

Edgar Filing: SOMANETICS CORP - Form SC 13G

SOMANETICS CORP
Form SC 13G
February 08, 2007

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

OMB APPROVAL

OMB Number 3235-0145

Expires: February 28, 2009

Estimated average burden
hours per response . . . 11

INITIAL SCHEDULE 13G

Under the Securities Exchange Act of 1934

Somanetics Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

834445405

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 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).

Edgar Filing: SOMANETICS CORP - Form SC 13G

PAGE 1 OF 9 PAGES

CUSIP No. 834445405

13G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Manulife Financial Corporation

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

-0-

Number of Shares Beneficially Owned by Each Reporting Person With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiaries, MFC Global Investment Management (U.S.A.) Limited, John Hancock Advisers, LLC and MFC Global Investment Management (U.S.), LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Edgar Filing: SOMANETICS CORP - Form SC 13G

See line 9 above.

12 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
PAGE 2 OF 9 PAGES

CUSIP No. 834445405 13G Page 3 of 9 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
MFC Global Investment Management (U.S.A.) Limited

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

5 SOLE VOTING POWER
455

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
455

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
455

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

Edgar Filing: SOMANETICS CORP - Form SC 13G

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.003%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
PAGE 3 OF 9 PAGES

CUSIP No. 834445405

13G

Page 4 of 9 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Advisers, LLC

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

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

550,000

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

550,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

550,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Edgar Filing: SOMANETICS CORP - Form SC 13G

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.2%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
PAGE 4 OF 9 PAGES

CUSIP No. 834445405

13G

Page 5 of 9 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
MFC Global Investment Management (U.S.), LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
135,190

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER
550,000

7 SOLE DISPOSITIVE POWER
135,190

8 SHARED DISPOSITIVE POWER
550,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
685,190

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Edgar Filing: SOMANETICS CORP - Form SC 13G

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
PAGE 5 OF 9 PAGES

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:
Somanetics Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:
1653 East Maple Road
Troy, Michigan 48083-4208

Item 2(a) Name of Person Filing:
This filing is made on behalf of Manulife Financial Corporation ("MFC"), and MFC's indirect, wholly-owned subsidiaries, MFC Global Investment Management (U.S.A.) Limited ("MFC Global"), John Hancock Advisers, LLC ("JHA") and MFC Global Investment Management (U.S.), LLC ("MFC Global (U.S.)").

Item 2(b) Address of the Principal Offices:
The principal business offices of MFC and MFC Global are located at 200 Bloor Street, East, Toronto, Ontario, Canada, M4W 1E5; JHA is located at 601 Congress Street, Boston, Massachusetts 02210; and MFC Global (U.S.) is located at 101 Huntington Street, Boston, Massachusetts 02199.

Item 2(c) Citizenship:
MFC and MFC Global are organized and exist under the laws of Canada.
JHA and MFC Global (U.S.) are organized and exist under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
834445405

Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

MFC: (g) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

MFC

Global: (e) Investment Adviser registered under ss.203 of

Edgar Filing: SOMANETICS CORP - Form SC 13G

the Investment Advisers Act of 1940.

JHA: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

MFC Global

(U.S.): (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4

Ownership:

(a) Amount Beneficially Owned: MFC Global has beneficial ownership of 455 shares of Common Stock, JHA has beneficial ownership of 550,000 shares of Common Stock and MFC Global (U.S.) has beneficial ownership of 685,190 shares of Common Stock. Through its parent-subsidiary relationship to MFC Global, JHA and MFC Global (U.S.), MFC may be deemed to have beneficial ownership of these same shares.

PAGE 6 OF 9 PAGES

(b) Percent of Class: Of the 13,156,027 shares outstanding as of October 6, 2006, according to the issuer's quarterly report on form 10-Q for the period ended August 31, 2006, MFC Global held 0.003%, JHA held 4.2% and MFC Global (U.S.) held 5.2%. The aggregate percentage held as of December 31, 2006 (after eliminating double counting as a result of shared investment or voting discretion) by all reporting persons was 5.2%.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

MFC Global has sole power to vote or to direct the voting of the shares of Common Stock it beneficially owns. MFC Global (U.S.) has sole power to vote or to direct the voting of 135,190 shares of Common Stock it beneficially owns.

