

MICROFLUIDICS INTERNATIONAL CORP
Form 3
March 07, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â NANO MERGER SUB, INC.</p> <p>(Last) (First) (Middle)</p> <p>C/O IDEX CORPORATION,Â 1925 WEST FIELD COURT, SUITE 200</p> <p>(Street)</p> <p>LAKE FOREST,Â ILÂ 60045</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/25/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MICROFLUIDICS INTERNATIONAL CORP [MFLU.OB]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,940,731 ⁽¹⁾ ⁽²⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NANO MERGER SUB, INC. C/O IDEX CORPORATION 1925 WEST FIELD COURT, SUITE 200 LAKE FOREST, IL 60045	^	^ X	^	^

Signatures

Nano Merger Sub, by /s/ Frank J. Notaro, President	03/07/2011
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) IDEX Corporation ("IDEX"), Nano Merger Sub, Inc., a wholly owned subsidiary of IDEX ("Purchaser"), and Microfluidics International Corporation (the "Issuer"), entered into an Agreement and Plan of Merger, dated as of January 10, 2011, pursuant to which Purchaser conducted a cash tender offer (the "Offer") to purchase all outstanding shares of common stock, par value \$0.01 per share, of the Issuer (the "Shares"), at a price of \$1.35 per Share, net to the seller in cash, and subject to the terms and conditions set forth in the Offer to Purchase, dated January 25, 2011, as amended, attached as an exhibit to the Tender Offer Statement on Schedule TO, initially filed by IDEX and Purchaser with the Securities and Exchange Commission on January 25, 2011, as amended.
- (2) The Offer expired at 12:00 midnight, New York City time, on February 24, 2011. An aggregate of 6,940,731 Shares were validly tendered and not properly withdrawn in the Offer (including certain Shares tendered under the Offer's guaranteed delivery procedures), representing approximately 66.54% of the Issuer's outstanding Shares. On February 25, 2011, Purchaser accepted for payment all validly tendered and not properly withdrawn Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.