

# 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: **2001-08-03**  
SEC Accession No. **0000929638-01-500158**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### IMMUCOR INC

CIK: **736822** | IRS No.: **222408354** | State of Incorpor.: **GA** | Fiscal Year End: **0531**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-37473** | Film No.: **1697535**  
SIC: **2835** In vitro & in vivo diagnostic substances

Mailing Address  
3130 GATEWAY DR  
P O BOX 5625  
NORCROSS GA 30091-5625

Business Address  
3130 GATWAY  
PO BOX 5625  
NORCROSS GA 30091  
7704412051

### FILED BY

#### KAIROS PARTNERS LP

CIK: **1122689** | Fiscal Year End: **1231**  
Type: **SC 13D/A**  
SIC: **2200** Textile mill products

Mailing Address  
600 LONGWATER DR.  
SUITE 204  
NORWELL MA 02061

Business Address  
600 LONGWATER DRIVE  
SUITE 204  
NORWELL MA 02061  
7816351100X1123

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

SCHEDULE 13D  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO 13D-1(A) AND AMENDMENTS  
THERE TO FILED PURSUANT TO 13D-2(A)  
(AMENDMENT NO. 5)\*

Immucor, Inc.  
(Name of Issuer)

Common Stock, \$.10 par value  
(Title of Class of Securities)

452526106  
(CUSIP Number)

James F. Rice, Managing Director  
c/o Aim High Enterprises, Inc.  
600 Longwater Drive, Suite 204  
Norwell, MA 02061  
(781) 635-1121

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

July 30, 2001  
(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: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on the following pages)

(Page 1 of 11 Pages)

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\* 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).

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1 NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Kairos Partners, LP (Tax ID: 04-3521249)  
Kairos Partners GP, LLC  
Aim High Enterprises, Inc.  
StoneGate Partners, LLC

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

(A) [ ]  
(B) x

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3 SEC USE ONLY

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4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC--SEE ITEM 3

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E)

[ ]

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Kairos Partners, LP is a Delaware limited partnership.  
Kairos Partners GP, LLC is a Delaware limited liability corporation.  
Aim High Enterprises, Inc. is a Delaware corporation.  
StoneGate Partners, LLC is a Massachusetts limited liability  
corporation.

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7 SOLE VOTING POWER

None

NUMBER OF -----

SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		728,170 shares--See Item 5
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	9	SOLE DISPOSITIVE POWER
		None
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	10	SHARED DISPOSITIVE POWER
		728,170 shares--See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

728,170 shares--See Item 5

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

Not Applicable.

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

10.0% (based on 7,277,617 shares of Common Stock outstanding as of April 12, 2001, as reported by the Issuer in its Form 10-Q for the quarter ended February 28, 2001).

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

Kairos Partners, LP--PN  
 Kairos Partners GP, LLC--OO (limited liability company)  
 Aim High Enterprises, Inc.--CO  
 StoneGate Partners, LLC--OO (limited liability company)

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ITEM 1. SECURITY AND ISSUER:

(a) This Amendment No. 5 relates to the common stock, \$.10 par value per share, of Immucor, Inc. (the "Common Stock").

(b) The names and addresses of the principal executive officers of the Issuer are as follows:

Edward L. Gallup, President and Chief Executive Officer

Ralph A. Eatz, Senior Vice President - Operations

Dr. Gioacchino De Chirico, Director of European Operations and  
President, Immucor Italia S.r.l

Steven C. Ramsey, Vice President - Chief Financial Officer and  
Secretary

Patrick Waddy, President of Dominion Biologicals Limited and European  
Finance Director

Address: c/o Immucor, Inc.  
3130 Gateway Drive  
P.O. Box 5625  
Norcross, Georgia 30091

ITEM 2. IDENTITY AND BACKGROUND

1. (a) Kairos Partners, LP, a limited partnership organized under the laws of the State of Delaware ("Kairos").
- (b) Address: c/o Aim High Enterprises, Inc.  
600 Longwater Drive, Suite 204  
Norwell, MA 02061
- (c) Principal Business: Investments
- (d) During the last five years, Kairos has not been convicted in a criminal proceeding.

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- (e) During the last five years, Kairos was not 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
2. (a) Kairos Partners GP, LLC, a limited liability corporation organized under the laws of the State of Delaware ("Kairos GP"). Kairos GP is the general partner of Kairos.
  - (b) Address: c/o Aim High Enterprises, Inc.  
600 Longwater Drive, Suite 204  
Norwell, MA 02061
  - (c) Principal Business: Investments

(d) During the last five years, Kairos GP has not been convicted in a criminal proceeding.

(e) During the last five years, Kairos GP was not 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

3. (a) Aim High Enterprises, Inc. jointly controls Kairos GP with StoneGate Partners, LLC (see below).

(b) Address: Aim High Enterprises, Inc.  
600 Longwater Drive, Suite 204  
Norwell, MA 02061

(c) Principal Business: Investments

(d) During the last five years, Aim High Enterprises, Inc. has not been convicted in a criminal proceeding.

(e) During the last five years, Aim High Enterprises, Inc. was not 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.

(f) Aim High Enterprises, Inc. is a corporation organized under the laws of the State of Delaware.

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4. (a) StoneGate Partners, LLC jointly controls Kairos GP with Aim High Enterprises, Inc. (see above).

(b) Address: StoneGate Partners, LLC  
45 Milk Street, 7th Floor  
Boston, MA 02109

(c) Principal Business: Investments

(d) During the last five years, StoneGate Partners, LLC has not been convicted in a criminal proceeding.

