

ANGEION CORP/MN
Form SC 13D
May 21, 2007

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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.)*

Angeion Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03462H404

(CUSIP Number)

Healthinvest Partners AB
Arsenalsgatan 4
SE-111 47 Stockholm
Sweden
Tel. 011-46-8-440-38-31

With a copy to:
Stephen P. Wink, Esq.
Cahill/Wink LLP
5 Penn Plaza
23rd Floor
New York, NY 10001
(646) 378-2105

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

May 21, 2007

(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

 CUSIP No. 03462H404

1 Name of Reporting Persons

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

Healthinvest Partners AB

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

- (a) []
 (b) [X]

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 Citizen or Place of Organization

Sweden

Number of	7	Sole Voting Power	320,347
Shares			
Beneficially	8	Shared Voting Power	0
Owned by			
Each	9	Sole Dispositive Power	320,347
Reporting			
Person With:	10	Shared Dispositive Power	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

320,347

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

(See Instructions) []

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

8.3%

14 Type of Reporting Person (See Instructions)

IA, HC

 CUSIP No. 03462H404

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

HealthInvest Global Long/Short Fund

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 Citizen or Place of Organization

Sweden

Number of	7	Sole Voting Power	0
Shares			
Beneficially	8	Shared Voting Power	320,347
Owned by			
Each	9	Sole Dispositive Power	0
Reporting			
Person With:	10	Shared Dispositive Power	320,347

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320,347

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

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

8.3%

14 Type of Reporting Person (See Instructions)

OO

Item 1 Security and Issuer

The class of equity to which this statement relates is the common stock, \$0.10 par value (the “Common Stock”), of Angeion Corporation (the “Company”), which has its principal executive offices at:

350 Oak Grove Parkway
Saint Paul, Minnesota 55127-8599

Item 2 Identity and Background

The names of the persons filing this statement are Healthinvest Partners AB, a Swedish corporation, and HealthInvest Global Long/Short Fund, a specialty fund organized pursuant to the Swedish Mutual Funds Act (each, a “Reporting Person”).

Healthinvest Partners AB and HealthInvest Global Long/Short Fund are engaged in the business of investment management. Healthinvest Partners AB is the investment advisor and control person of Healthinvest Global Long/Short Fund, a security holder of the issuer.

The address of the principal office of each of the Reporting Persons is Arsenalsgatan 4, SE-111 47 Stockholm, Sweden.

During the last five years, neither of the Reporting Persons has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) 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.

Item 3 Source and Amount of Funds or Other Consideration

The Reporting Persons acquired the 320,347 shares of Common Stock to which this Statement relates with investment capital held by HealthInvest Global Long/Short Fund as follows:

(a) HealthInvest Global Long/Short Fund acquired 320,347 shares of Common Stock on the open market between November 6, 2006 and April 30, 2007 for a total consideration of \$4,015,843.

The above amount of total consideration includes any commissions incurred in making of the investments. The source of these funds was the investment capital of the Reporting Persons, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 4 Purpose of Transaction

All of the shares of Common Stock reported herein were acquired for investment purposes, and were originally acquired without the purpose or effect of changing or influencing control of the Company. The Reporting Persons review on a continuing

basis the investment in the Company. Based on such review and depending on the price and availability of the Company's securities, the Reporting Persons may acquire, or cause to be acquired, additional securities of the Company, in the open market or otherwise, dispose of, or cause to be disposed of, securities of the Company, in the open market or otherwise, at any time, or formulate other purposes, plans or proposals regarding the Company or any of its securities, to the extent deemed advisable in light of general investment and policies of the Reporting Persons, the Company's business, financial condition and operating results, general market and industry conditions or other factors.

As part of the ongoing evaluation of this investment and investment alternatives, the Reporting Persons and their affiliates may consider any or all of the following: (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board of directors; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's charter or bylaws or other actions which may impede the acquisition of control of the Company by any person; (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) causing a class of equity securities of the Company to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to any of those enumerated above.

In addition, from time to time, the Reporting Persons and their affiliates may hold discussions with the Company regarding the matters described in subparagraphs (a) through (j) above.

On May 21, 2007, Anders Hallberg, the Managing Director and CEO of Healthinvest Partners AB, sent a letter to the Chairman of the Board of Directors of the Company and the Company's Chief Executive Officer expressing, among other things, displeasure with the Company's request for shareholder approval to authorize up to 600,00 shares of the Company's common stock for use as stock incentive awards under the proposed 2007 Stock Incentive Plan described as Proposal 2 in its Definitive Proxy Statement filed with the SEC on April 23, 2007. A copy of such letter is attached hereto as Exhibit 99.2 and incorporated by reference herein.

