

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

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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).

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-----  
CUSIP No. 834445405  
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-----  
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)  |   
N/A (b)  |

-----  
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

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See line 9 above.

12 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.003%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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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\*

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N/A

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

12 TYPE OF REPORTING PERSON\*  
IA

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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\*

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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!  
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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) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

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

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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-subsiidiary relationship to MFC Global, JHA and MFC Global (U.S.), MFC may be deemed to have beneficial ownership of these same shares.

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(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:

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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.

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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



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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.

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EXHIBIT A

JOINT FILING AGREEMENT  
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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

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