

Edgar Filing: EMAGEON INC - Form SC 13D/A

EMAGEON INC  
Form SC 13D/A  
October 04, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Emageon Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share

-----  
(Title of Class of Securities)

29076V109

-----  
(CUSIP Number)

Augustus K. Oliver  
Oliver Press Partners, LLC  
152 West 57th Street  
New York, New York 10019  
(212) 277-5654

with a copy to:  
Allen B. Levithan, Esq.  
Lowenstein Sandler PC  
65 Livingston Avenue  
Roseland, New Jersey 07068  
(973) 597-2406

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 28, 2007

-----  
(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\*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 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. 29076V109

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1. Names of Reporting Persons: Oliver Press Partners, LLC  
I.R.S. Identification Nos. of above persons (entities only): 20-2688930

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) [ ]  
(b) [X]

3. SEC Use Only

4. Source of Funds (See Instructions): 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: Delaware

Number of	7. Sole Voting Power:	0
Shares Beneficially	8. Shared Voting Power:	2,820,860*
Owned by Each Reporting	9. Sole Dispositive Power:	0
Person With	10. Shared Dispositive Power:	2,820,860*

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,820,860\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): 13.2%\*

14. Type of Reporting Person (See Instructions): IA

\* This is a joint filing by Oliver Press Partners, LLC, Oliver Press Investors, LLC, Augustus K. Oliver and Clifford Press, who share the power to vote and the power to direct the disposition of 576,360 shares of common stock, par value \$0.001 per share (the "Shares"), of Emageon Inc., a Delaware corporation, owned, as of October 4, 2007, by Davenport Partners, L.P., a Delaware limited partnership, and 2,244,500 Shares owned by JE Partners, a Bermuda partnership. See Items 2 and 5 of this Schedule 13D, as amended, for additional information.

Cusip No. 29076V109

1. Names of Reporting Persons: Oliver Press Investors, LLC  
I.R.S. Identification Nos. of above persons (entities only): 20-2688868

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) [ ]  
(b) [X]

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3. SEC Use Only

4. Source of Funds (See Instructions): 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: Delaware

Number of	7. Sole Voting Power:	0
Shares Beneficially	8. Shared Voting Power:	2,820,860*
Owned by Each Reporting	9. Sole Dispositive Power:	0
Person With	10. Shared Dispositive Power:	2,820,860*

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,820,860\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): 13.2%\*

14. Type of Reporting Person (See Instructions): PN

\* This is a joint filing by Oliver Press Partners, LLC, Oliver Press Investors, LLC, Augustus K. Oliver and Clifford Press, who share the power to vote and the power to direct the disposition of 576,360 shares of common stock, par value \$0.001 per share (the "Shares"), of Emageon Inc., a Delaware corporation, owned, as of October 4, 2007, by Davenport Partners, L.P., a Delaware limited partnership, and 2,244,500 Shares owned by JE Partners, a Bermuda partnership. See Items 2 and 5 of this Schedule 13D, as amended, for additional information.

Cusip No. 29076V109

1. Names of Reporting Persons: Augustus K. Oliver  
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) [ ]  
(b) [X]

3. SEC Use Only

4. Source of Funds (See Instructions): 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: Delaware

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Number of	7. Sole Voting Power:	0
Shares Beneficially	8. Shared Voting Power:	2,820,860*
Owned by Each Reporting	9. Sole Dispositive Power:	0
Person With	10. Shared Dispositive Power:	2,820,860*

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,820,860\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): 13.2%\*

14. Type of Reporting Person (See Instructions): IN

\* This is a joint filing by Oliver Press Partners, LLC, Oliver Press Investors, LLC, Augustus K. Oliver and Clifford Press, who share the power to vote and the power to direct the disposition of 576,360 shares of common stock, par value \$0.001 per share (the "Shares"), of Emageon Inc., a Delaware corporation, owned, as of October 4, 2007, by Davenport Partners, L.P., a Delaware limited partnership, and 2,244,500 Shares owned by JE Partners, a Bermuda partnership. See Items 2 and 5 of this Schedule 13D, as amended, for additional information.

Cusip No. 29076V109

1. Names of Reporting Persons: Clifford Press  
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions): 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: Delaware

Number of	7. Sole Voting Power:	0
Shares Beneficially	8. Shared Voting Power:	2,820,860*
Owned by Each Reporting	9. Sole Dispositive Power:	0
Person With	10. Shared Dispositive Power:	2,820,860*

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11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,820,860\*  
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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions):  
-----

13. Percent of Class Represented by Amount in Row (11): 13.2%\*  
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14. Type of Reporting Person (See Instructions): IN  
-----

\* This is a joint filing by Oliver Press Partners, LLC, Oliver Press Investors, LLC, Augustus K. Oliver and Clifford Press, who share the power to vote and the power to direct the disposition of 576,360 shares of common stock, par value \$0.001 per share (the "Shares"), of Emageon Inc., a Delaware corporation, owned, as of October 4, 2007, by Davenport Partners, L.P., a Delaware limited partnership, and 2,244,500 Shares owned by JE Partners, a Bermuda partnership. See Items 2 and 5 of this Schedule 13D, as amended, for additional information.