Item 5 Interest in Securities of the Issuer

(a) As of the close of business on May 18, 2007, Healthinvest Partners AB and HealthInvest Global Long/Short Fund were the beneficial owners of 320,347 shares of Common Stock, which constitute in the aggregate 8.3% of the outstanding shares of Common Stock of the Company based on 3,878,345 shares of Common Stock outstanding pursuant to the Form 10-QSB for the quarterly period ending January 31,

2007 filed by the Company.

(b) Healthinvest Partners AB has the sole power to vote, direct the voting of, dispose of and direct the disposition of the Common Stock owned by it as described in Item 5(a) above.

HealthInvest Global Long/Short Fund has shared power to vote, direct the vote of, dispose of and direct the disposition of the Common Stock owned by it as described in Item 5(a) above. Such power is shared with Healthinvest Partners AB.

(c) Transactions in the Common Stock by the Reporting Persons effected in the last 60 days are as set forth in the table below. All such trades were made in open market transactions.

Entity	Trade Date	Activity	Quantity	Average Price
HealthInvest Global				
Long/Short Fund	05/09/07			
SELL		9,100		13.6317
HealthInvest Global				
Long/Short Fund	05/07/07			
SELL		19,300		12.9363
HealthInvest Global				
Long/Short Fund	05/03/07			
SELL		3,700		12.5313
HealthInvest Global				
Long/Short Fund	04/30/07		BUY	
25,000				13.6399
HealthInvest Global				
Long/Short Fund	04/27/07		BUY	
20,000				13.3793
HealthInvest Global				
Long/Short Fund	04/26/07		SELL	
10,000				13.1046
HealthInvest Global				
Long/Short Fund	04/25/07		SELL	
25,000				13.4062
HealthInvest Global				
Long/Short Fund	04/13/07		BUY	
30,000				13.9971
HealthInvest Global				
Long/Short Fund	04/11/07		SELL	
20,000				13.3202
HealthInvest Global				
Long/Short Fund	04/05/07		SELL	
5,000				14.03
HealthInvest Global				
Long/Short Fund	04/03/07		SELL	
5,000				14.2546
HealthInvest Global				
Long/Short Fund	04/02/07		SELL	
4,400				14.3107

HealthInvest Global		
Long/Short Fund	03/20/07	SELL
5,800	13.7887	

(d) The Reporting Persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock owned by them.

(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

99.1 Joint Filing Agreement

99.2 Letter dated May 21, 2007 from Anders Hallberg, Managing Director and CEO of Healthinvest Partners AB, to the Chairman of the Board of Directors of the Company and the Company's Chief Executive Officer.

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.

DATE:

May 21, 2007

HEALTHINVEST PARTNERS AB

By: /s/ ANDERS HALLBERG

Name: Anders Hallberg

Title: Managing Director and CEO

HEALTHINVEST GLOBAL LONG/SHORT FUND

By: /s/ ANDERS HALLBERG

Name: Anders Hallberg

Title: CEO of Managing Company

s to actions brought by or in the right of EFSC as well, but only to the extent of defense expenses, reasonably incurred and not to any satisfaction of judgment or settlement of the claim itself, and with the further limitation that in such actions no indemnification shall be made in the event of any adjudication of liability to EFSC, unless the court believes that in light of all the circumstances indemnification should apply. Furthermore, under the DGCL, if such person is successful on the merits or otherwise in the defense of any action referred to above, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 174 of the DGCL provides, among other things, that a director, who willfully or negligently approves an unlawful payment of dividends or an unlawful purchase or redemption of stock, may be held liable for such actions. A director who was either absent when the unlawful actions were approved or dissented at the time, may avoid liability by causing his or her dissent to such actions to be entered in the books containing minutes of the meetings of the board of directors at the time such action occurred or immediately after such absent director receives notice of the unlawful acts.

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As permitted by the DGCL, EFSC's certificate of incorporation (as amended and together with all certificates of designations) includes a provision to eliminate the personal liability of its directors for monetary damages for breach of alleged breach of their fiduciary duties as directors, subject to limited exceptions. The certificate of incorporation (as amended and together with all certificates of designations) also provides that every person who is or was our director, officer, employee or agent or is or was a director, officer, trustee, employee or agent of any other enterprise, serving as such at EFSC's request, shall be indemnified to the fullest extent permitted by law for all expenses and liabilities in connection with any proceeding involving such person in this capacity.

Item 16. Exhibits

See the Exhibit Index immediately following the signature page of this prospectus, which is hereby incorporated herein by reference.

Item 17. Undertakings

A. Rule 415 Offering

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act of 1934, as amended, that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of this registration statement.

