

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1999-03-26**
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SUBJECT COMPANY

INAMED CORP

CIK: **109831** | IRS No.: **590920629** | State of Incorporation: **FL** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-34274** | Film No.: **99573251**
SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

Mailing Address
3800 HOWARD HUGHES
PARKWAY STE 900
LAS VEGAS NV 89109

Business Address
700 WARD DRIVE
SANTA BARBARA DE 93111
8056925400

FILED BY

MEDICAL DEVICE ALLIANCE INC

CIK: **1039500** | IRS No.: **880345058** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **SC 13D/A**
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address
3800 HOWARD HUGHES
PKWY STE 1800
LAS VEGAS NV 89109

Business Address
3800 HOWARD HUGHES
PKWY
SUITE 1800
LAS VEGAS NV 89109

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

INAMED Corporation
(Name of Issuer)

Common Stock, Par Value \$.01
(Title of Class of Securities)

453235103
(CUSIP NUMBER)

Donald K. McGhan
3800 Howard Hughes Pkwy., Suite 1800, Las Vegas, NV 89109 (702) 791-2910 (Name,
address and telephone number of person authorized to receive notices and
communications)

February 17, 1999
(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 which is the subject of this Schedule 13D and is filing this
schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement []. A fee is
not required only if the reporting person: (1) has a previous statement on file
reporting beneficial ownership of more than five percent of the class of
securities described in Item 1; and (2) has filed no amendment subsequent
thereto reporting beneficial ownership of five percent or less of such class.)
(See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with
the Commission. See Rule 13d-1(a) 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 the
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 purposes 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).

13D

CUSIP No. 453235103

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Donald K. McGhan

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF & OO

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (7) SOLE VOTING POWER
SHARES 635,604

BENEFICIALLY (8) SHARED VOTING POWER
-0-

OWNED BY (9) SOLE DISPOSITIVE POWER
EACH 635,604

REPORTING (10) SHARED DISPOSITIVE POWER
-0-

PERSON WITH

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,134,132

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES*

[]

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

18.69%

(14) TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

13D

CUSIP No. 453235103

(1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shirley M. McGhan

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

PF & OO

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

[]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (7) SOLE VOTING POWER
SHARES 207,310

BENEFICIALLY (8) SHARED VOTING POWER
-0-

OWNED BY (9) SOLE DISPOSITIVE POWER
EACH 207,310

REPORTING (10) SHARED DISPOSITIVE POWER
-0-

PERSON WITH

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

207,310

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

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

1.81%

(14) TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

13D

CUSIP No. 453235103

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

McGhan Management Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) [X]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada, USA

NUMBER OF

(7) SOLE VOTING POWER

-0-

SHARES

(8) SHARED VOTING POWER

BENEFICIALLY

87,485

OWNED BY

(9) SOLE DISPOSITIVE POWER

-0-

EACH

(10) SHARED DISPOSITIVE POWER

REPORTING

87,485

PERSON WITH

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,485

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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

0.77%

(14) TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

13D

CUSIP No. 453235103

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

McGhan Management Limited Partnership

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) [X]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada, USA

NUMBER OF (7) SOLE VOTING POWER
-0-

SHARES -----
BENEFICIALLY (8) SHARED VOTING POWER
197,280

OWNED BY (9) SOLE DISPOSITIVE POWER
-0-

EACH -----
REPORTING (10) SHARED DISPOSITIVE POWER
197,280

PERSON WITH

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
197,280

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.72%

(14) TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

13D
CUSIP No. 453235103

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
International Integrated Industries L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b) [X]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada, USA

NUMBER OF (7) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER
346,453

OWNED BY (9) SOLE DISPOSITIVE POWER
EACH -0-

REPORTING (10) SHARED DISPOSITIVE POWER
346,453

PERSON WITH

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

346,453

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

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

3.03%

(14) TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

13D
CUSIP No. 453235103

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Medical Device Alliance Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

WC

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada, USA

NUMBER OF (7) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER
660,000

OWNED BY (9) SOLE DISPOSITIVE POWER
EACH -0-

REPORTING (10) SHARED DISPOSITIVE POWER
660,000

PERSON WITH

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

660,000

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

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

5.77%

(14) TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

This Amendment No. 9 to the statement on Schedule 13D filed on behalf of Donald K. McGhan, Shirley M. McGhan, International Integrated Industries, L.L.C., McGhan Management Corporation, McGhan Management Limited Partnership, and Medical Device Alliance Inc. (collectively the "Reporting Persons") dated October 10, 1985, as amended by Amendment No. 1 filed on August 28, 1991, Amendment No. 2 filed on January 24, 1994, Amendment No. 3 filed on August 30, 1994, Amendment No. 4 filed on January 27, 1997, Amendment No. 5 filed on May 23, 1997, Amendment No. 6 filed on July 14, 1997, Amendment No. 7 filed on January 15, 1998, and Amendment No. 8 filed on February 24, 1999 (the "Schedule 13D"), relates to the common stock of Inamed Corporation, a Delaware corporation (the "Company"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D. The Schedule 13D is hereby amended and supplemented as follows:

ITEM 1. Security and Issuer.

