

Edgar Filing: Flynn James E - Form SC 13G/A

Flynn James E
Form SC 13G/A
February 13, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 1)*

RadNet, Inc.

(Name of Issuer)

Common Stock, par value \$.01

(Title of Class of Securities)

750491102

(CUSIP Number)

December 31, 2008

(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)

(Page 1 of 12 Pages)

* 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 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).

CUSIP No. 750491102

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

Deerfield Capital, L.P.

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

0

NUMBER OF 6. SHARED VOTING POWER
SHARES

BENEFICIALLY 868,184
OWNED BY

EACH 7. SOLE DISPOSITIVE POWER

REPORTING PERSON 0

WITH

8. SHARED DISPOSITIVE POWER

868,184

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

868,184

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.43%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 750491102

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

Deerfield Partners, L.P.

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

3. SEC USE ONLY

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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

217,984

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

217,984

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

217,984

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.61%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 750491102

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

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0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. SHARED VOTING POWER

650,200

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

650,200

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

650,200

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.82%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 750491102

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

Deerfield Management Company, L.P.

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5. SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY

6. SHARED VOTING POWER

1,617,520

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EACH
REPORTING
PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,617,520

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,617,520

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.52%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 750491102

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield International Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

377,603

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

377,603

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

377,603

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.06%

12. TYPE OF REPORTING PERSON*

CO

CUSIP No. 750491102

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund International Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

1,239,917

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,239,917

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,239,917

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

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.46%

12. TYPE OF REPORTING PERSON*

CO

CUSIP No. 750491102

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

James E. Flynn

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE >

/s/ Jack W. Callicutt, by power of attorney

02/02/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 6,000 shares that the reporting person previously mistakenly reported as being held directly and which should have been reported as being held indirectly, by the reporting person's IRA.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Limited ----- Item 2(b). Address of Principal Business Office, or if None, Residence: James E. Flynn, Deerfield Capital, L.P., Deerfield Partners, L.P. Deerfield Special Situations Fund, L.P., Deerfield Management Company, L.P., 780 Third Avenue, 37th Floor, New York, NY 10017 Deerfield International Limited, Deerfield Special Situations International Limited c/o Bisys Management, Bison Court, Columbus Centre, P.O. Box 3460, Road Town, Tortola, British Virgin Islands

Explanation of Responses:

----- Item 2(c). Citizenship: Mr. Flynn - United States citizen
Deerfield Capital, L.P., Deerfield Partners, L.P. and Deerfield Special Situations Fund, L.P. - Delaware limited
partnerships Deerfield Management Company, L.P. - New York limited partnership Deerfield International Limited
and Deerfield Special Situations International Limited - British Virgin Islands corporations

----- Item 2(d). Title of Class of Securities: Common Stock, par
value \$.01 ----- Item 2(e). CUSIP Number: 750491102

----- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b),
or 13d-2(b) or (c), Check Whether the Person Filing is a: (a) Broker or dealer registered under Section 15 of the
Exchange Act. (b) Bank as defined in Section 3(a)(6) of the Exchange Act. (c) Insurance company as defined
in Section 3(a)(19) of the Exchange Act. (d) Investment company registered under Section 8 of the Investment
Company Act. (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); (f) An employee benefit
plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); (g) A parent holding company or control
person in accordance with Rule 13d-1(b)(1)(ii)(G); Page 10 of 12 (h) A savings association as defined in Section
3(b) of the Federal Deposit Insurance Act; (i) A church plan that is excluded from the definition of an investment
company under Section 3(c)(14) of the Investment Company Act; (j) Group, in accordance with Rule
13d-1(b)(1)(ii)(J). Item 4. Ownership. Provide the following information regarding the aggregate number and
percentage of the class of securities of the issuer identified in Item 1. (a) Amount beneficially owned: Deerfield
Capital, L.P. - 868,184 shares Deerfield Partners, L.P. - 217,984 shares Deerfield Special Situations Fund, L.P. -
650,200 shares Deerfield Management Company, L.P. - 1,617,520 shares Deerfield International Limited - 377,603
shares Deerfield Special Situations International Limited - 1,239,917 shares James E. Flynn - 2,485,704 shares.

