

RadNet, Inc.  
Form SC 13D/A  
September 19, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**RADNET, INC.**

(Name of Issuer)

**Common Stock, par value \$0.0001 per share**

(Title of Class of Securities)

**750491102**

(CUSIP Number)

**Red Mountain Capital Partners LLC**

**Attn: Willem Mesdag**

**10100 Santa Monica Boulevard, Suite 925**

**Los Angeles, California 90067**

Edgar Filing: RadNet, Inc. - Form SC 13D/A

Telephone (310) 432-0200

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

September 14, 2011

(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 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).

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Red Mountain Capital Partners LLC 73-1726370  
**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 3,618,048 shares (See Item 5)  
**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** None (See Item 5)  
**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 3,618,048 shares (See Item 5)  
**10 SHARED DISPOSITIVE POWER**

**WITH:**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

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3,618,048 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

9.7% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

OO Limited Liability Company

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Red Mountain Capital Partners II, L.P. 20-4117535  
**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** WC (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 3,618,048 shares (See Item 5)  
**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** None (See Item 5)  
**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 3,618,048 shares (See Item 5)  
**10 SHARED DISPOSITIVE POWER**

**WITH:**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,618,048 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

9.7% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

PN Limited Partnership

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

**2 RMCP GP LLC 20-4442412**  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 3,618,048 shares (See Item 5)  
**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** None (See Item 5)  
**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 3,618,048 shares (See Item 5)  
**10 SHARED DISPOSITIVE POWER**

**WITH:**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

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3,618,048 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

9.7% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

OO Limited Liability Company

\* See Instructions



**1 NAME OF REPORTING PERSONS****I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Red Mountain Capital Management, Inc. 13-4057186  
**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER****NUMBER OF**

**SHARES** 3,618,048 shares (See Item 5)  
**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** None (See Item 5)  
**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 3,618,048 shares (See Item 5)  
**10 SHARED DISPOSITIVE POWER**

**WITH:**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,618,048 shares (See Item 5)

**12** **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

**13** **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

9.7% (See Item 5)

**14** **TYPE OF REPORTING PERSON\***

CO Corporation

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Willem Mesdag

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S. Citizen

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 3,618,048 shares (See Item 5)

**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** None (See Item 5)

**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 3,618,048 shares (See Item 5)

**10 SHARED DISPOSITIVE POWER**

**WITH:**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,618,048 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

9.7% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

IN Individual

\* See Instructions

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on February 22, 2011, as amended by Amendment No. 1 thereto, filed with the SEC on September 1, 2011, by (i) Red Mountain Capital Partners LLC, a Delaware limited liability company ( RMCP LLC ), (ii) Red Mountain Capital Partners II, L.P., a Delaware limited partnership ( RMCP II ), (iii) RMCP GP LLC, a Delaware limited liability company ( RMCP GP ), (iv) Red Mountain Capital Management, Inc., a Delaware corporation ( RMCM ), and (v) Willem Mesdag, a natural person and citizen of the United States of America, with respect to the common stock, par value \$0.0001 per share (the Common Stock), of RadNet, Inc., a Delaware corporation ( RadNet ). RMCP LLC, RMCP II, RMCP GP, RMCM and Mr. Mesdag are sometimes collectively referred to herein as the Reporting Persons. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 2) shall not be construed to be an admission by the Reporting Persons that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act of 1934, as amended.

**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

Item 3 of this Schedule 13D is hereby amended to include the following information:

On September 2, 2011, RMCP II purchased 48,700 shares of Common Stock on the open market at a price of \$2.99 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 6, 2011, RMCP II purchased 23,600 shares of Common Stock on the open market at a price of \$2.80 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 7, 2011, RMCP II purchased 18,890 shares of Common Stock on the open market at a price of \$2.96 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 8, 2011, RMCP II purchased 13,700 shares of Common Stock on the open market at a price of \$2.90 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 9, 2011, RMCP II purchased 17,300 shares of Common Stock on the open market at a price of \$2.78 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 12, 2011, RMCP II purchased 30,900 shares of Common Stock on the open market at a price of \$2.63 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 13, 2011, RMCP II purchased 67,200 shares of Common Stock on the open market at a price of \$2.60 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 14, 2011, RMCP II purchased 398,500 shares of Common Stock on the open market at a price of \$2.56 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 15, 2011, RMCP II purchased 33,800 shares of Common Stock on the open market at a price of \$2.70 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 16, 2011, RMCP II purchased 51,834 shares of Common Stock on the open market at a price of \$2.81 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

