, including their transferees, pledgees, donees and successors, may from time to time offer and sell pursuant to this prospectus any or all of the debentures and shares of common stock into which the debentures are convertible pursuant to this prospectus or any applicable prospectus supplement.

The table below sets forth the name of each selling securityholder, the principal amount of debentures and shares of common stock beneficially owned by each selling securityholder and the number of shares of common stock issuable upon conversion of those debentures that may be offered from time to time under this prospectus by the selling securityholders named in the table.

We have prepared the table below based on information given to us by those selling securityholders who have supplied us with this information and we have not sought to verify this information. We will update this table if we receive more information from holders of the debentures who have not yet provided us with their information. We will supplement or amend this prospectus to include additional selling securityholders upon request and upon provision of all required information to us. Information concerning the selling securityholders may change from time to time and any changed information will be set forth in supplements to this prospectus if and when necessary.

Because the selling securityholders may offer all or some portion of the debentures and shares of common stock into which the debentures are convertible listed below, we have assumed for purposes of this table that the selling securityholders will sell all of the shares of common stock offered by this prospectus pursuant to this prospectus. Accordingly, we cannot estimate the amounts of debentures or shares of common stock that will be held by the selling securityholders following the consummation of any such sales. In addition, the selling securityholders listed in the table below may have acquired, sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their debentures since the date on which they provided to us the information presented in the table.

The number of shares of common stock issuable upon conversion of the debentures shown in the table below assumes conversion of the full amount of debentures held by each selling securityholder. The percentage of debentures outstanding beneficially owned by each selling securityholder is based on \$170,000,000 aggregate principal amount of debentures outstanding. The number of shares of common stock beneficially owned prior to the offering includes shares of common stock into which the debentures may be convertible. The number of shares of common stock that may be offered is based on a conversion rate of 24.8219 per \$1,000 principal amount of debentures and a cash payment in lieu of any fractional share. The percentage of common stock outstanding beneficially owned and that may be offered by each selling securityholder is based on 21,185,517 shares of common stock outstanding on November 14, 2003. In addition, the conversion rate and, therefore, the number of shares of common stock issuable upon conversion of the debentures is subject to adjustment under certain

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circumstances. Accordingly, the aggregate principal amount of debentures and the number of shares of common stock into which the debentures are convertible may increase or decrease.

Based upon information provided by the selling securityholders, none of the selling securityholders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years.

Name of Beneficial Owner	Principal Amount of Debentures Beneficially Owned and Offered	Percentage of Debentures Outstanding	Shares of Common Stock Owned Prior to the Offering (1)	Conversion Shares of Common Stock Offered	Common Stock Owned Upon Completion of the Offering	
					Number of Shares	Percentage
Pioneer High Yield Fund	\$40,500,000	23.8%	--	1,005,287	--	*
Swiss Re Financial Products Corporation	\$15,000,000	8.8%	--	372,328	--	*
Morgan Stanley & Co. Incorporated	\$11,725,000	6.9%	--	291,037	--	*
St. Thomas Trading, Ltd.	\$10,049,000	5.9%	--	249,435	--	*
Salomon Brothers Asset Management, Inc.	\$6,125,000	3.6%	--	152,034	--	*
Calamos Market Neutral Fund - Calamos Investment Trust	\$6,000,000	3.5%	--	148,931	--	*
Sunrise Partners Limited Partnership	\$5,000,000	2.9%	--	124,110	--	*
Cooper Neff Convertible Strategies (Cayman) Master Fund L.P.	\$4,504,000	2.65%	--	111,797	--	*
Pioneer U.S. High Yield Corp. Bond Sub Fund	\$4,500,000	2.7%	--	111,699	--	*
DKR Saturn Event Driven Holding Fund Ltd.	\$4,330,000	2.5%	--	107,478	--	*
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BNP Paribas Equity Strategies, SNC	\$4,279,000	2.52%	8,215	106,212	8,215	*
Man Convertible Bond Master Fund, Ltd.	\$3,451,000	2.0%	--	85,660	--	*
Fidelity Financial Trust-Fidelity Convertible Securities Fund	\$3,000,000	1.8%	--	74,466	--	*
Pendragon (Guinevere) Fund L.L.C.	\$2,986,000	1.8%	--	74,118	--	*
OCM Convertible Trust	\$2,665,000	1.6%	--	66,150	--	*
Chrysler Corporation Master Retirement Trust	\$2,585,000	1.5%	--	64,164	--	*
	\$2,500,000	1.5%	--	62,055	--	*