(ii) shared power to vote or to direct the vote:

JHA has shared power to vote or to direct the voting of the shares of Common Stock it beneficially owns. MFC Global (U.S.) has shared power to vote or to direct the voting of 550,000 shares it beneficially owns.

(iii) sole power to dispose or to direct the disposition of:

MFC Global has sole power to dispose or to direct the disposition of the shares of Common Stock it beneficially owns. MFC Global (U.S.) has sole power to dispose or to direct the disposition of 135,190 shares of Common Stock it beneficially owns.

(iv) shared power to dispose or to direct the disposition of:

JHA has shared power to dispose or to direct the disposition of the shares of Common Stock it beneficially owns. MFC Global (U.S.) has shared power to dispose or to direct the disposition of 550,000 shares of Common Stock it beneficially owns.

Item 5

Ownership of Five Percent or Less of a Class:

Edgar Filing: SOMANETICS CORP - Form SC 13G

Not applicable.

- Item 6 Ownership of More than Five Percent on Behalf of Another Person:
Not applicable.
- Item 7 Identification and Classification of the Subsidiary which
Acquired the Security Being Reported on by the Parent Holding
Company:
See Items 3 and 4 above.
- Item 8 Identification and Classification of Members of the Group:
Not applicable.
- Item 9 Notice of Dissolution of a Group:
Not applicable.
- Item 10 Certification:
By signing below the undersigned certifies that, to the best of
its knowledge and belief, the securities referred to above were
acquired and are held in the ordinary course of business and
were not acquired and are not held for the purpose of or with
the effect of changing or influencing the control of the issuer
of the securities and were not acquired and are not held in
connection with or as a participant in any transaction having
that purpose or effect.

PAGE 7 OF 9 PAGES

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Manulife Financial Corporation

Dated: February 8, 2007 By: /s/ Scott A. Lively
Name: Scott A. Lively
Title: Attorney in Fact*

MFC Global Investment Management (U.S.A) Limited

Dated: February 8, 2007 By: /s/ Gordon Pansegrau
Name: Gordon Pansegrau
Title: General Counsel, Chief Compliance
Officer & Secretary

John Hancock Advisers, LLC

Dated: February 8, 2007 By: /s/ Francis V. Knox Jr.
Name: Francis V. Knox Jr.
Title: Vice President and Chief Compliance
Officer

Edgar Filing: SOMANETICS CORP - Form SC 13G

MFC Global Investment Management (U.S), LLC

Dated: February 8, 2007
By: /s/ Francis V. Knox Jr.
Name: Francis V. Knox Jr.
Title: Vice President and Chief Compliance Officer

* Signed pursuant to a Power of Attorney dated January 31, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on February 1, 2007.

PAGE 8 OF 9 PAGES

EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, MFC Global Investment Management (U.S.A.) Limited, John Hancock Advisers, LLC and MFC Global Investment Management (U.S.), LLC agree that the Initial Schedule 13G to which this Agreement is attached, relating to the Common Stock of Somanetics Corporation, is filed on behalf of each of them.

Manulife Financial Corporation

Dated: February 8, 2007
By: /s/ Scott A. Lively
Name: Scott A. Lively
Title: Attorney in Fact*

MFC Global Investment Management (U.S.A) Limited

Dated: February 8, 2007
By: /s/ Gordon Pansegrau
Name: Gordon Pansegrau
Title: General Counsel, Chief Compliance Officer & Secretary

John Hancock Advisers, LLC

Dated: February 8, 2007
By: /s/ Francis V. Knox Jr.
Name: Francis V. Knox Jr.
Title: Vice President and Chief Compliance Officer

MFC Global Investment Management (U.S), LLC

Dated: February 8, 2007
By: /s/ Francis V. Knox Jr.
Name: Francis V. Knox Jr.
Title: Vice President and Chief Compliance Officer

Edgar Filing: SOMANETICS CORP - Form SC 13G

* Signed pursuant to a Power of Attorney dated January 31, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on February 1, 2007.

PAGE 9 OF 9 PAGES