MASIMO CORP Form SC 13G January 16, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934

MASIMO CORPORATION (Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 (Title of Class of Securities)

574795100 (CUSIP Number)

January 7, 2008 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1(b)
- [X] Rule 13d-1(c)
- [] Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 (the "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).

Schedule 13G CUSIP No. 574795100

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner Partners $\,$

(2)	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP	[] [X]	
(3)	SEC US	SE ONLY	 	
(4)	CITIZI	ENSHIP OR PLACE OF ORGANIZATION New York	 	
NUMBEI	R OF	(5) SOLE VOTING POWER 0		
SHARES	S		 	
BENEF:		(6) SHARED VOTING POWER 116,501	 	
EACH		(7) SOLE DISPOSITIVE POWER 0		
REPOR'	TING		 	
PERSO	N WITH	(8) SHARED DISPOSITIVE POWER 116,501		
	(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 116,501	 	
	(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	 	[]
	(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	 	
	(12)	TYPE OF REPORTING PERSON PN	 	
	ule 130 No. 5	G 74795100	PAGE	3 OF 43
(1)	S.S. (DF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON son Kempner Institutional Partners, L.P.	 	
(2)	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP	[] [X]	
(3)	SEC US	SE ONLY	 	

(4) CITIZENS	HIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	(5) SOLE VOTING POWER 0	
	(6) SHARED VOTING POWER 222,045	
EACH	(7) SOLE DISPOSITIVE POWER 0	
REPORTING PERSON WITH	(8) SHARED DISPOSITIVE POWER 222,045	
` '	GREGATE AMOUNT BENEFICIALLY OWNED EACH REPORTING PERSON 222,045	
, ,	ECK BOX IF THE AGGREGATE AMOUNT ROW (9) EXCLUDES CERTAIN SHARES	 []
	RCENT OF CLASS REPRESENTED AMOUNT IN ROW (9) 0.4%	
(12) TY	PE OF REPORTING PERSON PN	
Schedule 13G CUSIP No. 5747	95100	PAGE 4 OF 43
S.S. OR	REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON idson & Co.	
(2) CHECK TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP	 [] [x]
(3) SEC USE	ONLY	
(4) CITIZENS	HIP OR PLACE OF ORGANIZATION New York	
NUMBER OF	(5) SOLE VOTING POWER 0	
	(6) SHARED VOTING POWER	

12,117 OWNED BY EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING ______ PERSON WITH (8) SHARED DISPOSITIVE POWER 12,117 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,117 _____ (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES -----(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% (12) TYPE OF REPORTING PERSON Schedule 13G CUSIP No. 574795100 PAGE 5 OF 43 ______ NAME OF REPORTING PERSON (1)S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner International, Ltd. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands NUMBER OF (5) SOLE VOTING POWER 0 _____ BENEFICIALLY (6) SHARED VOTING POWER 365**,**580 _____ OWNED BY EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 365,580

			OUNT BENEFICIALLY RTING PERSON 365,580				
	, ,		THE AGGREGATE AN			 	[
			LASS REPRESENTED ROW (9) 0.7%			 	
	(12) TYPE	OF REPOR	RTING PERSON CO			 	
Schedul		0.0				DACE	6 OF
CUSIP I	No. 5747951	00				PAGE	6 OF
	NAME OF REP S.S. OR I.R Serena Limi	.S. IDEN	PERSON NTIFICATION NO. (OF ABOVE PER	RSON	 	
(2)	CHECK THE A	PPROPRI <i>I</i>	ATE BOX IF A MEME	3ER OF A GRO)UP	 [] [X]	
(3)	SEC USE ONL	 Ү				 	
(4)	CITIZENSHIP		CE OF ORGANIZATIO	NC		 	
	OF	(5)	SOLE VOTING POWER	Я			
SHARES BENEFIC		(6)	SHARED VOTING POW			 	
EACH		(7)	SOLE DISPOSITIVE	POWER			
EACH REPORT		(7)				 ·———	
REPORTI	ING WITH	(8)		VE POWER			
REPORTI	ING WITH (9) AGGRE	(8) S GATE AMC	0 SHARED DISPOSITIV	VE POWER		 	

(11) PERCENT OF CLASS REPRESENTED

				agai i iiiig. WASIWO CON - 1 01111 30 13	ū	
		BY AMO	OUNT I	IN ROW (9) 0.0%		
	(12)	TYPE (OF REI	PORTING PERSON CO		
	lule 13 'No. 5	G 7479510	00			PAGE 7 OF 43
(1)	s.s.	OR I.R	.S. II	G PERSON DENTIFICATION NO. OF ABOVE PERSON Healthcare Fund LP		
(2)	CHECK	THE A	PPROPI	RIATE BOX IF A MEMBER OF A GROUP		[]
(3)	SEC U	SE ONL	Y			
(4)	CITIZ	ENSHIP	OR PI	LACE OF ORGANIZATION Delaware		
NUMBE SHARE			(5)	SOLE VOTING POWER 0		
		Y	(6)	SHARED VOTING POWER 805,583		
OWNED EACH) RI		(7)	SOLE DISPOSITIVE POWER		
REPOR PERSC			(8)	SHARED DISPOSITIVE POWER 805,583		
	(9)			AMOUNT BENEFICIALLY OWNED PORTING PERSON 805,583		
	(- /	IN RO	w (9)	IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES		[]
	(11)	PERCE	NT OF	CLASS REPRESENTED IN ROW (9)		

