ORTHOFIX INTERNATIONAL N V Form SC 13D/A April 06, 2009

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

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 1)1

Orthofix International N.V.

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

N6748L102

(CUSIP Number)

STEVEN WOLOSKY, ESQ. OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

Park Avenue Tower 65 East 55th Street New York, New York 10022 (212) 451-2300

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

April 2, 2009

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ 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 disclosures provided in a prior cover page.

The information required on 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).

NAME OF REPORTING PERSON

CUSIP NO. N6748L102

1

1	TO WILL OF THE ORTHOG	Litson	
2	RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o		
3	SEC USE ONLY (b) 6		
4	SOURCE OF FUNDS		
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS '' IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE	E OF ORGANIZATION	
	CAYMAN ISLANDS		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	8	736,937 SHARED VOTING POWER	
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
	10	736,937 SHARED DISPOSITIVE POWE	R
11	AGGREGATE AMOUNT	- 0 - BENEFICIALLY OWNED BY EACH	REPORTING PERSON
12	736,937 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	4.3% TYPE OF REPORTING PERSON		
	CO		
2			

RAMIUS ENTERPRISE MASTER FUND LTD CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY			
4 SOURCE OF FUNDS	SOURCE OF FUNDS		
OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS "		
6 CITIZENSHIP OR PLACE OF ORGANIZATION	CITIZENSHIP OR PLACE OF ORGANIZATION		
CAYMAN ISLANDS NUMBER OF 7 SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY EACH 117,043 SHARED VOTING POWER			
REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER			
117,043 10 SHARED DISPOSITIVE POWER			
- 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	G PERSON		
117,043 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o		
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
Less than 1% 14 TYPE OF REPORTING PERSON			
СО	CO		
3			

RAMIUS ADVISORS, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP GROUP GROUP GROUP GROUP SEC USE ONLY 4 SOURCE OF FUNDS OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 117,043 10 SHARED DISPOSITIVE POWER 117,043 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,043 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 14 Less than 1% TYPE OF REPORTING PERSON OO 4	1	NAME OF REPORTING PERSON			
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 117,043 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 117,043 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,043 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING PERSON OO		CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x (b) o			
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF	4	SOURCE OF FUNDS			
NUMBER OF SHARES BENEFICIALLY 117,043 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 117,043 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,043 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING PERSON OO	5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS "			
NUMBER OF SHARES BENEFICIALLY 117,043 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 117,043 10 SHARED DISPOSITIVE POWER 117,043 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,043 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING PERSON OO	6	CITIZENSHIP OR PLACE OF ORGANIZATION			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 117,043 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING PERSON OO		DELAWARE	7	SOLE VOTING POWER	
PERSON WITH 9 SOLE DISPOSITIVE POWER 117,043 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,043 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING PERSON OO	BENEFICIALLY OWNED BY	•	8		
10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,043 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% 14 TYPE OF REPORTING PERSON OO			9		
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,043 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING PERSON OO			10		R
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% 14 TYPE OF REPORTING PERSON OO	11	AGGREGATE	AMOUNT BEN	•	REPORTING PERSON
Less than 1% 14 TYPE OF REPORTING PERSON OO	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o			
14 TYPE OF REPORTING PERSON OO	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	14				
4		00			
	4				

	RCG STARBOARD A		
G	RCG STARBOARD ADVISORS, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) o SEC USE ONLY		
4 S	SOURCE OF FUNDS		
5 C	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6 C	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
D NUMBER OF SHARES	DELAWARE 7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	8	736,937 SHARED VOTING POWER	
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
	10	736,937 SHARED DISPOSITIVE POWE	ER
11 A	AGGREGATE AMOU	- 0 - JNT BENEFICIALLY OWNED BY EACH	I REPORTING PERSON
12 C	736,937 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES		
13 P	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	4.3% TYPE OF REPORTING PERSON		
C	00		
5			

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP GROUP SEC USE ONLY 4 SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 4.99% 14 4.99% TYPE OF REPORTING PERSON OO 6	1	NAME OF REPORTING PERSON			
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 853,980 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 853,980 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% 14 TYPE OF REPORTING PERSON OO		CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) x (b) o			
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF SHARES BENEFICIALLY 853,980 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 853,980 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 853,980 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% 14 TYPE OF REPORTING PERSON OO	4	SOURCE OF FUNDS			
NUMBER OF SHARES BENEFICIALLY 853,980 OWNED BY 8 SHARED VOTING POWER EACH REPORTING - 0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 853,980 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% 14 TYPE OF REPORTING PERSON OO	5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS "			
NUMBER OF SHARES BENEFICIALLY 853,980 OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 853,980 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 853,980 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% 14 TYPE OF REPORTING PERSON OO	6	CITIZENSHIP OR PLACE OF ORGANIZATION			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 853,980 853,980 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% TYPE OF REPORTING PERSON OO		DELAWARE	7	SOLE VOTING POWER	
PERSON WITH 9 SOLE DISPOSITIVE POWER 853,980 SHARED DISPOSITIVE POWER -0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 853,980 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% 14 TYPE OF REPORTING PERSON OO	BENEFICIALLY OWNED BY		8	-	
10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 853,980 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% 14 TYPE OF REPORTING PERSON OO			9		
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 853,980 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% TYPE OF REPORTING PERSON OO			10		ER
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.99% 14 TYPE OF REPORTING PERSON OO	11	AGGREGATE	E AMOUNT BEN		REPORTING PERSON
4.99% 14 TYPE OF REPORTING PERSON OO	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o			
14 TYPE OF REPORTING PERSON OO	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	14				
6		00			
	6				

1	NAME OF REPORTING PERS	ON	
2 3	C4S & CO., L.L.C. CHECK THE APPROPRIATE I GROUP SEC USE ONLY	BOX IF A MEMBER OF A	(a) x (b) o
4	SOURCE OF FUNDS		
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF	ORGANIZATION	
	DELAWARE		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH	8	853,980 SHARED VOTING POWER	
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
	10	853,980 SHARED DISPOSITIVE POWE	R
11	AGGREGATE AMOUNT BEN	- 0 - EFICIALLY OWNED BY EACH	REPORTING PERSON
12	853,980 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRES	SENTED BY	