No Change.

ITEM 2. Identity and Background.

No Change.

ITEM 3. Source and Amount of Funds or Other Consideration.

International Integrated Industries, L.L.C. ("3I") reported owning 181,554 shares in Amendment No. 7 which included 16,052 shares that would result from the conversion of notes and warrants to purchase 8,571 shares of common stock at an exercise price of \$7.50 per share. The Issuer subsequently issued 3I 470 additional shares as a result of the above referenced notes having a face value of 103% upon conversion. 3I reported in Amendment No. 6 that it had purchased a total of 12,425 shares a private transaction priced at \$5.00 per share. On or about June 24, 1997, 3I received all the original certificates but only received properly executed stock powers for 2,425 of such shares. 3I never received the executed stock powers for the other 10,000 shares. 3I has subsequently returned the original certificate for 10,000 shares of common stock, thus canceling the acquisition. As reported in Amendment No. 8, 3I owned on February 24, 1999, 346,453 shares of common Stock and warrants at \$7.50 per share to purchase a total of 8,571 shares of common stock.

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ITEM 4. Purpose of Transaction.

3I intends to continually review the Company's business affairs and financial position and future prospects as well as conditions in the securities markets and general economic and industrial conditions. Based on such evaluation and

review, and other factors (including, without limitation, the attitude of the Board of Directors and management of the Company), 3I will continue to consider various alternative courses of action and will in the future take such actions as they determine appropriate under the circumstances existing from time to time. To the extent consistent with the standstill agreement (the "Standstill Agreement") entered into in connection with the Resolution which was previously incorporated into this Schedule 13D by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K filed on July 14, 1998 (SEC File No. 001-09741), such actions may include seeking representation on the Board of Directors of the Company making recommendations to members of management concerning various business strategies, acquisitions, dividend policies and other matters, seeking to acquire control of the Company through a proxy solicitation, tender offer, exchange offer or otherwise, or such other actions as the Reporting Person may deem appropriate. The Standstill Agreement presently prohibits or restricts most such actions. To the extent consistent with the Standstill Agreement, such actions may involve the purchase of additional shares or, alternatively, may involve the sale of all or a portion of the shares held by one or more of the Reporting Persons in the open market or in privately negotiated transactions.

ITEM 5. Interest in Securities of the Issuer.

The following is added to Item 5:

(a) As of the date hereof Mr. McGhan beneficially owned 635,604 shares which he believes to be 5.56% of the outstanding class of shares of the Issuer.

As of the date hereof, Mr. McGhan's wife, Shirley M. McGhan beneficially owned 207,310 shares of common stock directly in her own account which she believes to be 1.81% of the outstanding class of shares of the Issuer.

Mr. McGhan disclaims beneficial ownership of the shares owned by Mrs. McGhan. Mrs. McGhan disclaims beneficial ownership of the shares owned by Mr. McGhan.1

As of the date hereof McGhan Management Corporation beneficially owned 87,485 shares of common stock which it believes to be 0.77% of the outstanding class of shares of the Issuer.

McGhan Management Corporation engaged in the following transactions in the Company's common stock since the filing of Amendment No. 8.:

February 17, 1999.....	Sold 500 shares at \$13.500/share
February 23, 1999.....	Sold 1,000 shares at \$13.000/share
March 4, 1999.....	Sold 1,000 shares at \$13.000/share
March 4, 1999.....	Sold 1,000 shares at \$13.250/share
March 5, 1999.....	Sold 1,500 shares at \$13.250/share
March 8, 1999.....	Sold 1,000 shares at \$13.250/share
March 10, 1999.....	Sold 1,000 shares at \$13.500/share
March 10, 1999.....	Sold 1,000 shares at \$14.250/share
March 10, 1999.....	Sold 1,000 shares at \$14.125/share

As of the date hereof, McGhan Management Limited Partnership beneficially owned 197,280 shares of common stock which it believes to be 1.72% of the outstanding class of the stock of the issuer.

As of the date hereof, 3I beneficially owned 346,453 shares of common stock, which it believes to be 3.03% of the entire outstanding class of shares of the Issuer excluding 3I's beneficial ownership of warrants to purchase 8,571 shares of common stock at an exercise price of \$7.50 per share.

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As of the date hereof, Medical Device Alliance Inc. owned 660,000 shares which it believes to be 5.77% of the entire outstanding class of shares of the Issuer. Such beneficial ownership is calculated pursuant to Rule 13d-3 and excludes MDA's beneficial ownership of a warrant to purchase 260,000 shares of common stock at an exercise price of \$12.40 per share. Such warrant may only be exercised, for so long as such exercise would not cause all Reporting Persons to own in aggregate more than 20% of the outstanding common stock of the issuer. The warrant is not, therefore, presently exercisable, nor would it be exercisable within 60 days of the date hereof. The warrant expires at 5:00 p.m. Pacific Daylight Time of July 8, 2002.