1.5%

(12) TYPE OF REPORTING PERSON

Schedule 13G CUSIP No. 574795100 PAGE 8 OF 43 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner Healthcare International Ltd. (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] ______ SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF (5) SOLE VOTING POWER 0 SHARES BENEFICIALLY (6) SHARED VOTING POWER 1,216,278 OWNED BY ______ EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 1,216,278 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,216,278 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.2% ______

Schedule 13G CUSIP No. 574795100

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

(12) TYPE OF REPORTING PERSON

	MHD Manager	ment Co.	
(2)	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP	[] [x]
(3)	SEC USE ON	 LY	
(4)	CITIZENSHI	P OR PLACE OF ORGANIZATION New York	
NUMBER	R OF	(5) SOLE VOTING POWER 0	
BENEF:		(6) SHARED VOTING POWER 116,501	
EACH REPORT		(7) SOLE DISPOSITIVE POWER 0	
		(8) SHARED DISPOSITIVE POWER 116,501	
		EGATE AMOUNT BENEFICIALLY OWNED ACH REPORTING PERSON 116,501	
		K BOX IF THE AGGREGATE AMOUNT DW (9) EXCLUDES CERTAIN SHARES	 []
		ENT OF CLASS REPRESENTED MOUNT IN ROW (9) 0.2%	
	(12) TYPE	OF REPORTING PERSON PN	
	ıle 13G No. 574795:	100	PAGE 10 OF 43
(1)	S.S. OR I.	PORTING PERSON R.S. IDENTIFICATION NO. OF ABOVE PERSON empner Advisers Inc.	
(2)	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP	[] [x]
(3)	SEC USE ON	 LY	
(4)	CITIZENSHI	POR PLACE OF ORGANIZATION	

New York ______ NUMBER OF (5) SOLE VOTING POWER 0 SHARES ______ (6) SHARED VOTING POWER 222,045 OWNED BY _____ EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING _____ PERSON WITH (8) SHARED DISPOSITIVE POWER 222,045 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 222,045 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4% ._____ -----(12) TYPE OF REPORTING PERSON Schedule 13G CUSIP No. 574795100 PAGE 11 OF 43 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner International Advisors, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF (5) SOLE VOTING POWER

0

372,115

BENEFICIALLY (6) SHARED VOTING POWER

SHARES

OWNED				
EACH		(7) SOLE DISPOSITIVE POWER		
REPOR	TING	0		
PERSO	N WITH	(8) SHARED DISPOSITIVE POWER 372,115		
	(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 372,115		
	(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[]	
	(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.7%		
	(12)	TYPE OF REPORTING PERSON OO		
	lule 13		DACE 12 OF	10
CUSIP	No. 5	74795100 	PAGE 12 OF 4	13
CUSIP	No. 5 NAME S.S.	74795100		43
CUSIP (1)	NO. 5 NAME S.S. DK Gr	74795100 OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PEF	RSON	43
CUSIP (1) (2)	NO. 5 NAME S.S. DK Gr	74795100 OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PEROUP LLC	RSON DUP (a) []	43
CUSIP (1) (2) (3)	NO. 5 NAME S.S. DK Gr CHECK	74795100 OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PER OUP LLC THE APPROPRIATE BOX IF A MEMBER OF A GRO	RSON DUP (a) []	43
CUSIP (1) (2) (3) (4) NUMBE	NO. 5 NAME S.S. DK Gr CHECK SEC U CITIZ	74795100 OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PEROUP LLC THE APPROPRIATE BOX IF A MEMBER OF A GRO SE ONLY ENSHIP OR PLACE OF ORGANIZATION Delaware (5) SOLE VOTING POWER 0	RSON DUP (a) []	43
CUSIP (1) (2) (3) (4) NUMBE SHARE BENEF	NO. 5 NAME S.S. DK Gr CHECK SEC U CITIZ	74795100 OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PEROUP LLC THE APPROPRIATE BOX IF A MEMBER OF A GRO SE ONLY ENSHIP OR PLACE OF ORGANIZATION Delaware (5) SOLE VOTING POWER 0	(a) [] (b) [X]	43
CUSIP (1) (2) (3) (4) NUMBE SHARE	NO. 5 NAME S.S. DK Gr CHECK SEC U CITIZ	OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PER OUP LLC THE APPROPRIATE BOX IF A MEMBER OF A GRO SE ONLY ENSHIP OR PLACE OF ORGANIZATION Delaware (5) SOLE VOTING POWER 0 Y (6) SHARED VOTING POWER 805,583	(a) [] (b) [X]	443
CUSIP (1) (2) (3) (4) NUMBE SHARE BENEF OWNED	NO. 5 NAME S.S. DK Gr CHECK SEC U CITIZ	OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PER OUP LLC THE APPROPRIATE BOX IF A MEMBER OF A GRO SE ONLY ENSHIP OR PLACE OF ORGANIZATION Delaware (5) SOLE VOTING POWER 0 Y (6) SHARED VOTING POWER 805,583	(a) [] (b) [X]	443

