

SECURITIES AND EXCHANGE COMMISSION

FORM S-4/A

Registration of securities issued in business combination transactions [amend]

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FILER

SUMMIT TECHNOLOGY INC

CIK: **813902** | IRS No.: **042897945** | State of Incorpor.: **MA** | Fiscal Year End: **1231**
Type: **S-4/A** | Act: **33** | File No.: **333-66947** | Film No.: **99573942**
SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address
SUMMIT TECHNOLOGY INC
21 HICKORY DR
WALTHAM MA 02154

Business Address
21 HICKORY DR
WALTHAM MA 02154
7818901234

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 3
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SUMMIT TECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

Massachusetts	3845	04-2897945
(State or other	(Primary standard industrial	(I.R.S. Employer
jurisdiction	classification code number)	Identification Number)
of incorporation or		
organization)		

21 Hickory Drive
Waltham, Massachusetts 02451
(781) 890-1234
(Address, including zip code and telephone number including area code of
registrant's principal executive offices)

JAMES A. LIGHTMAN
Vice President and General Counsel
Summit Technology, Inc.
21 Hickory Drive
Waltham, Massachusetts 02451
(781) 890-1234
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Please send copies of all communications to:

Keith F. Higgins, Esq.
Ropes & Gray
One International Place
Boston, Massachusetts 02110
(617) 951-7000
(617) 951-7050 (fax)

William A. Grimm, Esq.
Gray, Harris & Robinson, P.A.
201 East Pine Street, Suite 1200
Orlando, Florida 32801
(407) 843-8880
(407) 244-5690 (fax)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of the Registration Statement.

If the only securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Part II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules.

<TABLE>

<CAPTION>

Exhibit

Number

Description

<C> <S>

2.1 Agreement and Plan of Merger dated October 1, 1998 by and among Summit Technology, Inc., Alpine Acquisition Corp. and Autonomous Technologies Corporation (Incorporated by Reference to Exhibit 2.1 of the Current Report on Form 8-K filed by Summit Technology, Inc. on October 7, 1998).

2.2 Amendment No. 1, dated March 16, 1999, to the Agreement and Plan of Merger by and among Summit Technology, Inc., Alpine Acquisition Corp.

and Autonomous Technologies Corporation (Incorporated by Reference to Exhibit 2.2 of Amendment No. 2 to the Registration Statement on Form S-4 filed by Summit Technology, Inc. on March 24, 1999).

- 4.1 Form of Stockholder Agreement dated as of October 1, 1998 by and between Summit Technology, Inc. and certain stockholders of Autonomous Technologies Corporation (Incorporated by Reference to Exhibit 4.1 of the Current Report on Form 8-K filed by Summit Technology, Inc. on October 7, 1998).
- 4.2 Rights Agreement dated as of March 29, 1990 (Incorporated by Reference to Exhibit 1 of Form 8-A filed by Summit Technology, Inc. on April 2, 1990).
- 5.1 Opinion of Ropes & Gray as to validity of shares (Incorporated by Reference to Exhibit 5.1 of Amendment No. 1 to the Registration Statement on Form S-4 filed by Summit Technology, Inc. on January 7, 1999).
- 8.1 Opinion of Ropes & Gray re: tax matters.

</TABLE>

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to registration statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, The Commonwealth of Massachusetts, on the 26th day of March, 1999.

SUMMIT TECHNOLOGY, INC.

/s/ Robert J. Kelly

By: _____

Name: Robert J. Kelly

Title: Chief Financial Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<TABLE>

<CAPTION>

Signature

Title

<S>

<C>

<C>

*	Robert J. Palmisano	Chief Executive Officer and Director (principal executive officer)
*	Robert J. Kelly	Executive Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)
*	Jeffrey A. Bernfeld	Director
*	Richard F. Miller	Director
*	John A. Norris	Director
*	Richard M. Traskos	Director

By: /s/ Robert J. Kelly Dated: March 26, 1999
 Robert J. Kelly
 Attorney in Fact

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EXHIBIT INDEX

Exhibit Number -----	Description -----
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</TABLE>

[Ropes & Gray Letterhead Appears Here]

March 26, 1999

Summit Technology, Inc.
21 Hickory Drive
Waltham, MA 02451

Ladies and Gentlemen:

We have acted as counsel to Summit Technology, Inc. ("Summit"), a Massachusetts corporation, in connection with the planned transaction (the "Merger") contemplated by the Agreement and Plan of Merger, dated as of October 1, 1998, by and among Summit, Alpine Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Summit ("Merger Sub"), and Autonomous Technologies Corporation, a Florida corporation ("Autonomous") (the "Merger Agreement"). All capitalized terms used but not defined herein have the meanings ascribed to them in the Merger Agreement.

For purposes of the opinion set forth below, we have reviewed and relied upon (i) the Merger Agreement, (ii) the Joint Proxy Statement and Prospectus included in the Registration Statement on Form S-4 filed by Summit with the Securities and Exchange Commission on January 7, 1999 (the "Registration Statement"), and (iii) such other documents, records and instruments as we have deemed necessary or appropriate as a basis for our opinion. We have assumed without investigation or verification that all statements contained in the foregoing documents are true, correct, and complete as of the date hereof and will remain true, correct and complete through the Effective Time; that no actions inconsistent with such statements have occurred or will occur; that all such statements made "to the best of the knowledge of" any persons or parties, or similarly qualified, are true, correct and complete as if made without such qualification; and, as to all matters in which a person or entity making a representation has represented that such person or entity either is not a party to, does not have, or is not aware of, any plan or intention, understanding or agreement, we have assumed that there is in fact no such plan, intention, understanding or agreement.

We also have assumed that (i) the Merger will be consummated in accordance with the Merger Agreement (including satisfaction of all covenants and conditions to the obligations of the parties without amendment or waiver thereof); (ii) all representations and warranties contained in the Merger Agreement are true, correct, and complete in all respects; (iii) the Merger will be effective as a merger under the applicable laws of Delaware and Massachusetts; and (iv) if the Merger is not restructured as a fully taxable Merger, (a) each of Summit, Autonomous and Merger Sub will deliver a tax representation certificate satisfactory to Ropes & Gray and (b) each of Summit,

Autonomous and Merger Sub will comply with the reporting obligations with respect to the Merger, if any, required under the Internal Revenue Code (the "Code") and the Treasury regulations promulgated thereunder.

Summit Technology, Inc.

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March 26, 1999

Any inaccuracy in, or breach of, any of the aforementioned statements, representations and assumptions and any change in applicable law after the date hereof could adversely affect our opinion. No ruling has been sought from the Internal Revenue Service by Summit, Autonomous or Merger Sub as to the federal income tax consequences of any aspect of the Merger, and the Internal Revenue Service is not bound by our opinion herein.

Based upon and subject to the foregoing as well as to the qualifications and limitations set forth below, it is our opinion that the legal conclusions under the caption "Material Federal Income Tax Consequences of the Merger" in the Registration Statement constitute the opinion of Ropes & Gray as to the material United States federal income tax consequences generally applicable to Autonomous stockholders in connection with the Merger.

No opinion is expressed as to any matter not specifically addressed above, including the tax consequences of any of the transactions under any foreign, state, or local tax law or the tax consequences of any other transactions contemplated or entered into by Summit, Autonomous or Merger Sub in connection with the transactions described above. Our opinion is based on current federal income tax law and we do not undertake to advise you as to any changes in federal income tax law after the date hereof that may affect our opinion.

This opinion is solely for use in connection with the Registration Statement.

We hereby consent to the filing with the Securities and Exchange Commission of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Ropes & Gray

Ropes & Gray