

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D

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

Filing Date: **1999-07-27**  
SEC Accession No. **0000931731-99-000326**

(HTML Version on [secdatabase.com](http://secdatabase.com))

### SUBJECT COMPANY

#### **MERIT MEDICAL SYSTEMS INC**

CIK: **856982** | IRS No.: **870447695** | State of Incorporation: **UT** | Fiscal Year End: **1231**  
Type: **SC 13D** | Act: **34** | File No.: **005-45861** | Film No.: **99670928**  
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address	Business Address
1600 WEST MERIT PARKWAY SOUTH JORDAN UT 84095	1600 WEST MERIT PARK WAY SOUTH JORDAN UT 84095 8012531600

### FILED BY

#### **SUGAHARA TOMIO**

CIK: **1091606** | IRS No.: **000000000**  
Type: **SC 13D**

Business Address  
1-12-10, HIGASHI TENMA,  
KITA-KU  
OSAKA, JAPAN 530

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OMB APPROVAL  
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OMB Number 3235-0145  
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hours per response.....14.90  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

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

Merit Medical Systems, Inc.

-----  
(Name of Issuer)

Common Stock, no par value per  
share

-----  
(Title of Class of Securities)

589889 10 4

-----  
(CUSIP Number)

Richard G. Brown, Esq.  
Parr, Waddoups, Brown, Gee & Loveless  
185 South State Street, Suite 1300  
Salt Lake City, UT 84111  
(801) 532-7840

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

-----  
(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. |\_ |.

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 disclosures provided in a prior cover page.

The information required in 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).

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 control number.

CUSIP No. 589889 10 4  
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SCHEDULE 13D

-----  
1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Tomio Sugahara

-----  
2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) |X|

(b) |\_ |

-----  
3 SEC Use Only

-----  
4 Source of Funds (See Instructions)

PF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Japan

7 Sole Voting Power

42,429

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8 Shared Voting Power

328,500

9 Sole Dispositive Power

42,429

10 Shared Dispositive Power

328,500

11 Aggregate Amount Beneficially Owned by Each Reporting Person

370,929

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

4.9%

14 Type of Reporting Person (See Instructions)

IN

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SCHEDULE 13D

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Atsushi Sugahara

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

PF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d)  
or 2(e)

6 Citizenship or Place of Organization

Japan

7 Sole Voting Power

7,500

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8 Shared Voting Power

328,500

9 Sole Dispositive Power

7,500

10 Shared Dispositive Power

328,500

11 Aggregate Amount Beneficially Owned by Each Reporting Person

336,000

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)

13 Percent of Class Represented by Amount in Row (11)

4.5%

-----  
14 Type of Reporting Person (See Instructions)

IN  
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SCHEDULE 13D

-----  
1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Sheen Man Co. Ltd.  
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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)   
-----

3 SEC Use Only  
-----

4 Source of Funds (See Instructions)

WC  
-----

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d)  
or 2(e)

-----

6 Citizenship or Place of Organization

Japan  
-----

7 Sole Voting Power

-0-  
-----

Number of  
Shares  
Beneficially  
Owned by  
Each

8 Shared Voting Power

313,500  
-----

Reporting  
Person  
With

9 Sole Dispositive Power

-0-  
-----

313,500

11 Aggregate Amount Beneficially Owned by Each Reporting Person

313,500

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

|\_ |

13 Percent of Class Represented by Amount in Row (11)

4.2%

14 Type of Reporting Person (See Instructions)

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SCHEDULE 13D

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Sugan Co. Ltd.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) |X|

(b) |\_ |

3 SEC Use Only

4 Source of Funds (See Instructions)

WC

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

|\_ |

6 Citizenship or Place of Organization

Japan

7 Sole Voting Power

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8 Shared Voting Power

15,000

9 Sole Dispositive Power

-0-

10 Shared Dispositive Power

15,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

15,000

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

|\_ |

13 Percent of Class Represented by Amount in Row (11)

.2%

14 Type of Reporting Person (See Instructions)

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SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Equity Securities: Common Stock, no par value (the "Common Stock").

(b) Name of Issuer: Merit Medical Systems, Inc. (the "Issuer")



(c) Address of Issuer's Principal Executive Office: 1600 West Merit Parkway, South Jordan, UT 84095

Item 2. Identity and Background

(a) Name: Tomio Sugahara ("TSugahara")  
Atsushi Sugahara ("ASugahara")  
Sheen Man Co. Ltd. ("Sheen Man")  
Sugan Co. Ltd. ("Sugan") (TSugahara, ASugahara, Sheen Man and Sugan are collectively referred to herein as the "Reporting Persons")

TSugahara is the father of ASugahara and both TSugahara and ASugahara are founders and executive officers of Sheen Man and Sugan. Due to such relationships, the Reporting Persons may be deemed to be members of a "group" within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934 (the "Exchange Act") and accordingly may be deemed to have beneficial ownership of all of the shares of Common Stock reported herein.