		_aga: :g: to	33 134
(9)		GATE AMOUNT BENEFICIALLY OWNED CH REPORTING PERSON 805,583	
(10		BOX IF THE AGGREGATE AMOUNT W (9) EXCLUDES CERTAIN SHARES	[]
(11	•	NT OF CLASS REPRESENTED OUNT IN ROW (9) 1.5%	
(12) TYPE	OF REPORTING PERSON OO	
Schedule CUSIP No.		00	PAGE 13 OF 4
S.S	. OR I.	ORTING PERSON S. IDENTIFICATION NO. OF ABOVE PERS T Partners LP	SON
(2) CHE	CK THE <i>I</i>	PPROPRIATE BOX IF A MEMBER OF A GROU	(a) [] (b) [X]
(3) SEC	USE ONI	 Y	(2) [A]
(4) CIT	IZENSHII	OR PLACE OF ORGANIZATION Delaware	
NUMBER OF		(5) SOLE VOTING POWER 0	
		(6) SHARED VOTING POWER 1,216,278	
OWNED BY		(7) SOLE DISPOSITIVE POWER 0	
REPORTING			
PERSON WI	TH	(8) SHARED DISPOSITIVE POWER 1,216,278	
. ,	BY EA	GATE AMOUNT BENEFICIALLY OWNED CH REPORTING PERSON 1,216,278	
	•	BOX IF THE AGGREGATE AMOUNT W (9) EXCLUDES CERTAIN SHARES	[]
(11	•	NT OF CLASS REPRESENTED	

BY AMOUNT IN ROW (9)

11

2.2% ______ (12) TYPE OF REPORTING PERSON ______ Schedule 13G CUSIP No. 574795100 PAGE 14 OF 43 ______ NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON DK Stillwater GP LLC (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ NUMBER OF (5) SOLE VOTING POWER 0 SHARES BENEFICIALLY (6) SHARED VOTING POWER 1,216,278 OWNED BY (7) SOLE DISPOSITIVE POWER EACH REPORTING (8) SHARED DISPOSITIVE POWER PERSON WITH 1,216,278 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,216,278 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.28 (12) TYPE OF REPORTING PERSON

Schedule 13G CUSIP No. 574795100

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(1)	s.s.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Thomas L. Kempner, Jr.						
(2)	CHECK	THE AF	PROP	RIATE BOX I	F A MEMBER O	F A GROUP		[] [x]
(3)	SEC U	SE ONLY	 И					
(4)	CITIZ	ENSHIP	OR P	LACE OF ORG				
NUMBE SHARE	R OF		(5)	SOLE VOTI	NG POWER 0			
BENEFICIALLY OWNED BY		Y	(6)		TING POWER 2,744,639			
EACH			(7)	SOLE DISP	OSITIVE POWE	R		
REPOR			(8)		SPOSITIVE PO 2,744,639	WER		
	(9)				FICIALLY OWN SON 2,744,639	ED		
	(10)				EGATE AMOUNT ERTAIN SHARE			[]
	(11)			CLASS REPR IN ROW (9)	ESENTED 5.0%			
	(12)	TYPE C	OF RE	PORTING PER	SON IN			

Schedule 13G CUSIP No. 574795100

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Marvin H. Davidson

(2)	CHECK	THE APP	PROPI	RIATE BOX IF A MEMBER OF A GROUP	 [] [X]		
(3)	SEC U	SE ONLY			 		
(4)	CITIZ	ENSHIP O	DR PI	ACE OF ORGANIZATION United States	 		
NUMBER		((5)	SOLE VOTING POWER 0			
	ICIALL	Y ((6)	SHARED VOTING POWER 2,744,639	 		
EACH		((7)	SOLE DISPOSITIVE POWER 0			
REPORT PERSON		((8)	SHARED DISPOSITIVE POWER 2,744,639	 		
	(9)			AMOUNT BENEFICIALLY OWNED PORTING PERSON 2,744,639	 		
	(10)			EF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES]]
	(11)			CLASS REPRESENTED IN ROW (9) 5.0%	 		
	(12)	TYPE OF	REI	PORTING PERSON IN	 		
	ıle 13 No. 5	G 74795100)		PAGE	17 0!	F 43
(1)	S.S.		S. II	G PERSON DENTIFICATION NO. OF ABOVE PERSON Z	 		
(2)	CHECK	THE APP	PROPI	RIATE BOX IF A MEMBER OF A GROUP	[] [X]		
(3)	SEC U	SE ONLY			 		
(4)	CITIZ	 ENSHIP O)R PI	LACE OF ORGANIZATION	 		

