

PERKINELMER INC
Form SC 13G
February 22, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
Under the Securities Act of 1934

PerkinElmer, Inc.

(Name of Issuer)

Common Stock, \$1 par value

(Title of Class of Securities)

714046109

(CUSIP Number)

December 31, 2001

(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)

SCHEDULE 13G

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| | | |
|---|--|--|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Stonington Capital Appreciation 1994 Fund, 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 9,609,554 (1) | |
| | 6 SHARED VOTING POWER 0 | |
| | 7 SOLE DISPOSITIVE POWER 9,609,554 (1) | |
| | 8 SHARED DISPOSITIVE POWER 0 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,609,554 (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) 7.8% (2) | |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN | |

(1) See Item 4(a).

(2) Based on 123,381,965 shares of Common Stock, \$1 par value, of PerkinElmer, Inc. issued and outstanding as of November 30, 2001, according to PerkinElmer, Inc.'s Post-Effective Amendment No. 3 to Form S-4 on Form S-3 (filed with the Securities and Exchange Commission on December 11, 2001).

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| | |
|----|--|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Stonington Partners, 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 |
| 5 | SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 6 | SHARED VOTING POWER 0 |
| 7 | SOLE DISPOSITIVE POWER 9,609,554 (1) |
| 8 | SHARED DISPOSITIVE POWER 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,609,554 (1) |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> |
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| | | |
|---|--|--|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Stonington Partners, Inc. II | |
| 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 9,609,554 (1) | |
| | 6 SHARED VOTING POWER 0 | |
| | 7 SOLE DISPOSITIVE POWER 9,609,554 (1) | |
| | 8 SHARED DISPOSITIVE POWER 0 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,609,554 (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) 7.8% (2) | |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO | |

(1) See Item 4(a).

(2) Based on 123,381,965 shares of Common Stock, \$1 par value, of PerkinElmer, Inc. issued and outstanding as of November 30, 2001, according to PerkinElmer, Inc.'s Post-Effective Amendment No. 3 to Form S-4 on Form S-3 (filed with the Securities and Exchange Commission on December 11, 2001).

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| | | |
|-----------------------|--|--|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Stonington Partners, Inc. | |
| 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 | |
| 5 | SOLE VOTING POWER | |
| NUMBER OF SHARES | 9,609,554 (1) | |
| 6 | SHARED VOTING POWER | |
| BENEFICIALLY OWNED | 0 | |
| 7 | SOLE DISPOSITIVE POWER | |
| BY EACH REPORTING | 9,609,554 (1) | |
| 8 | SHARED DISPOSITIVE POWER | |
| PERSON WITH | 0 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 9,609,554 (1) | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | <input type="checkbox"/> |
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| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | |
| | CO | |

(1) See Item 4(a).

(2) Based on 123,381,965 shares of Common Stock, \$1 par value, of PerkinElmer, Inc. issued and outstanding as of November 30, 2001, according to PerkinElmer, Inc.'s Post-Effective Amendment No. 3 to Form S-4 on Form S-3 (filed with the Securities and Exchange Commission on December 11, 2001).

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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 is attached hereto as Exhibit 1.

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 par value ("Common Stock").

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 9,609,554 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:

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.

ITEM 10: CERTIFICATION.

Not applicable.

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SIGNATURES

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

Dated: February 22, 2002

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

Name: Alexis P. Michas
Title: Managing Partner

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Index to Exhibits

| Exhibit No. | Title |
|-------------|------------------------|
| 1 | Joint Filing Agreement |

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Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing of a statement on Schedule 13G (including any and all amendments thereto) (the "Statement") with respect to the shares of Common Stock, \$1 par value, of PerkinElmer, Inc. and further agree to the filing of this Agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to the Statement.

Dated: February 22, 2002

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

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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

Name: Alexis P. Michas
Title: Managing Partner