

RESPIRONICS INC
Form SC 14D9/A
January 10, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 1
to
SCHEDULE 14D-9
(RULE 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Respironics, Inc.
(Name of Subject Company)

Respironics, Inc.
(Names of Person(s) Filing Statement)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

761230101
(CUSIP Number of Class of Securities)

Steven P. Fulton
Vice President and General Counsel
1010 Murry Ridge Lane
Murrysville, Pennsylvania 15668
(724) 387-5200

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

WITH COPIES TO:

Steven A. Rosenblum
Stephanie J. Seligman
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019

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

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This Amendment No. 1 to the Schedule 14D-9 (this Amendment), filed with the U.S. Securities and Exchange Commission (the SEC) on January 10, 2008, amends and supplements the Schedule 14D-9 filed with the SEC on January 3, 2008 by Respironics, Inc. (the Company), a Delaware corporation. The Schedule 14D-9 relates to a tender offer (the Offer) by Moonlight Merger Sub, Inc., a Delaware corporation (Offeror) and a direct wholly-owned subsidiary of Philips Holding USA Inc., a Delaware corporation (Parent), as disclosed in a Tender Offer Statement on Schedule TO dated January 3, 2008 (as amended or supplemented from time to time, the Schedule TO), to purchase all of the outstanding Shares at a purchase price of \$66.00 per Share net to the seller in cash, without interest (the Offer Price), upon the terms and subject to the conditions set forth in the Offeror's offer to purchase dated January 3, 2008 (as amended or supplemented from time to time, the Offer to Purchase) and in the related letter of transmittal (as amended or supplemented from time to time, the Letter of Transmittal), copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information in the Schedule 14D-9 is incorporated in this amendment by reference to all of the applicable items in the Schedule 14D-9, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibits:

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| (a)(7) | Form of Letter from the Company to Participants in the Respironics, Inc. Retirement Savings Plan |
| (a)(8) | Form of Letter from the Company to Participants in the Respironics, Inc. 2007 Employee Stock Purchase Plan |
| (a)(9) | Form of Letter from the Company to Holders of Company Stock Options and Restricted Shares |

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Amendment No. 1 to Schedule 14D-9 is true, complete and correct.

RESPIRONICS, INC.

By:

/s/ Daniel J. Bevevino_____

Name: Daniel J. Bevevino

Title: Vice President and Chief Financial

Officer

Dated: January 10, 2008