United States

NUMBI SHARI	ER OF	(5) SOLE VOTING POWER 0	
BENEI	FICIALLY	(6) SHARED VOTING POWER 2,744,639	
EACH	O BY	(7) SOLE DISPOSITIVE POWER 0	
REPOI	RTING		
PERS(ON WITH	(8) SHARED DISPOSITIVE POWER 2,744,639	
	` '	GATE AMOUNT BENEFICIALLY OWNED CH REPORTING PERSON 2,744,639	
		BOX IF THE AGGREGATE AMOUNT W (9) EXCLUDES CERTAIN SHARES	[]
	, ,	NT OF CLASS REPRESENTED OUNT IN ROW (9) 5.0%	
	(12) TYPE	OF REPORTING PERSON IN	
	dule 13G P No. 5747951	00	PAGE 18 OF 4:
(1)		ORTING PERSON S. IDENTIFICATION NO. OF ABOVE PERSON vidson	
(2)		PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE ONI	Y	
(4)	CITIZENSHIP	OR PLACE OF ORGANIZATION United States	
		(5) SOLE VOTING POWER 0	
SHARI	ΞS	0	
SHARI	ES	0	

EACH	(7) SO	LE DISPOSITIVE POWER	
REPORTING			
PERSON WITH	(8) SH	ARED DISPOSITIVE POWER 2,744,639	
(9)	AGGREGATE AMOU	NT BENEFICIALLY OWNED ING PERSON 2,744,639	
(10)		HE AGGREGATE AMOUNT LUDES CERTAIN SHARES	[]
(11)	PERCENT OF CLA: BY AMOUNT IN RO		
(12)	TYPE OF REPORT	ING PERSON IN	
CUSIP No. 5	74795100 OF REPORTING PE	RSON IFICATION NO. OF ABOVE PERSON	PAGE 19 OF 4
CUSIP No. 5 (1) NAME S.S. Micha	OF REPORTING PEROPERTY OF I.R.S. IDENTIFIED J. Leffell		
CUSIP No. 5 (1) NAME S.S. Micha (2) CHECK	OF REPORTING PEROPERTY OF I.R.S. IDENTED THE J. Leffell	IFICATION NO. OF ABOVE PERSON	
(1) NAME S.S. Micha (2) CHECK	OF REPORTING PEROPERTY OF I.R.S. IDENTED TO THE APPROPRIATE OF THE APP	IFICATION NO. OF ABOVE PERSON	(a) [] (b) [X]
CUSIP No. 5 (1) NAME S.S. Micha (2) CHECK (3) SEC U (4) CITIZ	OF REPORTING PEROPERTY OF I.R.S. IDENTED TO THE APPROPRIATE OF THE APP	IFICATION NO. OF ABOVE PERSON E BOX IF A MEMBER OF A GROUP OF ORGANIZATION ted States	(a) [] (b) [X]
(1) NAME S.S. Micha (2) CHECK (3) SEC U (4) CITIZ NUMBER OF SHARES BENEFICIALI	OF REPORTING PEROPERTING PER	IFICATION NO. OF ABOVE PERSON E BOX IF A MEMBER OF A GROUP OF ORGANIZATION ted States LE VOTING POWER 0 ARED VOTING POWER 2,744,639	(a) [] (b) [X]
S.S. Micha (2) CHECF (3) SEC U (4) CITIZ NUMBER OF SHARES	OF REPORTING PEROR I.R.S. IDENT: Let J. Leffell THE APPROPRIATI SENSHIP OR PLACE Unit (5) SO	IFICATION NO. OF ABOVE PERSON E BOX IF A MEMBER OF A GROUP OF ORGANIZATION ted States LE VOTING POWER 0 ARED VOTING POWER 2,744,639	(a) [] (b) [x]

BY EACH REPORTING PERSON 2,744,639 ______ (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES -----(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.0% _____ (12) TYPE OF REPORTING PERSON ._____ Schedule 13G CUSIP No. 574795100 PAGE 20 OF 43 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Timothy I. Levart ______ (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom & United States (5) SOLE VOTING POWER NUMBER OF SHARES (6) SHARED VOTING POWER BENEFICIALLY 2,744,639 OWNED BY EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING ______ PERSON WITH (8) SHARED DISPOSITIVE POWER 2,744,639 ._____ (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,744,639 _____ (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED

