

BIOLASE, INC  
Form SC 13D/A  
December 20, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

SCHEDULE 13D/A

Amendment No. 1

Under the Securities Exchange Act of 1934

Biolase, Inc.

(Name of Issuer)

Common Shares, \$0.001 par value

(Title of Class of Securities)

090911108

(CUSIP Number)

Copy to:

Robert L. Lawrence, Esq.

Kane Kessler, P.C.

1350 Avenue of the Americas, 26<sup>th</sup> Floor

New York, New York 10019

(212) 541-6222

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

December 19, 2013

(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 which 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

NAME OF REPORTING PERSON

**1** Oracle Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

**2** (a)

(b)  
SEC USE ONLY

**3**

SOURCE OF FUNDS\*

**4**

OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**5**

o

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

**NUMBER OF** SOLE VOTING POWER

**SHARES** 7

**BENEFICIALLY** 0 (See Item 5)

**8** SHARED VOTING POWER

**OWNED BY**

**EACH**

**REPORTING** 2,748,046 (See Item 5)  
**PERSON** SOLE DISPOSITIVE POWER  
**WITH** 9  
0 (See Item 5)  
10 SHARED DISPOSITIVE POWER

2,748,046 (See Item 5)  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

2,748,046 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

o

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

7.8%  
TYPE OF REPORTING PERSON\*

**14**  
PN

NAME OF REPORTING PERSON

1

Oracle Institutional Partners, LP  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a)

(b)  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

o

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

NUMBER OF      SOLE VOTING POWER

SHARES          7

BENEFICIALLY   0 (See Item 5)

**OWNED BY** SHARED VOTING POWER  
**EACH** 8  
**REPORTING** 307,254 (See Item 5)  
**PERSON** SOLE DISPOSITIVE POWER  
**WITH** 9  
0 (See Item 5)  
10 SHARED DISPOSITIVE POWER

11 307,254 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 307,254 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

o

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

0.9%  
TYPE OF REPORTING PERSON\*

14  
PN

NAME OF REPORTING PERSON

1

Oracle Ten Fund Master, LP  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a)

(b)  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

o

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Cayman Islands

NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY H (See Item 5)

**OWNED BY** SHARED VOTING POWER  
**EACH** 8  
**REPORTING** 967,000 (See Item 5)  
**PERSON** SOLE DISPOSITIVE POWER  
**WITH** 9  
0 (See Item 5)  
10 SHARED DISPOSITIVE POWER

11 967,000 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 967,000 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

o

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

2.7%  
TYPE OF REPORTING PERSON\*

14  
OO

NAME OF REPORTING PERSON

1

Oracle Associates, LLC

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a)

(b)  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

o

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF      SOLE VOTING POWER

SHARES          7

BENEFICIALLY   0 (See Item 5)  
OWNED BY        8 SHARED VOTING POWER

OWNED BY

**EACH**

**REPORTING PERSON** 3,055,300 (See Item 5)  
SOLE DISPOSITIVE POWER

**PERSON** 9

**WITH** 0 (See Item 5)  
10 SHARED DISPOSITIVE POWER

11 3,055,300 (See Item 5)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 3,055,300 (See Item 5)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

o

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

8.9%  
TYPE OF REPORTING PERSON\*

14  
OO

5

NAME OF REPORTING PERSON

1

Oracle Investment Management, Inc.  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a)

(b)  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

o

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF      SOLE VOTING POWER

SHARES          7

BENEFICIALLY   0 (See Item 5)

**OWNED BY** SHARED VOTING POWER  
**EACH** 8  
**REPORTING** 967,000 (See Item 5)  
**PERSON** SOLE DISPOSITIVE POWER  
**WITH** 9  
0 (See Item 5)  
10 SHARED DISPOSITIVE POWER

967,000 (See Item 5)  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

967,000 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

o

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

2.7%  
TYPE OF REPORTING PERSON\*

**14**  
CO

NAME OF REPORTING PERSON

1

Larry N. Feinberg

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (See  
Instructions)

2

(a)

