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RUBICON MEDICAL CORP

Form SC TO-C

April 14, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO-C

(Rule 13e-4)

Tender Offer Statement under Section 14(d) (1) or 13(e) (1)
of the Securities Exchange Act of 1934

RUBICON MEDICAL CORPORATION

(Name of Subject Company (Issuer))

NEMO I ACQUISITION, INC.

BOSTON SCIENTIFIC CORPORATION

(Name of Filing Person (Issuer and Offeror))

Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

78112Q103

(CUSIP Number of Class of Securities)

Lawrence J. Knopf

BOSTON SCIENTIFIC CORPORATION

One Boston Scientific Place

Natick, Massachusetts 01760-1537

(508) 650-8000

Lawrence J. Knopf

NEMO I ACQUISITION, INC.

One Boston Scientific Place

Natick, Massachusetts 01760-1537

(508) 650-8000

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing person)

Copy to:

Clare O'Brien, Esq.

Shearman & Sterling LLP

599 Lexington Avenue

New York, New York 10022-6069

(212) 848-4000

Calculation of Filing Fee

Transaction valuation

Amount of filing fee

N/A

N/A

☐ Check the box if any part of the fee is offset as provided by Rule
0-11(a)(2) and identify the filing with which the offsetting fee was
previously paid. Identify the previous filing by registration statement
number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

☒ Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates:

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☐ third party tender offer subject to Rule 14d-1.

☒ issuer tender offer subject to Rule 13e-4.

☐ going-private transaction subject to Rule 13e-3.

☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ☐

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EXHIBIT INDEX

Exhibit

No.

Description

99.1

Joint Press Release issued by Boston Scientific Corporation and Rubicon Medical Corporation, dated April 14, 2005.