

ROCKWELL MEDICAL TECHNOLOGIES INC

Form SC 13D

October 29, 2008

Table of Contents

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Rockwell Medical Technologies, Inc.
(Name of Issuer)

Common Stock, No par value per share
(Title of Class of Securities)

774374102

(CUSIP Number)

David A. Hagelstein

36801 Woodward Avenue, Suite 313

Birmingham, Michigan 48009

(248) 229-2136

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

August 6, 2008

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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).

Table of Contents

CUSIP No. 774374102

NAMES OF REPORTING PERSONS

- 1** David Hagelstein Charitable Remainder Unitrust Agreement, dated November 20, 2003
33-6339713

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2**
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF 00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Michigan

SOLE VOTING POWER

7

NUMBER OF 412,800

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY **8**

915,800

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 412,800

WITH SHARED DISPOSITIVE POWER

10

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

915,800 (See Item 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

6.62%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

Table of Contents

CUSIP No. 774374102

NAMES OF REPORTING PERSONS

- 1** David A. Hagelstein, individually and the David A. Hagelstein Revocable Living Trust, dated October 27, 1993

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2**
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF 00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.

SOLE VOTING POWER

7

NUMBER OF 503,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **8**

915,800

SOLE DISPOSITIVE POWER

EACH **9**

REPORTING

PERSON 503,000

WITH SHARED DISPOSITIVE POWER

10

915,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

915,800 (See Item 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

6.62%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

TABLE OF CONTENTS

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to be Filed as Exhibits

SIGNATURE

Table of Contents

Item 1. Security and Issuer

The class of equity security to which this statement relates is the common stock, no par value per share (the Common Stock), of Rockwell Medical Technologies, Inc., a Michigan corporation (the Company). The address of the principal executive offices of the Company is 30142 Wixom Road, Wixom, Michigan 48393

Item 2. Identity and Background

This statement is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended. The David Hagelstein Charitable Remainder Unitrust (the Charitable Trust) is a Michigan charitable trust and its principal business is to hold investments, including the shares of the Company described herein. Its principal office is located at 36801 Woodward Avenue, Suite 313, Birmingham, Michigan 48009.

David A. Hagelstein, individually and as Trustee of the David A. Hagelstein Revocable Living Trust, dated October 27, 1993 (collectively, the Revocable Trust) is an individual and a United States citizen, and is retired and acquires securities for investment purposes. David Hagelstein's address is 36801 Woodward Avenue, Suite 313, Birmingham, Michigan 48009.

Neither the foregoing entity or individual has, during the past five years: (i) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction for which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws, or (ii) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Item 3. Source and Amount of Funds or Other Consideration

The shares of the Company described herein have been purchased by the Charitable Trust and the Revocable Trust through open market purchases for cash from the period of September 2, 2005 through October 10, 2008. The aggregate consideration paid by the Charitable Trust for its shares was \$2,136,243 and the aggregate consideration paid by the Revocable Trust for its shares was \$2,811,195.

Item 4. Purpose of Transaction

The shares described herein were acquired for investment purposes only. There are no agreements as to the voting of the stock or disposition of the stock.

Item 5. Interest in Securities of the Issuer

(a) This filing relates to 503,000 shares of Common Stock of the Company held by the Revocable Trust and as to 412,800 shares of the Common Stock of the Company held by the Charitable Trust. The aggregate shares held by both the Revocable Trust and the Charitable Trust comprise 6.62% of the issued and outstanding shares of the Common Stock of the Company. David A. Hagelstein is the sole trustee and beneficiary of the Revocable Trust and is the sole trustee of the Charitable Trust. As such, Mr. Hagelstein has the power to vote all of the shares which are subject to this

Table of Contents

filing and has the power to cause the disposition of such shares.

(b) David A. Hagelstein in his capacity as Trustee of both the Revocable Trust and the Charitable Trust has the power to vote or dispose of the shares of Common Stock held by Revocable Trust and the Charitable Trust.

(c) See Item 3.

(d) No other person has the right to receive or the power to direct the receipt of dividends from or the proceeds of the sale of the shares which are the subject of this filing.

(e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable

Item 7. Material to be Filed as Exhibits

Exhibit

99.1 Joint Filing Agreement

Table of Contents

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.

October 29, 2008
(Date)

The David Hagelstein Charitable Remainder Unitrust under
agreement dated November 20, 2008

By: /s/ David A. Hagelstein

(Signature)

David A. Hagelstein, its Trustee
(Name and Title)

October 29, 2008
(Date)

/s/ David A. Hagelstein

Signature

David A. Hagelstein, individually and as Trustee
of the
David A. Hagelstein Revocable Living Trust
dated October 27, 1993

(Name and Title)

October 29, 2008
(Date)

Table of Contents

EXHIBIT 99.1
Joint Filing Agreement

Table of Contents

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13D) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, no par value per share of Rockwell Medical Technologies, Inc., and that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby executed this Agreement this 29th day of October, 2008

October 29, 2008
(Date)

The David Hagelstein Charitable Remainder Unitrust under agreement dated November 20, 2008

By: /s/ David A. Hagelstein

(Signature)

David A. Hagelstein, its Trustee
(Name and Title)

October 29, 2008
(Date)

/s/ David A. Hagelstein

Signature

David A. Hagelstein, individually and as Trustee
of the
David A. Hagelstein Revocable Living Trust
dated October 27, 1993

(Name and Title)
October 29, 2008
(Date)