- (e) During the last five years, StoneGate Partners, LLC was not 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.
- (f) StoneGate Partners, LLC is a limited liability company organized under the laws of the Commonwealth of Massachusetts.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION:

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION:

Kairos acquired the shares of Common Stock for investment purposes. Kairos reserves the right from time to time to acquire additional shares, or to dispose of some or all of its shares.

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable.
- (d) By letter from Kairos to the Issuer, dated July 30, 2001, a copy of which is attached as Exhibit 99.1, John F. White, Principal of Kairos, informed the Issuer that Kairos intends to nominate four individuals for election to Immucor's Board of Directors at the next annual meeting of stockholders of the Issuer and requests information with respect to the Issuer's plans with respect to other nominees. Kairos intends to formally nominate four or more individuals for election to the Issuer's Board of Directors at the next annual meeting of stockholders of the Issuer, some of whom may be existing directors of Immucor, in accordance with the procedures for nominations set forth in the Issuer's By-laws.

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- (e) Not applicable.
- (f) See Item (d) above.
- (g) Not applicable.
- (h) Not applicable.

(i) Not applicable.

(j) Not applicable.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER:

a) The following list sets forth the aggregate number and percentage (based on 7,277,617 shares of Common Stock outstanding as of April 12, 2001 as reported by the Issuer in its Form 10-Q for the quarter ended February 28, 2001) of outstanding shares of Common Stock owned beneficially by each reporting person named in Item 2, as of July 30, 2001:

Name	Shares of Common Stock Beneficially Owned	Percentage of Beneficial Ownership
Kairos Partners, LP	728,170	10.0%
Kairos Partners GP, LLC(1)	728,170	10.0%
Aim High Partners, Inc.(1)	728,170	10.0%
StoneGate Partners, LLC(1)	728,170	10.0%

(1) The reporting person disclaims beneficial ownership of these securities except to the extent of his/its equity interest therein.

(b) Kairos has sole power to vote and to dispose of 728,170 shares of Common Stock, representing 10.0% of the outstanding Common Stock.

Kairos GP, by virtue of being the general partner of Kairos, may be deemed to have shared power to vote and to dispose of 728,170 shares of Common Stock, representing 10.0% of the outstanding Common Stock.

Aim High Enterprises, Inc., by virtue of being a joint controller of Kairos GP with StoneGate Partners, LLC, may be deemed to have shared power to vote and to dispose of 728,170 shares of Common Stock, representing 10.0% of the outstanding Common Stock.

StoneGate Partners, LLC, by virtue of being a joint controller of Kairos GP with Aim High Enterprises, Inc., may be deemed to have shared power

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to vote and to dispose of 728,170 shares of Common Stock, representing



10.0% of the outstanding Common Stock.

(c) The following is a description of all transaction in shares of Common Stock of the Issuer by the reporting person identified in Item 2 of this Schedule 13D effected from July 16, 2001 to July 30, 2001:

None.

(d) Not applicable

(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--Letter to Board of Directors of the Issuer regarding Kairos' intent to nominate four individuals to the Board of Directors of Issuer and request for additional information with respect to other nominees.

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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.

August 1, 2001

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(Date)

/s/ James F. Rice

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(Signature)

James F. Rice



[Letterhead of Kairos Partners]

July 30, 2001

Mr. Edward L. Gallup  
Chairman  
Immucor Inc.  
3130 Gateway Drive  
Norcross, GA 30091-5625

Dear Mr. Gallup,

Kairos Partners, L.P. has recently increased its ownership position in Immucor to 10%. This increased ownership position demonstrates that Kairos remains positive about the long-term potential for Immucor. However, as you are aware, Kairos has expressed concerns to both you and the Board about the current strategic plans of the Company.

We would like to advise you that Kairos intends to submit the following list of four nominees to stand for election to the Board of Directors at Immucor's upcoming Annual Meeting. They are:

1. Jack McGuire
2. Ronald O. Gilcher, M.D.
3. Pierre Cassigneul
4. Peter White

Kairos will formally nominate these individuals by providing all of the information required about these nominees to the Company shortly.

In addition, Kairos intends to support the following four current Board members for re-election to Immucor's Board at the Annual Meeting. They are as follows:

1. Ralph A. Eatz
2. Dr. Gioacchino De Chirico
3. Joseph E. Rosen
4. Dennis M. Smith Jr., M.D.

If the Company does not intend on nominating these four existing Directors, Kairos may include certain of their names in the list of nominees that Kairos intends to submit to the Company. As such we would ask that you advise us of the following information:

1. When does the Company anticipate that the Annual Meeting of Shareholders will be held?
2. Will all of the current members of the Board of Directors be nominated to stand for re-election?

We would like to have your response no later than Monday, August 6, 2001.

Sincerely,

John F. White  
Kairos Partners, L.P.

JFW/srh

cc: D. Lanson/D. Smith/R. Eatz/B. Papesh/J. Rosen/G. De Chirico/D. McKeithan

Exhibit 99.1

July 30, 2001

Mr. Steven C. Ramsey  
Secretary  
Immucor Inc.  
3130 Gateway Drive  
Norcross, GA 30091-5625

Dear Mr. Ramsey,

Enclosed please find correspondence to the Board of Directors of Immucor. As Secretary of the Corporation, we appreciate your assistance in distributing the letters to the Board members.

Very truly yours,

Kairos Partners, LLP  
John F. White  
Principal