(c) Mr. McGhan has the sole power to vote, or to direct the vote, and the sole power to dispose, or to direct the disposition of the shares owned by him directly, and disclaims any power to vote or direct the voting or to dispose of any of the shares of common stock owned by Mrs. McGhan, subject to Nevada Community Property laws as applicable.

Mr. McGhan is the Chairman of the Board and the majority shareholder of McGhan Management Corporation and, as such, participates in voting on the directives that the Board of Directors authorizes for the Secretary of McGhan Management Corporation to act upon to vote, or to direct the vote, and to direct the disposition of the shares owned by McGhan Management Corporation.

Mr. McGhan is the General Manager and the sole General Partner of McGhan Management Limited Partnership and, as such, participates in decisions for McGhan Management Limited Partnership to direct the disposition of the shares owned by McGhan Management Limited Partnership.

Mr. McGhan is the Managing Member of International Integrated Industries, L.L.C. and, as such, participates in voting on the directives that the Board of Members authorizes for the Secretary of International Integrated Industries, L.L.C. to act upon to vote, or to direct the vote, and to direct the disposition of the shares owned by International Integrated Industries, L.L.C.

Mr. McGhan is a Director and Chairman of the Board, President and Chief Executive Officer of MDA and, as such, participates in voting on the directives that the Board of Directors authorize for the officers of MDA to act upon and vote, or to direct a vote, and to direct the disposition of the shares owned by

MDA. Mr. McGhan does not have the power as a officer, director or Chairman to direct such vote or disposition.

(c) The responses to Items 3 and 4 hereby incorporated by this reference.

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(d) Mr. McGhan has the sole power to receive or direct the receipt of dividends from, or the proceeds from the sale of, the shares of common stock owned by him directly and disclaims any power to receive or direct the receipt of dividends or proceeds of sale relating to the shares of common stock owned by Mrs. McGhan.

The Board of Directors of McGhan Management Corporation has the authority to direct the Secretary of McGhan Management Corporation to receive or direct the receipt of dividends from, or the proceeds from the sale of, the shares of common stock owned directly by McGhan Management Corporation. Mr. McGhan is the Chairman of the Board and the majority Shareholder of McGhan Management Corporation.

The General Manager and General Partner of McGhan Management Limited Partnership has the authority to receive or direct the receipt of dividends from, or the proceeds from the sale of, the shares of common stock owned directly by McGhan Management Limited Partnership. Mr. McGhan is the sole General Partner of McGhan Management Limited Partnership.

The Managing Member of International Integrated Industries, L.L.C. has the authority to receive or direct the receipt of dividends from, or the proceeds from the sale of, the shares of common stock owned directly by International Integrated Industries, L.L.C. Mr. McGhan is the Managing Member of International Integrated Industries, L.L.C.

The Board of Directors of MDA has the authority to direct the officers of MDA to receive or direct the receipt of dividends from, or the proceeds from the sale of, the shares of common stock owned directly by MDA. Mr. McGhan is President, Chief Executive Office, a director and Chairman of the Board of MDA.

(e) Not applicable.

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

See Exhibit 99.3 to the company's Current Report on Form 8-K filed July 14, 1998 (SEC File No. 001-09741) which is incorporated herein by reference.

ITEM 7. Material to be Filed as Exhibits.

See Exhibit Index at page 9.

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SIGNATURES

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.

DATED: March 19, 1999

/s/ Donald K. McGhan

Donald K. McGhan, Individually

/s/ Shirley M. McGhan

Shirley M. McGhan, Individually

McGHAN MANAGEMENT CORPORATION

By: /s/ Donald K. McGhan

Donald K. McGhan, Chairman

McGHAN MANAGEMENT LIMITED PARTNERSHIP

By: /s/ Donald K. McGhan

Donald K. McGhan, General Partner

INTERNATIONAL INTEGRATED INDUSTRIES, L.L.C.

By: /s/ Donald K. McGhan

Donald K. McGhan, Managing Member

MEDICAL DEVICE ALLIANCE INC.

By: /s/ Donald K. McGhan

Donald K. McGhan
Chief Executive Officer and President

Exhibit Index

Exhibit No.	Description
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10.2	Standstill Agreement (incorporated by reference to Exhibit 99.3 to Form 8-K SEC File No. 001-09741, filed on July 14, 1998.

1 Does not include (a) 10,900 shares of which Nikki M. Moseley, a Director and Officer of McGhan Management Corporation, a Limited Partner of McGhan Management Limited Partnership, and daughter of Mr. McGhan is beneficial owner; (b) 46,314 shares held of record by a Living Trust established for the benefit of Nikki M. Moseley; and (c) 10,350 shares held of record by Garrett M. Wilson, Mr. McGhan's grandson and Mrs. Moseley's son.