

Edgar Filing: PERKINELMER INC - Form SC 13G/A

PERKINELMER INC  
Form SC 13G/A  
February 11, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)

PERKINELMER, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$1.00 PAR VALUE

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

714046109

-----  
(CUSIP Number)

FEBRUARY 9, 2004

-----  
(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)

Rule 13d-1(c)

Rule 13d-1(d)

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-----  
1

NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Stonington Capital Appreciation 1994 Fund, L.P.

-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>
-----	
3	SEC USE ONLY
-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
-----	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 7,609,554 (1)
	6 SHARED VOTING POWER 0
	7 SOLE DISPOSITIVE POWER 7,609,554 (1)
	8 SHARED DISPOSITIVE POWER 0
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,609,554 (1)
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.0% (2)
-----	
12	TYPE OF REPORTING PERSON (See Instructions) PN
-----	

(1) See Item 4(a).

(2) Based on 126,852,009 shares of Common Stock, par value \$1.00 per share, of PerkinElmer, Inc. issued and outstanding as of November 10, 2003, according to PerkinElmer, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2003.

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Stonington Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 7,609,554 (1)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 7,609,554 (1)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,609,554 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.0% (2)	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

(1) See Item 4(a).

(2) Based on 126,852,009 shares of Common Stock, par value \$1.00 per share, of PerkinElmer, Inc. issued and outstanding as of November 10, 2003, according to PerkinElmer, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2003.

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1	NAME OF REPORTING PERSON		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)		
	Stonington Partners, Inc. II		
-----			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	_
	(See Instructions)	(b)	_
-----			
3	SEC USE ONLY		
-----			
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
-----			
	5	SOLE VOTING POWER	
		7,609,554 (1)	
NUMBER OF	6	SHARED VOTING POWER	
SHARES		0	
-----			
BENEFICIALLY	7	SOLE DISPOSITIVE POWER	
OWNED		7,609,554 (1)	
-----			
BY EACH	8	SHARED DISPOSITIVE POWER	
REPORTING		0	
-----			
PERSON WITH			
-----			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	7,609,554 (1)		
-----			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		_
-----			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	6.0% (2)		
-----			
12	TYPE OF REPORTING PERSON (See Instructions)		
	CO		
-----			

(1) See Item 4(a).

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(2) Based on 126,852,009 shares of Common Stock, par value \$1.00 per share, of PerkinElmer, Inc. issued and outstanding as of November 10, 2003, according to PerkinElmer, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2003.

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-----	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Stonington Partners, Inc.
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>
-----	
3	SEC USE ONLY
-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
-----	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 7,609,554 (1) ----- 6 SHARED VOTING POWER 0 ----- 7 SOLE DISPOSITIVE POWER 7,609,554 (1) ----- 8 SHARED DISPOSITIVE POWER 0 -----
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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,609,554 (1)
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.0% (2)
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12	TYPE OF REPORTING PERSON (See Instructions) CO

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- (1) See Item 4(a).
- (2) Based on 126,852,009 shares of Common Stock, par value \$1.00 per share, of PerkinElmer, Inc. issued and outstanding as of November 10, 2003, according to PerkinElmer, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2003.

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ITEM 1(A): NAME OF ISSUER:  
PerkinElmer, Inc. (the "Issuer")

ITEM 1(B): ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
45 William Street  
Wellesley, MA 02481

ITEM 2(A): NAME OF PERSON FILING:\*

Stonington Capital Appreciation 1994 Fund, L.P. ("Stonington Fund"), Stonington Partners, L.P. ("SP"), Stonington Partners, Inc. II ("SPII") and Stonington Partners, Inc. ("Stonington").

(\* ) A joint filing agreement was filed as Exhibit 1 to the initial Schedule 13G.

ITEM 2(B): ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
c/o Stonington Partners, Inc.  
767 Fifth Avenue, 48th Floor,  
New York, NY 10153.

ITEM 2(C): CITIZENSHIP:  
Delaware.

ITEM 2(D): TITLE OF CLASS OF SECURITIES:  
Common Stock, \$1.00 par value.

ITEM 2(E): CUSIP NUMBER:  
714046109

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- ITEM 3: IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
  - (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
  - (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
  - (d)  Investment company registered under Section 8 of the Investment Company Act.
  - (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
  - (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4: OWNERSHIP.

(a) Amount Beneficially Owned:

STONINGTON FUND: Stonington Fund is the record and beneficial owner of 7,609,554 shares of Common Stock of the Issuer (the "Shares").

SP: SP is the general partner of Stonington Fund with a 1% economic interest. Except for such economic interest, SP disclaims beneficial ownership of the Shares.

SPII: SPII is the general partner of SP with a 1% economic interest. Except for such economic interest, SPII disclaims beneficial ownership of the Shares.

STONINGTON: Pursuant to a management agreement with Stonington Fund, Stonington has full discretionary authority with respect to Stonington Fund's investments, including the authority to make and dispose of such investments. Furthermore, Stonington has a 1% economic interest in SP. Except for such economic interest, Stonington disclaims beneficial ownership of the Shares.

(b) Percent of Class:

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See the responses to Item 11 on the attached cover pages. See Item 4(a).

(c) Number of shares as to which such persons have:

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(i) Sole power to vote or to direct the vote:

See the responses to Item 5 on the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of:

See the responses to Item 7 on the attached cover pages.

(iv) Shared power to dispose or to direct the disposition of:

See the responses to Item 8 on the attached cover pages.

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.

Not applicable.

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.

Not applicable.

ITEM 9: NOTICE OF DISSOLUTION OF A GROUP.

Not applicable.



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ITEM 10: CERTIFICATION.

Not applicable.

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SIGNATURES

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.

Dated: February 11, 2004

STONINGTON CAPITAL  
APPRECIATION 1994 FUND, L.P.  
By: Stonington Partners, L.P.,  
its general partner  
By: Stonington Partners, Inc. II,  
its general partner

By: /s/ ALEXIS P. MICHAS  
-----  
Name: Alexis P. Michas  
Title: Managing Partner

STONINGTON PARTNERS, L.P.  
By: Stonington Partners, Inc. II,  
its general partner

By: /s/ ALEXIS P. MICHAS  
-----  
Name: Alexis P. Michas  
Title: Managing Partner

STONINGTON PARTNERS, INC. II  
  
By: /s/ ALEXIS P. MICHAS  
-----  
Name: Alexis P. Michas  
Title: Managing Partner

STONINGTON PARTNERS, INC.  
  
By: /s/ ALEXIS P. MICHAS  
-----

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Name: Alexis P. Michas  
Title: Managing Partner