The following information is provided pursuant to General Instruction C to Schedule 13D: Yoshio Fujiki is an additional executive officer of both Sheen Man and Sugan.

- (b) Business address: The business address of the Reporting Persons and of Mr. Fujiki is: 1- 12-10, Higashi Tenma, Kita-Ku, Osaka, Japan 530.
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted: TSugahara is one of the founders and the President of Sheen Man and Sugan. ASugahara is one of the founders and the Executive Vice President of Sheen Man and Sugan. Mr. Fujiki is the Treasurer of Sheen Man and Sugan. The principal business of Sheen Man is the importation of medical products. The principal business of Sugan is the distribution of medical products.
- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, and penalty imposed, or other disposition of the case: None.

(e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding 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; and, if so, identify and describe such proceedings and summarize the terms of such judgment, decree or final order: None.

(f) Citizenship: Japan.

### Item 3. Source and Amount of Funds or Other Consideration

On July 12, 1999, Sheen Man purchased 6,000 shares of the Common Stock on the open market at a price of \$4.9375/share. The source of the funds used to make such purchase was Sheen Man's working capital.

### Item 4. Purpose of Transaction

All acquisitions of shares of the Common Stock by the Reporting Persons were made for investment purposes. The Reporting Persons reserve the right to purchase additional shares of the Common Stock or to dispose of such securities in the open market, in privately negotiated transactions or in any other lawful manner in the future. Except as described above, the Reporting Persons presently have no plans or proposals which relate to or would result in any action enumerated in subparagraphs (a) through (j) of the instructions for Item 4 of Schedule 13D.

### Item 5. Interest in Securities of the Issuer

(a) The Reporting Persons are the beneficial owners of the number of shares of the Common Stock indicated on the cover pages. Mr. Fujiki does not own any shares of the Common Stock in his name. Due to the relationships among the Reporting Persons, the Reporting Persons may be deemed to be members of a "group" within the meaning of Rule 13d-5(b)(1) under the Exchange Act and accordingly may be deemed to have beneficial ownership of all of the shares of Common Stock reported herein. In the aggregate, 378,429 shares, representing 5.0% of the outstanding shares of Common Stock, may be deemed to be beneficially owned by the group consisting of the Reporting Persons. The percentage of shares of Common Stock owned is based in each case upon 7,529,352 shares outstanding as set forth in the Issuer's Form 10-Q for the quarter ending March 31, 1999.

(b) Each of the Reporting Persons has the sole power to vote or direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition or shared power to dispose or to direct the disposition of the number of shares of the Common Stock indicated on the cover pages.

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SCHEDULE 13D

(c) During the past 60 days, the following transactions in the Common Stock were effected by the Reporting Persons:

Date	Reporting Person	Type of Transaction	No. Of Shares	Price
5/12/99	Sheen Man	Open Market	2,500	\$ 5.5624
5/18/99	Sheen Man	Open Market	4,000	\$ 5.8125
6/2/99	Sheen Man	Open Market	3,000	\$ 5.8125
6/4/99	Sheen Man	Open Market	7,000	\$ 5.812428
6/7/99	Sheen Man	Open Market	11,000	\$ 5.562454
6/7/99	Sheen Man	Open Market	10,000	\$ 5.625
7/12/99	Sheen Man	Open Market	6,000	\$ 4.9375

(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities referenced in Item 5(a) above.

(e) Not applicable.

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

None.

Item 7. Material to Be Filed as Exhibits

None.

CUSIP No. 589889 10 4

SCHEDULE 13D

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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.

SUGAN CO. LTD.

Date July 12, 1999  
-----

By: /s/ TOMIO SUGAHARA  
-----  
Tomio Sugahara, President

SHEEN MAN CO. LTD.

Date July 12, 1999  
-----

By: /s/ TOMIO SUGAHARA  
-----  
Tomio Sugahara, President

Date July 12, 1999  
-----

/s/ TOMIO SUGAHARA  
-----  
Tomio Sugahara

Date July 12, 1999  
-----

/s/ ATSUSHI SUGAHARA  
-----  
Atsushi Sugahara

CUSIP No. 589889 10 4  
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SCHEDULE 13D

EXHIBIT A  
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AGREEMENT

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Each of the undersigned agrees that this Schedule 13D relating to equity securities of Merit Medical Systems, Inc. shall be filed on behalf of the undersigned.

SUGAN CO. LTD.

Date July 12, 1999  
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By: /s/ TOMIO SUGAHARA  
-----  
Tomio Sugahara, President

SHEEN MAN CO. LTD.

Date July 12, 1999  
-----

By: /s/ TOMIO SUGAHARA  
-----  
Tomio Sugahara, President

Date July 12, 1999  
-----

/s/ TOMIO SUGAHARA  
-----  
Tomio Sugahara

Date July 12, 1999  
-----

/s/ ATSUSHI SUGAHARA  
-----  
Atsushi Sugahara