(b)  
SEC USE ONLY

3

SOURCE OF FUNDS\*

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

o

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States

NUMBER OF 7 SOLE VOTING POWER  
SHARES

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 0 (See Item 5)  
SHARED VOTING POWER  
**8**  
4,022,300 (See Item 5)  
**REPORTING PERSON** 9  
0 (See Item 5)  
**10** SHARED DISPOSITIVE POWER

4,022,300 (See Item 5)  
**11** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

4,022,300 (See Item 5)  
**12** CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

o

**13** PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

11.4%  
TYPE OF REPORTING PERSON\*

**14**

IN

7

**Item 1. Security and Issuer.**

This Amendment No. 1 (the "Amendment") amends the Schedule 13D originally filed with the Securities and Exchange Commission on November 22, 2013 (the "Original Schedule 13D," and collectively with the Amendment, the "Statement") with respect to the shares of common stock, par value \$0.001 per share ("Common Stock" or the "Shares") of Biolase, Inc. (the "Issuer"), whose principal executive offices are located at 4 Cromwell, Irvine, CA 92618.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Statement is hereby amended and restated as follows:

The securities reported in this Statement as directly beneficially owned by the Reporting Persons were acquired with funds of approximately \$7,069,041 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Reporting Persons who directly beneficially own such securities, or capital contributions to the funds by the investors in such funds. 340,000 Shares were purchased by Ten Fund in a private transaction with the Issuer on December 19, 2013, as further described under Item 6. The remaining Shares were purchased through margin accounts maintained with Morgan Stanley, Credit Suisse First Boston, Barclays, Instinet, Jefferies & Company Inc. and Wachovia Securities, all of which may extend margin credit to the Reporting Persons and other persons under their investment discretion when required to open or carry positions in these margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Statement is hereby amended and restated as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 35,191,648 Shares outstanding as of December 20, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 12, 2013, with the addition of the Shares purchased by Ten Fund in a private transaction with the Issuer on December 19, 2013. The Reporting Persons may be deemed to constitute a "person" or "group" within the meaning of Section 13(d)(3) of the Exchange Act. The filing of this Schedule 13D shall not be construed as an admission of such beneficial ownership or that the Reporting Persons constitute a person or a group.

(a, b) Partners

As of the date hereof, Partners may be deemed to be the beneficial owner of 2,748,046 Shares, constituting approximately 7.8% of the Shares outstanding.

Partners has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 2,748,046 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 2,748,046 Shares.

(a, b) Institutional Partners

As of the date hereof, Institutional Partners may be deemed to be the beneficial owner of 307,254 Shares, constituting approximately 0.9% of the Shares outstanding.

Institutional Partners has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 307,254 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 307,254 Shares.

(a, b) Ten Fund

As of the date hereof, Ten Fund may be deemed to be the beneficial owner of 967,000 Shares, constituting approximately 2.7% of the Shares outstanding.

Ten Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 967,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 967,000 Shares.

(a, b) General Partner

General Partner, as the general partner of Partners and Institutional Partners, may be deemed to be the indirect beneficial owner of 3,055,300 Shares held in Partners and Institutional Partners, constituting approximately 8.9% of the Shares outstanding.

General Partner has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 3,055,300 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 3,055,300 Shares.

(a, b) Manager

Manager, as the investment manager of Ten Fund, may be deemed to be the indirect beneficial owner of 967,000 Shares held by Ten Fund, constituting approximately 1.9% of the Shares outstanding.

Manager has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 967,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or

direct the disposition of 967,000 Shares.

(a, b) Larry Feinberg

Mr. Feinberg serves as the managing member of the General Partner, and accordingly, may be deemed to be the indirect beneficial owner of the Shares beneficially owned by General Partner. Mr. Feinberg is the sole shareholder and president of the Manager, and accordingly, may be deemed to be the beneficial owner of the Shares beneficially owned by Manager. As of the date hereof, Mr. Feinberg may be deemed to be the beneficial owner of 4,022,300 Shares, constituting approximately 11.4% of the Shares outstanding.

Mr. Feinberg has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 4,022,300 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 4,022,300 Shares.