On September 19, 2011, RMCP II purchased 100,000 shares of Common Stock on the open market at a price of \$2.80 per share. The source of the funds used by RMCP II to purchase such shares was working capital of RMCP II.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

Items 5(a) and 5(b) of this Schedule 13D are hereby amended and restated as follows:

- (a)-(b) RMCP II beneficially owns, in the aggregate, 3,618,048 shares of Common Stock, which represent approximately 9.7% of the outstanding Common Stock.<sup>(1)</sup> RMCP II has the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition, of all such 3,618,048 shares of Common Stock.

Because each of RMCP GP, RMCP LLC, RMC M and Mr. Mesdag may be deemed to control RMCP II, each of RMCP GP, RMCP LLC, RMC M and Mr. Mesdag may be deemed to beneficially own, and to have the power to vote or direct the vote, or dispose or direct the disposition of, all of the Common Stock beneficially owned by RMCP II.

Other than shares of Common Stock beneficially owned by RMCP II, none of the Reporting Persons, Mr. Teets or Mr. Genender may be deemed to beneficially own any shares of Common Stock.

Each of RMCP LLC, RMCP II and RMCP GP affirms membership in a group with each other but disclaims membership in a group with RMC M or Mr. Mesdag. Each of RMC M and Mr. Mesdag disclaims membership in a group with any person.

The filing of this Schedule 13D shall not be construed as an admission that any Reporting Person is the beneficial owner of any of the shares of Common Stock that such Reporting Person may be deemed to beneficially own. Without limiting the foregoing sentence, each of RMC M and Mr. Mesdag disclaims beneficial ownership of all shares of Common Stock reported in this Schedule 13D. In addition, the filing of this Schedule 13D shall not be construed as an admission that any partner, member, director, officer or affiliate of any Reporting Person is the beneficial owner of any of the shares of Common Stock that such partner, member, director, officer or affiliate may be deemed to beneficially own. Without limiting the foregoing sentence, each of Mr. Teets and Mr. Genender disclaims beneficial ownership of all shares of Common Stock reported in this Schedule 13D.

Item 5(c) of this Schedule 13D is hereby amended to include the following information:

- (c) The information set forth above in Item 3 is hereby incorporated by reference in response to this Item 5(c).

<sup>(1)</sup> All calculations of percentage ownership in this Schedule 13D are based on 37,426,460 shares of Common Stock outstanding as of August 5, 2011, as reported in the Form 10-Q which was filed by RadNet with the Securities and Exchange Commission on August 9, 2011.

**SIGNATURE**

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: September 19, 2011

**RED MOUNTAIN CAPITAL PARTNERS LLC**

/s/ Willem Mesdag

By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL PARTNERS II, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag

By: Willem Mesdag  
Title: Authorized Signatory

**RMCP GP LLC**

/s/ Willem Mesdag

By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL MANAGEMENT, INC.**

/s/ Willem Mesdag

By: Willem Mesdag  
Title: President

**WILLEM MESDAG**

/s/ Willem Mesdag





**EXHIBIT INDEX**

Exhibit No.	Description of Exhibit
1	Joint Filing Agreement, dated February 22, 2011, by and among the Reporting Persons (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons with the SEC on February 22, 2011).
2	Standstill Agreement, dated as of August 30, 2011, by and between RadNet and RMCP LLC (incorporated by reference to Exhibit 2 to Amendment No. 1 to this Schedule 13D, filed by the Reporting Persons with the SEC on September 1, 2011).