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MLQA Convertible
Securities Arbitrage

Polygon Global Opportunities Master Fund	\$2,500,000	1.5%	--	62,055	--	*
New York Life Insurance Company (Post 82)	\$2,130,000	1.3%	--	52,871	--	*
Pendragon (Convertibles) Fund Limited	\$2,014,000	1.2%	--	49,991	--	*
Mainstay Convertible Fund	\$1,935,000	1.1%	--	48,030	--	*
UBS OConnor LLC F/B/O OConnor Global Convertible Arbitrage Master Ltd.	\$1,500,000	*	--	37,232	--	*
Microsoft Corporation	\$1,470,000	*	--	36,488	--	*
State Employees' Retirement Fund of the State of Delaware	\$1,125,000	*	--	27,924	--	*
Delta Air Lines Master Trust - CV	\$1,070,000	*	--	26,559	--	*
Singlehedge US Convertible Arbitrage Fund	\$1,064,000	*	--	26,410	--	*
Quest Global Convertible Master Fund Ltd.	\$1,000,000	*	--	24,822	--	*
S.A.C. Capital Associates, LLC	\$1,000,000	*	--	24,822	--	*
Zurich Institutional Benchmarks Master Fund Ltd.	\$977,000	*	--	24,250	--	*
New York Life Insurance Company (Pre 82)	\$975,000	*	--	24,201	--	*
Forest Global Convertible Fund Ltd., Class A-5	\$880,000	*	--	21,843	--	*
Partner Reinsurance Company Ltd.	\$855,000	*	--	21,222	--	*
Mainstay VP Convertible Fund	\$825,000	*	--	20,479	--	*
WPG Convertible Arbitrage Overseas Master Fund	\$800,000	*	--	19,858	--	*
Allstate Insurance Company	\$750,000	*	--	18,616	--	*
Sturgeon Limited	\$613,000	*	--	15,215	--	*
Lyxor/Forest Fund Ltd.	\$550,000	*	--	13,652	--	*
Delta Pilots Disability & Survivorship Trust - CV	\$515,000	*	--	12,783	--	*
BP Amoco PLC Master Trust	\$366,000	*	--	9,085	--	*
Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio	\$321,000	*	--	7,967	--	*

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Forest Fulcrum Fund LP	\$320,000	*	--	7,943	--	*
Lyxor/Convertible Arbitrage Fund Limited	\$290,000	*	--	7,198	--	*
Qwest Occupational Health Trust	\$285,000	*	--	7,074	--	*
Motion Picture Industry Health Plan - Active Member Fund	\$265,000	*	--	6,577	--	*
Credit Suisse First Boston LLC	\$250,000	*	--	6,205	--	*
WPG MSA Convertible Arbitrage Fund	\$200,000	*	--	4,964	--	*
Motion Picture Industry Health Plan - Retiree Member Fund	\$165,000	*	--	4,095	--	*
Hotel Union & Hotel Industry of Hawaii Pension Plan	\$142,000	*	--	3,525	--	*
Sphinx Convertible Arb Fund SPC	\$133,000	*	--	3,301	--	*
Afra Health Fund	\$90,000	*	--	2,234	--	*
LLT Limited	\$90,000	*	--	2,234	--	*
Relay 11 Holdings Co.	\$75,000	*	--	1,861	--	*
Barclays Global Investors Diversified Alpha Plus Funds	\$60,000	*	--	1,489	--	*
Xavex Convertible Arbitrage 4 Fund	\$50,000	*	--	1,241	--	*
Mainstay Strategic Fund	\$45,000	*	--	1,117	--	*
New York Life Separate A/C #7	\$45,000	*	--	1,117	--	*
HFR RVA Select Performance Master Trust	\$24,000	*	--	595	--	*
Viacom, Inc. Pension Plan Master Trust	\$12,000	*	--	298	--	*

* Less than 1%

(1) Shares in this column do not include the shares of common stock issuable upon conversion of the debentures listed in the column to the right.