----- (b) Percent of class: Deerfield Capital, L.P. - 2.43%
Deerfield Partners, L.P. - .61% Deerfield Special Situations Fund, L.P. - 1.82% Deerfield Management Company,
L.P. - 4.52% Deerfield International Limited - 1.06% Deerfield Special Situations International Limited - 3.46%
James E. Flynn - 6.95% ----- (c) Number of shares as to which

such person has: (i) Sole power to vote or to direct the vote 0 -----, (ii) Shared power to vote or to direct the
vote Deerfield Capital, L.P. - 868,184 Deerfield Partners, L.P. - 217,984 Deerfield Special Situations Fund, L.P. -
650,200 Deerfield Management Company, L.P. - 1,617,520 Deerfield International Limited - 377,603 Deerfield
Special Situations Fund International Limited - 1,239,917 James E. Flynn - 2,485,704. -----, (iii) Sole
power to dispose or to direct the disposition of 0 -----, Page 11 of 12 (iv) Shared power to dispose or to
direct the disposition of Deerfield Capital, L.P. - 868,184 Deerfield Partners, L.P. - 217,984 Deerfield Special
Situations Fund, L.P. - 650,200 Deerfield Management Company, L.P. - 1,617,520 Deerfield International Limited -
377,603 Deerfield Special Situations Fund International Limited - 1,239,917 James E. Flynn - 2,485,704.

----- Item 5. Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact
that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the
class of securities check the following . ----- Item 6.

Ownership of More Than Five Percent on Behalf of Another Person. If any other person is known to have the right to
receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a
statement to that effect should be included in response to this item and, if such interest relates to more than five
percent of the class, such person should be identified. A listing of the shareholders of an investment company
registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or
endowment fund is not required. N/A ----- Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent
Holding Company or Control Person. If a parent holding company or Control person has filed this schedule, pursuant
to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3
classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant
to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary. N/A

----- Item 8. Identification and Classification of Members of the
Group. If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an
exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule
pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group. See
Exhibit B ----- Item 9. Notice of Dissolution of Group. Notice

of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5. N/A ----- Item 10.

Certifications. "By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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 such purpose or effect." Page 12 of 12 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. DEERFIELD

CAPITAL, L.P. By: J.E. Flynn Capital LLC, General Partner By: /s/ Darren Levine -----
Darren Levine, Authorized Signatory DEERFIELD PARTNERS, L.P. By: Deerfield Capital, L.P. By: J.E. Flynn Capital LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD SPECIAL SITUATIONS FUND, L.P. By: Deerfield Capital, L.P. By: J.E. Flynn Capital LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD MANAGEMENT COMPANY, L.P. By: Flynn Management LLC General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD INTERNATIONAL LIMITED By: Deerfield Management Company By: Flynn Management LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED By: Deerfield Management Company By: Flynn Management LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory JAMES E. FLYNN /s/ Darren Levine ----- Darren Levine, Attorney-In-Fact Date: February 12, 2009 Exhibit List Exhibit A . Joint Filing Agreement. Exhibit B. Item 8 Statement. Exhibit C (1). Power of Attorney. (1) Previously filed as Exhibit 24 to a Form 4 with regard to PAR Pharmaceutical Companies, Inc. filed with the Commission on February 1, 2007 by Deerfield Capital L.P.; Deerfield Partners, L.P.; Deerfield Management Company, L.P.; Deerfield International Limited; Deerfield Special Situations Fund, L.P.; Deerfield Special Situations Fund International Limited; and James E. Flynn. Exhibit A Agreement The undersigned agree that this Schedule 13G dated January 25, 2006 relating to the Common Stock of RadNet, Inc. shall be filed on behalf of the undersigned. DEERFIELD CAPITAL, L.P. By: J.E. Flynn Capital LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD PARTNERS, L.P. By: Deerfield Capital, L.P. By: J.E. Flynn Capital LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD SPECIAL SITUATIONS FUND, L.P. By: Deerfield Capital, L.P. By: J.E. Flynn Capital LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD MANAGEMENT COMPANY By: Flynn Management LLC General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD INTERNATIONAL LIMITED By: Deerfield Management Company By: Flynn Management LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED By: Deerfield Management Company By: Flynn Management LLC, General Partner By: /s/ Darren Levine ----- Darren Levine, Authorized Signatory JAMES E. FLYNN /s/ Darren Levine ----- Darren Levine, Attorney-In-Fact Exhibit B Due to the relationships between them, the reporting persons hereunder may be deemed to constitute a "group" with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.