5.0%

BY AMOUNT IN ROW (9)

(12)	TYPE	OF REI	PORTING PERSON IN	
Schedule 1 CUSIP No.		L00		PAGE 21 OF 4
		R.S. II	DENTIFICATION NO. OF ABOVE PERSON	
(2) CHEC	 CK THE <i>I</i>	APPROPI	RIATE BOX IF A MEMBER OF A GROUP	[] [X]
(3) SEC				
			LACE OF ORGANIZATION United Sates	
NUMBER OF		(5)	SOLE VOTING POWER 0	
BENEFICIAI OWNED BY	LLY	(6)	SHARED VOTING POWER 2,744,639	
EACH REPORTING		(7)	SOLE DISPOSITIVE POWER 0	
PERSON WIT	CH.	(8)	SHARED DISPOSITIVE POWER 2,744,639	
	BY EA	ACH REI	AMOUNT BENEFICIALLY OWNED PORTING PERSON 2,744,639	
(10)	CHECK IN RO	K BOX 1	IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES	[]
	PERCE	ENT OF	CLASS REPRESENTED IN ROW (9) 5.0%	
(12)	TYPE	OF REI	PORTING PERSON IN	

Schedule 13G CUSIP No. 574795100

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00011	110.	74755100	17101 22 01 13
(1)	S.S.	OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON P. Epstein	
(2)	CHECK		a) [] b) [X]
(3)	SEC U	SE ONLY	
(4)		ENSHIP OR PLACE OF ORGANIZATION United States	
NUMBE		(5) SOLE VOTING POWER 0	
BENEE		Y (6) SHARED VOTING POWER 2,744,639	
EACH		(7) SOLE DISPOSITIVE POWER 0	
	RTING ON WITH	(8) SHARED DISPOSITIVE POWER 2,744,639	
	(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,744,639	
	(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[]
	(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.0%	
	(12)	TYPE OF REPORTING PERSON IN	
	dule 13	G 74795100	PAGE 23 OF 43
(1)	S.S.	OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ony A. Yoseloff	

(2)	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[] [X]	
(3)	SEC U	SE ONLY			
(4)	CITIZ	ENSHIP OR PLACE OF ORGANIZATION New York			
NUMBEI		(5) SOLE VOTING POWER 0			
		Y (6) SHARED VOTING POWER 2,744,639			
OWNED	BY				
EACH REPOR	TING	(7) SOLE DISPOSITIVE POWER 0			
		(8) SHARED DISPOSITIVE POWER 2,744,639			
	(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,744,639			
	(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			[]
	(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.0%			
	(12)	TYPE OF REPORTING PERSON IN			
	ule 13 No. 5	G 74795100		PAGE	24 OF 43
(1)	S.S.	OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Z. Friedman			
(2)		THE APPROPRIATE BOX IF A MEMBER OF A GROUP		[] [X]	
(3)		SE ONLY			
(4)	CITIZ	ENSHIP OR PLACE OF ORGANIZATION United States			

NUMBER OF		(5)	SOLE VOTING POWER		
SHARES			0		
	LY	(6)	SHARED VOTING POWER 2,744,639		
OWNED BY EACH		(7)	SOLE DISPOSITIVE POWER		
REPORTING			0		
PERSON WIT	Н	(8)	SHARED DISPOSITIVE POWER 2,744,639		
, ,	BY EAG	CH REP	AMOUNT BENEFICIALLY OWNED PORTING PERSON 2,744,639		
	CHECK	BOX I	F THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES		[]
(11)			CLASS REPRESENTED IN ROW (9) 5.0%		
(12)	TYPE (OF REP	PORTING PERSON IN		
Schedule 1. CUSIP No.		00			PAGE 25 OF 4
		.S. ID	G PERSON DENTIFICATION NO. OF ABOVE PERSON		
(2) CHEC	K THE A	PPROPF			
(3) SEC			RIATE BOX IF A MEMBER OF A GROUP	(a) (b)	[X]
	JSE ONLY		RIATE BOX IF A MEMBER OF A GROUP		= =
(4) CITI		Y OR PI		(b)	[x]
NUMBER OF	ZENSHIP	Y OR PI	ACE OF ORGANIZATION United States SOLE VOTING POWER 0	(b)	[x]
NUMBER OF	ZENSHIP	Y OR PI (5)	ACE OF ORGANIZATION United States SOLE VOTING POWER 0	(b)	[x]
NUMBER OF	ZENSHIP	Y OR PI (5)	ACE OF ORGANIZATION United States SOLE VOTING POWER 0	(b)	[x]