(2) That, for the purposes of determining any liability under the Securities Act of 1933, as amended, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933, as amended, to any purchaser:

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(i) each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933, as amended, shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of a registrant under the Securities Act of 1933, as amended, to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

B. Filings Incorporating Subsequent Exchange Act Documents By Reference

The undersigned registrant undertakes that, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934, as amended (and, where applicable, each filing of any employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act), that is incorporated by reference in this registration statements shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Warrants and Rights Offering

The undersigned registrant hereby undertakes to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering.

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D. Request for Acceleration of Effective Date of Filing of Registration Statement on Form S-8

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the registrant pursuant to the indemnification provisions described herein, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933, as amended, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, as amended, and will be governed by the final adjudication of such issue.

E. Registration Statement Permitted by Rule 430A under the Securities Act of 1933

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, as amended, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act of 1933, as amended, shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, as amended, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

F. Qualification of Trust Indentures under the Trust Indenture Act of 1939 for Delayed Offerings.

The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act (["Act"]) in accordance with the rules and regulations prescribed by the Commission under Section 305(b)2 of the Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the State of Missouri, on June 16, 2009.

ENTERPRISE FINANCIAL SERVICES CORP

By: /s/ Frank H. Sanfilippo
Frank H. Sanfilippo
Chief Financial Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of Enterprise Financial Services Corp (the "Corporation") and each of us, do hereby constitute and appoint Peter F. Benoist and Frank H. Sanfilippo, or either of them, our true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, to do any and all acts and things in our names and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated above, which said attorneys or agents, or either of them, may deem necessary or advisable to enable the Corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and amendments (including pre-effective and post-effective amendments) to the Registration Statement, including specifically but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including pre-effective and post-effective amendments) to such Registration Statement; and we do hereby ratify and conform all that the said attorneys and agents, or their substitute or substitutes, or either of them, shall do or cause to be done by virtue hereof.

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:

Signature	Title	Date
/s/ Peter F. Benoist Peter F. Benoist	Chief Executive Officer and Director	April 30, 2009
/s/ James J. Murphy James J. Murphy	Chairman of the Board and Director	April 30, 2009
/s/ Michael A. DeCola Michael A. DeCola	Director	April 30, 2009
/s/ William H. Downey William H. Downey	Director	April 30, 2009
/s/ Robert E. Guest, Jr. Robert E. Guest, Jr.	Director	April 30, 2009
/s/ Lewis A. Levey Lewis A. Levey	Director	April 30, 2009
/s/ Birch M. Mullins Birch M. Mullins	Director	April 30, 2009

/s/ Brenda D. Newberry Brenda D. Newberry	Director	April 30, 2009
/s/ Sandra Van Trease Sandra Van Trease	Director	April 30, 2009
/s/ Henry D. Warshaw Henry D. Warshaw	Director	April 30, 2009

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EXHIBIT INDEX

Exhibit

No.	Description
1.1*	Form of underwriting or purchase agreement.
3.1	Certificate of Incorporation of EFSC (incorporated herein by reference to Exhibit 3.1 to EFSC's Registration Statement on Form S-1 filed on December 19, 1996 (File No. 333-14737)).
3.2	Amendment to the Certificates of Incorporation of Registrant (incorporated herein by reference to Exhibit 4.2 to Registrant's Registration Statement on Form S-8 filed on July 1, 1999 (File No. 333-82087)).
3.3	Amendment to the Certificate of Incorporation of Registrant (incorporated herein by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the period ending September 30, 1999).
3.4	Amendment to the Certificate of Incorporation of Registrant (incorporated herein by reference to Exhibit 99.2 to Registrant's Current Report on Form 8-K filed on April 30, 2002).
3.5	Amendment to Certificate of Incorporation (incorporated herein by reference to Appendix A to Registrant's Proxy Statement on Schedule 14A, effective November 20, 2008).
3.6	Certificate of Designations (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 23, 2008).
3.7	Bylaws of Registrant, as amended, (incorporated herein by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on October 2, 2007).
4.1*	Form of senior debt security.
4.2*	Form of subordinated debt security.
4.3*	Form of warrant agreement.
4.4*	Form of warrant.
4.5*	Form of unit agreement.
4.6*	Form of unit certificate.
4.7*	Form of purchase contract.
4.8*	Form of depositary agreement.

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4.9*	Form of depositary receipt.
4.10*	Form of subscription rights agreement.
4.11*	Form of subscription agent agreement.
5.1*	Opinion of Greensfelder, Hemker & Gale, P.C.
12.1	Computation of Earnings to Fixed Charges and Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.
23.1	Consent of KPMG LLP.
23.2*	Consent of Greensfelder, Hemker & Gale, P.C. (included in Exhibit 5.1).
24.1	Power of Attorney of certain officers and directors (included on signature page to Registration Statement).

* To be filed either as an amendment or as an exhibit to a report filed pursuant to the Exchange Act of 1934, as amended, and incorporated by reference herein.
