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SMITH & NEPHEW PLC  
Form SC TO-T/A  
March 22, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO  
(RULE 14D-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1)  
OR SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2--FINAL AMENDMENT)

-----  
ORATEC INTERVENTIONS, INC.  
(Name of Subject Company (Issuer))

ORCHID MERGER CORP.  
SMITH & NEPHEW, INC.  
SMITH & NEPHEW PLC  
(Names of Filing Persons (Offerors))

-----  
COMMON STOCK, PAR VALUE \$.001 PER SHARE  
(including the associated preferred stock purchase rights)

(Title of Class of Securities)

-----  
68554M  
(CUSIP Number of Class of Securities)

-----  
James A. Ralston, Senior Vice President and General Counsel  
Smith & Nephew, Inc.  
1450 Brooks Road  
Memphis, Tennessee 38116  
(901) 396-2121

(Name, address and telephone number of  
person authorized to receive notices  
and communications on behalf of filing persons)

Copy to:

Pran Jha  
Sidley Austin Brown & Wood  
Bank One Plaza  
10 South Dearborn Street  
Chicago, Illinois 60603  
Telephone: (312) 853-7000

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Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

=====

=====

SCHEDULE 13D

CUSIP NO. 68554M

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1 NAMES OF REPORTING PERSONS Orchid Merger Corp.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 22,867,088

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON -0-

10 SHARED DISPOSITIVE POWER

WITH 22,867,088 shares

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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22,867,088 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
95.0%

14 TYPE OF REPORTING PERSON  
CO

-2-

CUSIP NO. 68554M

1 NAME OF REPORTING PERSONS: Smith & Nephew, Inc.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities only): 51-0123924

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 SOLE VOTING POWER  
NUMBER OF SHARES -0-

8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 22,867,088 shares

9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON -0-

10 SHARED DISPOSITIVE POWER  
WITH 22,867,088 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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22,867,088 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
95.0%

14 TYPE OF REPORTING PERSON  
CO

-3-

CUSIP NO. 68554M

1 NAMES OF REPORTING PERSONS: Smith & Nephew plc  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only). 98-0224867

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
England and Wales

7 SOLE VOTING POWER  
NUMBER OF SHARES -0-

8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 22,867,088 shares

9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON -0-

10 SHARED DISPOSITIVE POWER  
WITH 22,867,088 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
22,867,088 shares

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

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

13

95.0%

-----  
 TYPE OF REPORTING PERSON

14

CO  
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This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed by Orchid Merger Corp., a Delaware corporation ("Purchaser"), Smith & Nephew, Inc., a Delaware corporation ("Smith & Nephew"), and Smith & Nephew plc, a corporation organized under the laws of England and Wales ("Parent"), on February 22, 2002, as amended by Amendment No. 1 thereto (as amended, the "Schedule TO"), relating to the offer to purchase all issued and outstanding shares of common stock, par value \$.001 per share, of ORATEC Interventions, Inc., a Delaware corporation ("ORATEC"), including the associated preferred stock purchase rights issued pursuant to the Preferred Shares Rights Agreement dated as of November 28, 2000, as amended, between ORATEC and American Stock Transfer & Trust Company, as rights agent (collectively, the "Shares"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated February 22, 2002 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with the Offer to Purchase, as supplemented or amended from time to time, constitute the "Offer"). Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule TO.

This Amendment also amends and supplements the Schedule 13D of Purchaser, Smith & Nephew and Parent originally filed on February 22, 2002, as amended.

Item 1 through Item 11.

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by adding the following thereto:

The Offer expired at 12:00 midnight, New York City time, on Thursday, March 21, 2002. On March 22, 2002, Purchaser accepted for purchase 22,867,088 Shares tendered pursuant to the Offer. The Shares accepted for purchase pursuant to the Offer represent approximately 95% of the outstanding Shares. On March 22, 2002, Smith & Nephew issued a press release announcing the acceptance of Shares tendered pursuant to the Offer, a copy of which is filed as an exhibit hereto and incorporated herein by reference.

Item 12. EXHIBITS.

EXHIBIT NO.	DESCRIPTION
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(a) (1) (J)	Press release of Smith & Nephew dated March 22, 2002.

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After due 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.

SMITH & NEPHEW PLC

By: /s/ Peter Hooley

-----  
Name: Peter Hooley  
Title: Finance Director

SMITH & NEPHEW, INC.

By: /s/ James A. Ralston

-----  
Name: James A. Ralston  
Title: Senior Vice President and  
General Counsel

ORCHID MERGER CORP.

By: /s/ James A. Ralston

-----  
Name: James A. Ralston  
Title: Senior Vice President and  
General Counsel

Date: March 22, 2002

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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(a) (1) (J)	Press release of Smith & Nephew dated March 22, 2002.

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