Item 3. Source and Amount of Funds or Other Consideration.  
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Item 3 is hereby amended by adding the following paragraph at the end thereof:

The amount required by Davenport to purchase the 12,560 Shares owned by it and reported in Item 5 of this Schedule 13D Amendment No. 1 was \$103,407.69, including commissions. The amount required by JE to purchase the 239,100 Shares owned by it and reported in Item 5 of this Schedule 13D Amendment No. 1 was \$1,968,273.68, including commissions. All Shares owned by Davenport and JE were purchased in open market transactions with cash from their respective partnership assets.

Item 5. Interest in Securities of the Issuer.  
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Item 5 is hereby amended by deleting Item 5 in its entirety and by substituting the following in lieu thereof:

As of October 4, 2007, Davenport owned 576,360 Shares and JE owned 2,244,500 Shares, constituting approximately 2.7% and 10.5%, respectively, and approximately 13.2% in the aggregate, of the 21,332,583 Shares reported by the Company to be outstanding as of July 27, 2007 on its most recent Form 10-Q for the quarterly period ending June 30, 2007 filed with the Securities and Exchange Commission on August 9, 2007. OPP as the investment adviser to the Partnerships, has the power to vote and the power to direct the disposition of such Shares. OPI, as the general partner of the Partnerships, and Messrs. Oliver and Press, as the Managing Members of OPP and OPI, share the power to vote and to the power to direct the disposition of such Shares.

Attached hereto as Schedule I is a list of all transactions in Shares effected by the Partnerships between July 31, 2007 and September 28, 2007, and from September 28, 2007 through and including October 4, 2007, each of which were effected in an ordinary course brokerage transaction, by the Partnerships between the date of the event which required the filing of Schedule 13D and September 28, 2007. No other Filing Party had any transactions in Shares.

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Item 7. Exhibits.  
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Joint filing agreement dated as of October 4, 2007 by and among Oliver Press Partners, LLC, Oliver Press Investors, LLC, Augustus K. Oliver and Clifford Press.

Signature  
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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.

October 4, 2007

OLIVER PRESS INVESTORS, LLC

By: /s/ Augustus K. Oliver

-----  
Augustus K. Oliver  
Managing Member

OLIVER PRESS PARTNERS, LLC

By: /s/ Clifford Press

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Clifford Press  
Managing Member

/s/ Augustus K. Oliver

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Augustus K. Oliver

/s/ Clifford Press

-----  
Clifford Press

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

SCHEDULE I

Purchases by JE Partners, LP

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Date ----	No. of Shares -----	Total Cost* -----	Price Per Share -----
14-Sep-07	56,000	\$ 449,831.20	\$ 8.0327
17-Sep-07	10,500	\$ 84,295.05	\$ 8.0281
19-Sep-07	44,000	\$ 357,139.20	\$ 8.1168
20-Sep-07	25,300	\$ 205,906.58	\$ 8.1386
25-Sep-07	1,400	\$ 11,436.18	\$ 8.1687
26-Sep-07	6,900	\$ 57,865.47	\$ 8.3863
28-Sep-07	95,000	\$ 801,800.00	\$ 8.4400

Purchases by Davenport Partners, LP

Date ----	No. of Shares -----	Total Cost* -----	Price Per Share -----
14-Sep-07	3,000	\$ 24,098.10	\$ 8.0327
17-Sep-07	500	\$ 4,014.05	\$ 8.0281
19-Sep-07	2,260	\$ 18,343.97	\$ 8.1168
20-Sep-07	1,300	\$ 10,580.18	\$ 8.1386
25-Sep-07	100	\$ 816.87	\$ 8.1687
26-Sep-07	400	\$ 3,354.52	\$ 8.3863
28-Sep-07	5,000	\$ 42,200.00	\$ 8.4400

\* Including Commissions.

EXHIBIT A

JOINT FILING AGREEMENT  
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The undersigned agree that this Schedule 13D Amendment No. 1 relating to the shares of common stock of Emageon Inc. is filed jointly on behalf of each of the undersigned pursuant to Rule 13d-1(k).

October 4, 2007

OLIVER PRESS INVESTORS, LLC

By: /s/ Augustus K. Oliver  
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Augustus K. Oliver  
Managing Member

OLIVER PRESS PARTNERS, LLC

By: /s/ Clifford Press

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Clifford Press  
Managing Member

/s/ Augustus K. Oliver

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Augustus K. Oliver

/s/ Clifford Press

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Clifford Press