EACH		(7) SOLE DISPOSITIVE POWER	
REPORTING	-	0	
PERSON WITH	H	(8) SHARED DISPOSITIVE POWER 2,744,639	
(9)		ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON 2,744,639	
(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
(11)		I OF CLASS REPRESENTED UNT IN ROW (9) 5.0%	
(12)	TYPE OF	F REPORTING PERSON IN	
Schedule 13		O F	PAGE 26 OF 43
ITEM 1(a).	NAME OF	F ISSUER:	
ITEM 1(a).		F ISSUER: Corporation. (the "Company")	
	Masimo		
	Masimo ADDRESS	Corporation. (the "Company") S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:	
ITEM 1(b).	Masimo ADDRESS 40 Park Irvine,	Corporation. (the "Company") S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: ker	
ITEM 1(b). ITEM 2(a). This	Masimo ADDRESS 40 Park Irvine, NAME OF	Corporation. (the "Company") S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: ker , California 92618	
ITEM 1(b). ITEM 2(a). This	Masimo ADDRESS 40 Park Irvine, NAME OF	Corporation. (the "Company") S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: ker , California 92618 F PERSON FILING: nt is filed by each of the entities and persons li	ns":
ITEM 1(b). ITEM 2(a). This	Masimo ADDRESS 40 Park Irvine, NAME OF	Corporation. (the "Company") S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: ker , California 92618 F PERSON FILING: nt is filed by each of the entities and persons liter are referred to herein as the "Reporting Person Davidson Kempner Partners, a New York limited partners.	ns ": artnership
ITEM 1(b). ITEM 2(a). This	Masimo ADDRESS 40 Park Irvine, NAME OF Statemer togethe (i)	Corporation. (the "Company") S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: ker , California 92618 F PERSON FILING: Int is filed by each of the entities and persons liber are referred to herein as the "Reporting Person Davidson Kempner Partners, a New York limited partners,"; Davidson Kempner Institutional Partners, L.P., a	artnership a Delaware
ITEM 1(b). ITEM 2(a). This	Masimo ADDRESS 40 Park Irvine, NAME OF Statemen n togethe (i) (ii)	Corporation. (the "Company") S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: ker , California 92618 F PERSON FILING: Int is filed by each of the entities and persons liber are referred to herein as the "Reporting Person Davidson Kempner Partners, a New York limited partners); Davidson Kempner Institutional Partners, L.P., a limited partnership ("DKIP");	artnership Delaware ship ("CO");
ITEM 1(b). ITEM 2(a). This	Masimo ADDRESS 40 Park Irvine, NAME OF Statemen togethe (i) (ii) (iii)	Corporation. (the "Company") S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: ker , California 92618 F PERSON FILING: Int is filed by each of the entities and persons liter are referred to herein as the "Reporting Person Davidson Kempner Partners, a New York limited partners); Davidson Kempner Institutional Partners, L.P., a limited partnership ("DKIP"); M. H. Davidson & Co., a New York limited partnership Davidson Kempner International, Ltd., a British	artnership Delaware ship ("CO"); Virgin

partnership ("DKHF");

- (viii) MHD Management Co., a New York limited partnership and the general partner of DKP ("MHD");
- (ix) Davidson Kempner Advisers Inc., a New York corporation and the general partner of DKIP ("DKAI"), which is registered as an investment adviser with the U.S. Securities and Exchange Commission;
- (x) Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company and the manager of DKIL and Serena ("DKIA");
- (xi) DK Group LLC, a Delaware limited liability company and the general partner of DKHF ("DKG");
- (xii) DK Management Partners LP, a Delaware limited partnership and the investment manager of DKHI ("DKMP");

Schedule 13G CUSIP No. 574795100

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- (xiv) Messrs. Thomas L. Kempner, Jr., Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman and Conor Bastable (collectively, the "Principals"), who are the general partners of CO and MHD, the sole managing members of DKIA and DKG and the sole stockholders of DKAI. Messrs. Thomas L. Kempner, Jr. and Timothy I. Levart are Executive Managing Member and Deputy Executive Managing Member, respectively, of DKS. Each of Messrs. Kempner and Levart, together with Messrs. Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman and Conor Bastable are limited partners of DKMP.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

ITEM 2(c). CITIZENSHIP:

- (i) DKP a New York limited partnership
- (ii) DKIP a Delaware limited partnership
- (iii) CO a New York limited partnership

(iv) DKIL - a British Virgin Islands corporation (V) Serena - a Cayman Islands corporation (vi) DKHF - a Delaware limited partnership (vii) DKHI - a Cayman Islands corporation (viii) MHD - a New York limited partnership (ix) DKAI - a New York corporation DKIA - a Delaware limited liability company (x) DKG - a Delaware limited liability company (xi) (xii) DKMP - a Delaware limited partnership CUSIP No. 574795100 PAGE 28 OF 43 (xiii) DKS - a Delaware limited liability company (xiv) Thomas L. Kempner, Jr. - United States Marvin H. Davidson - United States (xv) Stephen M. Dowicz - United States (xvi) (xvii) Scott E. Davidson -United States (xviii) Michael J. Leffell - United States Timothy I. Levart - United Kingdom & United States (xix) (xx)Robert J. Brivio, Jr. - United States Eric P. Epstein - United States (xxi) (xxii) Anthony A. Yoseloff - United States (xxiii) Avram Z. Friedman - United States (xxiv) Conor Bastable - United States ITEM 2(d). TITLE OF CLASS OF SECURITIES: COMMON STOCK, PAR VALUE \$0.001 ITEM 2(e). CUSIP NUMBER: 574795100 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c),