The trading dates, number of Shares purchased or sold, and price per share for all transactions in the Shares by the (c) Reporting Persons since the Reporting Persons original Schedule 13D filing are set forth in Schedule A. All such transactions were effected in open market transactions with brokers, except where indicated.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Statement is hereby amended and restated as follows:

On December 19, 2013, Ten Fund entered into a Subscription Agreement with the Issuer for the purchase of 340,000 Shares at \$1.80 per share from the Issuer in a private transaction (the "Subscription Agreement"). Under the terms of the Subscription Agreement, the Issuer is required to maintain its listing with the NASDAQ Capital Market and to secure the listing of the purchased Shares. Further, the Issuer agreed to use its reasonable best efforts to prepare and file a registration statement with the Securities and Exchange Commission covering the purchased Shares no later than February 28, 2014. A copy of the Subscription Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The foregoing summary description of the Subscription Agreement is not intended to be complete and is qualified in its entirety by the complete text of the Subscription Agreement.

Each of the Reporting Persons are a party to a Joint Filing Agreement, dated as of November 22, 2013 (the "13D Joint Filing Agreement"), pursuant to which the parties agreed to jointly file this Schedule 13D and any and all amendments and supplements thereto with the Securities and Exchange Commission. The 13D Joint Filing Agreement was filed as Exhibit 1 to the Original Schedule 13D and is incorporated herein by reference in its entirety in this response to Item 6.

Except for the agreements described above, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons, and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

**Item 7. Material to be Filed as Exhibits.**

99.1 Subscription Agreement by and between Biolase, Inc. and Oracle Ten Fund Master, LP dated December 19, 2013.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: December 20, 2013

ORACLE PARTNERS, LP

By: ORACLE ASSOCIATES, LLC, its  
general partner

By: /s/ Larry Feinberg  
Larry Feinberg, Managing Member

ORACLE INSTITUTIONAL PARTNERS,  
LP

By: ORACLE ASSOCIATES, LLC, its  
general partner

By: /s/ Larry Feinberg  
Larry Feinberg, Managing Member

ORACLE TEN FUND MASTER, LP

By: ORACLE ASSOCIATES, LLC, its  
general partner

By: /s/ Larry Feinberg  
Larry Feinberg, Managing Member

ORACLE ASSOCIATES, LLC

By: /s/ Larry Feinberg  
Larry Feinberg, Managing Member

ORACLE INVESTMENT  
MANAGEMENT, INC.

By: /s/ Larry Feinberg  
Larry Feinberg, Managing Member

/s/ Larry Feinberg  
Larry Feinberg, Individually

Schedule A

Trade Date	Transaction	Price Per Share	Quantity	Name of Fund
12/11/2013	BUY	1.7794	2769	Oracle Partners, LP
12/11/2013	BUY	1.7794	300	Oracle Institutional Partners, Lp
12/11/2013	BUY	1.7794	600	Oracle Ten Fund Master, LP
12/13/2013	BUY	1.7798	4,500	Oracle Partners, LP
12/13/2013	BUY	1.7798	500	Oracle Institutional Partners, Lp
12/13/2013	BUY	1.7798	900	Oracle Ten Fund Master, LP
12/13/2013	BUY	1.7984	38,000	Oracle Partners, LP
12/13/2013	BUY	1.7984	4,100	Oracle Institutional Partners, Lp
12/13/2013	BUY	1.7984	7,900	Oracle Ten Fund Master, LP
12/16/2013	BUY	1.8605	95,000	Oracle Partners, LP
12/16/2013	BUY	1.8605	10,300	Oracle Institutional Partners, Lp
12/16/2013	BUY	1.8605	19,700	Oracle Ten Fund Master, LP
12/17/2013	BUY	1.9165	19,300	Oracle Partners, LP
12/17/2013	BUY	1.9165	2,100	Oracle Institutional Partners, Lp
12/17/2013	BUY	1.9165	4,000	Oracle Ten Fund Master, LP
12/19/2013	BUY	1.8	340,000	Oracle Ten Fund Master, LP

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