

ORTHOVITA INC
Form 3
May 26, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|----------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â STRYKER CORP | | (Month/Day/Year) | ORTHOVITA INC [VITA] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 2825 AIRVIEW BOULEVARD | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| KALAMAZOO,Â MIÂ 49002 | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | (specify below) |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | See notes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STRYKER CORP 2825 AIRVIEW BOULEVARD KALAMAZOO, MI 49002 | Â | Â X | Â | Â |
| Owl Acquisition Corp 2825 AIRVIEW BOULEVARD KALAMAZOO, MI 49002 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Curt R. Hartman, Vice President and Chief Financial Officer, on behalf of Stryker Corporation | 05/26/2011 |
| **Signature of Reporting Person | Date |
| /s/ Wayne D. Dahlberg, Vice President, Finance, on behalf of Owl Acquisition Corporation | 05/26/2011 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Owl Acquisition Corporation, a Delaware corporation ("Purchaser"), is an indirect wholly owned subsidiary of Stryker Corporation ("Stryker"). Purchaser's address is 2825 Airview Boulevard, Kalamazoo, Michigan 49002.
On May 16, 2011, Orthovita, Inc. ("Orthovita") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Stryker and Purchaser, which provides for the commencement of a tender offer by Purchaser to purchase all shares of common stock of Orthovita, at a price of \$3.85 per Share, net to the seller in cash.
- (2) Purchaser and Stryker may be deemed to have shared voting power of 13.28% of the outstanding Orthovita common stock pursuant to certain tender and voting agreements, dated May 16, 2011, by and among Purchaser, Stryker and certain shareholders of Orthovita. See
- (3) the Schedule 13D filed by Stryker on May 26, 2011. Neither Stryker nor Purchaser has any pecuniary interest in the shares held by the shareholders and each expressly disclaims beneficial ownership of any shares of Orthovita's common stock covered by the tender and voting agreements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.