Schedule 13G

CHECK WHETHER THE PERSON FILING IS A:

- (a) [] Broker or dealer registered under Section 15 of the Act;
 (b) [] Bank as defined in Section 3(a)(6) of the Act;
 (c) [] Insurance Company as defined in Section 3(a)(19) of the Act;
 (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940;
 (e) [] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E);
- (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F);

Schedule 13G CUSIP No. 574795100

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- (h) [] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

The Principals may be deemed to beneficially own an aggregate 2,744,639 shares as a result of their voting and dispositive power over the 2,744,639 shares beneficially owned by DKP, DKIP, DKIL, Serena, CO, DKHF and DKHI.

DKIA may be deemed to beneficially own the 365,580 shares beneficially owned by DKIL and the 6,535 shares beneficially owned by Serena as a result of its voting and dispositive power over those shares. DKAI may be deemed to beneficially own the 222,045 shares beneficially owned by DKIP as a result of its voting and dispositive power over those shares. MHD may be deemed to beneficially own the 116,501 shares beneficially owned by DKP as a result of its voting and dispositive power over those shares. DKG may be deemed to beneficially own the 805,583 shares beneficially owned by DKHF as a result of its voting and dispositive power over those shares. DKMP and DKS may be deemed to beneficially own the 1,216,278 shares beneficially owned by DKHI as a result of their voting and dispositive power over those shares.

A. DKP

- (a) Amount beneficially owned: 116,501
- (b) Percent of class: 0.2%
- (c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 116,501 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 116,501 B. DKIP (a) Amount beneficially owned: 222,045 (b) Percent of class: 0.4% (c) Number of shares as to which such person has: Schedule 13G CUSIP No. 574795100 PAGE 30 OF 43 sole power to vote or to direct the vote: 0 (i) (ii) shared power to vote or to direct the vote: 222,045 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 222,045 C. CO (a) Amount beneficially owned: 12,117 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 12,117 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 12,117 D. DKIL (a) Amount beneficially owned: 365,580 (b) Percent of class: 0.7% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 365,580 (iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 365,580

E. Serena (a) Amount beneficially owned: 6,535 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 6,535 Schedule 13G CUSIP No. 574795100 PAGE 31 OF 43 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 6,535 F. DKHF (a) Amount beneficially owned: 805,583 (b) Percent of class: 1.5% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (i) (ii) shared power to vote or to direct the vote: 805,583 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 805,583 G. DKHI (a) Amount beneficially owned: 1,216,278 (b) Percent of class: 2.2% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (i) (ii) shared power to vote or to direct the vote: 1,216,278 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 1,216,278 H. MHD (a) Amount beneficially owned: 116,501

(b) Percent of class: 0.2%

(c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 116,501 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 116,501 Schedule 13G CUSIP No. 574795100 PAGE 32 OF 43 I. DKAI (a) Amount beneficially owned: 222,045 (b) Percent of class: 0.4% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 222,045 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 222,045 J. DKIA (a) Amount beneficially owned: 372,115 (b) Percent of class: 0.7% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (i) (ii) shared power to vote or to direct the vote: 372,115 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 372,115 K. DKG (a) Amount beneficially owned: 805,583 (b) Percent of class: 1.5% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (i)

(ii) shared power to vote or to direct the vote: 805,583

- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 805,583

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- L. DKMP
 - (a) Amount beneficially owned: 1,216,278
 - (b) Percent of class: 2.2%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 1,216,278
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 1,216,278
- M. DKS
 - (a) Amount beneficially owned: 1,216,278
 - (b) Percent of class: 2.2%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 1,216,278
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 1,216,278
- N. Thomas L. Kempner, Jr.
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition:

2,744,639

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- O. Marvin H. Davidson
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,744,639
- P. Stephen M. Dowicz
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,744,639
- Q. Scott E. Davidson
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: $\ensuremath{\text{0}}$
 - (iv) shared power to dispose or to direct the disposition: 2,744,639

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- R. Michael J. Leffell
 - (a) Amount beneficially owned. 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,744,639
- S. Timothy I. Levart
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: $\mbox{\tt 0}$
 - (iv) shared power to dispose or to direct the disposition: 2,744,639
- T. Robert J. Brivio, Jr.
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,744,639

