

CRITICARE SYSTEMS INC /DE/
Form DFAN14A
September 12, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION
Consent Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:
Preliminary Consent Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Consent Statement
Definitive Additional Materials
Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

CRITICARE SYSTEMS, INC.

(Name of Registrant as Specified in Its Charter)

BLUELINE PARTNERS, L.L.C.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):
No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.
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- (1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

BlueLine Commences Criticare Proxy Solicitation

DANVILLE, CA (PR NEWSWIRE) Sept 12, 2006 BlueLine Partners, LLC, the largest stockholder of Criticare Systems, Inc. (AMEX: CMD), today announced that it is commencing its stockholder consent solicitation to re-form Criticare's board of directors.

We think it is time for Criticare's stockholders to have their interests represented on the board by a majority of directors who are both independent of management and who have the experience and expertise necessary to guide Criticare through its current challenges," said Scott Shuda, a managing director at BlueLine. The new board of directors will seek to understand whether Criticare is performing at less than its full potential and if any actions that can be taken to improve the situation," Shuda continued. Except for one BlueLine representative, the proposed new board of directors will also be independent of BlueLine.

BlueLine has set August 28, 2006 as the record date for the consent solicitation. Stockholders who owned shares at the close of business on August 28, 2006 may vote in this consent solicitation. Instructions for voting shares are included within the stockholder consent which may be obtained from BlueLine's website at www.bluelinepartners.com.

BlueLine disclosed its intention to seek stockholder consent to re-form Criticare's board of directors on August 22, 2006. On the day prior to BlueLine's filing, Criticare's stock price closed at \$2.79. On August 23, 2006, Criticare's stock price closed at \$3.80, a 36% improvement. We believe the immediate increase in the company's stock price is an indication that the company's stockholders see our proposals as a positive step for the company," Shuda said.

Additional Information and Where to Find It

BlueLine has filed a consent solicitation statement and other relevant materials with the Securities and Exchange Commission (SEC). Before making any voting decision with respect to the proposed solicitation, Criticare stockholders are urged to read the consent solicitation statement and other relevant materials because they will contain important information about the proposed solicitation. The consent solicitation statement and other relevant materials, and any other documents filed by BlueLine with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov. In addition, copies of the consent statement are available at BlueLine's website at <http://www.bluelinepartners.com> or by mail to BlueLine, 4115 Blackhawk Plaza Circle, Danville, CA 94506, attention: Scott A. Shuda, telephone: 925-648-2085. You may also read and copy any reports, statements and other information filed with the SEC at the SEC public reference room at 100 F Street N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Interests of Certain Persons in the Solicitation

BlueLine and its officers may be deemed to be participants in the solicitation of consents from Criticare stockholders in favor of the proposed consent solicitation. Will Moore, an officer of BlueLine, has interests in the transaction that may differ from the interests of Criticare stockholders generally, inasmuch as he will be elected to the Criticare board of directors if the consent solicitation is successful. These interests are described in the consent solicitation statement.