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- U. Eric P. Epstein
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,744,639
- V. Anthony A. Yoseloff
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,744,639
- W. Avram Z. Friedman
 - (a) Amount beneficially owned: 2,744,639
 - (b) Percent of class: 5.0%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,744,639
- Y. Conor Bastable
 - (a) Amount beneficially owned: 2,744,639

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- (b) Percent of class: 5.0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,744,639
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,744,639
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The partners, members or stockholders of each of the Reporting Persons, including the Principals, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of such Reporting Person in accordance with their ownership interests in such Reporting Person. The Reporting Persons disclaim all beneficial ownership as affiliates of a registered investment adviser, and, in any case, disclaim beneficial ownership except as to the extent of their pecuniary interest in the shares. The Reporting Persons have elected to file Schedule 13G although such filing may not be required under the Act.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 4.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons hereby makes the following certification:

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 574795100 10586190.2

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 16, 2008

DAVIDSON KEMPNER PARTNERS By: MHD Management Co., its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.,

its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: President

M.H. DAVIDSON & CO.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International Advisors, L.L.C.,

its Investment Manager

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

SERENA LIMITED

By: Davidson Kempner International Advisors, L.L.C.,

its Investment Manager

/S/ THOMAS L. KEMPNER, JR. _____

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

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DAVIDSON KEMPNER HEALTHCARE FUND LP By: DK Group LLC, its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE

INTERNATIONAL LTD.

By: DK Management Partners LP,

its Investment Manager

By: DK Stillwater GP LLC, its general

partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

MHD MANAGEMENT CO.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: President

DAVIDSON KEMPNER INTERNATIONAL

ADVISORS, L.L.C.

/S/ THOMAS L. KEMPNER, JR.

·

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DK GROUP LLC

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

Schedule 13G CUSIP No. 574795100

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DK MANAGEMENT PARTNERS LP

By: DK Stillwater GP LLC, its general

partner

/S/ THOMAS L. KEMPNER, JR. -----Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DK STILLWATER GP LLC

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

/S/ THOMAS L. KEMPNER, JR.

Thomas L. Kempner, Jr.

/S/ MARVIN H. DAVIDSON

Marvin H. Davidson

/S/ STEPHEN M. DOWICZ

Stephen M. Dowicz

/S/ SCOTT E. DAVIDSON

Scott E. Davidson

/S/ MICHAEL J. LEFFELL

Michael J. Leffell

/S/ TIMOTHY I. LEVART

Timothy I. Levart

/S/ ROBERT J. BRIVIO, JR.

Robert J. Brivio, Jr.

/S/ ERIC P. EPSTEIN

Eric P. Epstein

/S/ ANTHONY A. YOSELOFF

Anthony A. Yoseloff

/S/ AVRAM Z. FRIEDMAN

Avram Z. Friedman

/S/ CONOR BASTABLE

Conor Bastable

Schedule 13G CUSIP No. 574795100

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EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: January 16, 2008

DAVIDSON KEMPNER PARTNERS By: MHD Management Co., its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc., its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: President

M.H. DAVIDSON & CO.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD. By: Davidson Kempner International Advisors, L.L.C.,

its Investment Manager

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

Schedule 13G CUSIP No. 574795100

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SERENA LIMITED

By: Davidson Kempner International Advisors, L.L.C.,

its Investment Manager

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE FUND LP

By: DK Group LLC,

its General Partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE

INTERNATIONAL LTD.

By: DK Management Partners LP,

its Investment Manager

By: DK Stillwater GP LLC, its general

partner

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

MHD MANAGEMENT CO.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: President

DAVIDSON KEMPNER INTERNATIONAL

ADVISORS, L.L.C.

/S/ THOMAS L. KEMPNER, JR. _____

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

Schedule 13G CUSIP No. 574795100

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DK GROUP LLC

/S/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DK MANAGEMENT PARTNERS LP By: DK Stillwater GP LLC, its general partner /S/ THOMAS L. KEMPNER, JR. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DK STILLWATER GP LLC /S/ THOMAS L. KEMPNER, JR. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member /S/ THOMAS L. KEMPNER, JR. Thomas L. Kempner, Jr. /S/ MARVIN H. DAVIDSON _____ Marvin H. Davidson /S/ STEPHEN M. DOWICZ ______ Stephen M. Dowicz /S/ SCOTT E. DAVIDSON _____ Scott E. Davidson /S/ MICHAEL J. LEFFELL _____ Michael J. Leffell /S/ TIMOTHY I. LEVART Timothy I. Levart /S/ ROBERT J. BRIVIO, JR. ______ Robert J. Brivio, Jr. /S/ ERIC P. EPSTEIN _____ Eric P. Epstein /S/ ANTHONY A. YOSELOFF Anthony A. Yoseloff /S/ AVRAM Z. FRIEDMAN _____

Avram Z. Friedman

/S/ CONOR BASTABLE

Conor Bastable