

BIOLASE, INC
Form SC 13D/A
July 05, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934*

(Amendment No. 15)

Biolase, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

411307101

(CUSIP Number)

Larry N. Feinberg
c/o Oracle Investment Management, Inc.
200 Greenwich Avenue
Greenwich, CT 06830
(203) 862-7900

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

With a copy to:

Jeffrey Hochman, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

June 30, 2017

(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 Rule 240.13d-7 for other parties to whom copies are to be sent.

* 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.

SCHEDULE 13D
CUSIP No. 411307101

NAMES OF REPORTING PERSONS

1
Larry N. Feinberg

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

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

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

NUMBER OF SHARES ⁷ BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 0 (See Item 5)
	SHARED VOTING POWER 19,171,447 (See Item 5)

9	SOLE DISPOSITIVE POWER 0 (See Item 5)
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10	SHARED DISPOSITIVE POWER
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19,171,447
(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
19,171,447* (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
24.95%**

14 TYPE OF REPORTING PERSON (See
Instructions)
IN

* Includes 850,797 Shares (defined below) issuable upon exercise of the Warrants (defined in Amendment No. 12) and 3,698,600 Shares issued upon the automatic conversion of the Series D Preferred Stock (defined below) on June 30, 2017. Does not include other existing warrants (i) for an aggregate of 1,344,276 Shares, which are not currently exercisable due to the 19.99% Limitation, or (ii) for an aggregate of 1,800,535 Shares, which are not exercisable until October 18, 2017.

** This percentage is based on a total of 76,827,576 Shares outstanding, which is the sum of 67,912,379 Shares outstanding as of May 18, 2017, plus (i) 8,064,400 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017 and (ii) 850,797 Warrants that can currently be exercised.

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SCHEDULE 13D
CUSIP No. 411307101

1 NAMES OF REPORTING PERSONS
Oracle Partners, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

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

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF SHARES/ BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER -0- (See Item 5) SHARED VOTING POWER 13,199,673 (See Item 5)
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9	SOLE DISPOSITIVE POWER -0- (See Item 5)
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10	SHARED DISPOSITIVE POWER
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13,199,673
(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
13,199,673* (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
17.20%**

14 TYPE OF REPORTING PERSON (See
Instructions)
PN

* Includes 749,027 Shares issuable upon exercise of the Warrants and 2,663,000 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017. Does not include other existing warrants (i) for an aggregate of 336,047 Shares, which are not currently exercisable due to the 19.99% Limitation, or (ii) for an aggregate of 1,296,385 Shares, which are not exercisable until October 18, 2017.

** This percentage is based on a total of 76,725,806 Shares outstanding, which is the sum of 67,912,379 Shares outstanding as of May 18, 2017, plus (i) 8,064,400 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017 and (ii) 749,027 Warrants that can currently be exercised.

SCHEDULE 13D
CUSIP No. 411307101

1 Oracle Institutional Partners, LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

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

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE
VOTING
POWER
-0-

NUMBER
OF
SHARES⁸
BENEFICIALLY
OWNED

SHARED
VOTING
POWER
2,574,807 (See
Item 5)

BY
EACH
REPORTING
PERSON
WITH

SOLE
DISPOSITIVE
POWER
-0-

10 SHARED
DISPOSITIVE
POWER
2,574,807 (See
Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
2,574,807* (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
3.38%**

14 TYPE OF REPORTING PERSON (See
Instructions)
OO

* Includes 101,770 Shares issuable upon exercise of the Warrants and 443,800 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017. Does not include other existing warrants (i) for an aggregate of 470,465 Shares, which are not currently exercisable due to the 19.99% Limitation, or (ii) for an aggregate of 216,064 Shares, which are not exercisable until October 18, 2017.

** This percentage is based on a total of 76,078,549 Shares outstanding, which is the sum of 67,912,379 Shares outstanding as of May 18, 2017, plus (i) 8,064,400 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017 and (ii) 101,770 Warrants that can currently be exercised.

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SCHEDULE 13D
CUSIP No. 411307101

1 Oracle Ten Fund Master, LP

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

(a)
(b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4 OO

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

CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Cayman Islands

NUMBER
OF
SHARES⁷
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

SOLE
VOTING
POWER
-0-

SHARED
VOTING
POWER
3,105,542 (See
Item 5)

9

SOLE
DISPOSITIVE
POWER
-0-

10

SHARED
DISPOSITIVE
POWER
3,105,542 (See
Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
3,105,542 (See Item 5)*

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

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
4.09%**

14 TYPE OF REPORTING PERSON (See
Instructions)
OO

* Includes 591,800 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017. Does not include other existing warrants (i) for an aggregate of 537,764 Shares, which are not currently exercisable due to the 19.99% Limitation, or (ii) for an aggregate of 288,086 Shares, which are not exercisable until October 18, 2017.

** This percentage is based on a total of 75,976,779 Shares outstanding, which is the sum of 67,912,379 Shares outstanding as of May 18, 2017, plus 8,064,400 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017.

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SCHEDULE 13D
CUSIP No. 411307101

1 Oracle Investment Management, Inc.
Employees' Retirement Plan

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

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

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER
OF
SHARES⁷
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

SOLE
VOTING
POWER
-0-

SHARED
VOTING
POWER
239,425 (See
Item 5)

9

SOLE
DISPOSITIVE
POWER
-0-

10

SHARED
DISPOSITIVE
POWER

239,425 (See
Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
239,425 (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
0.3%*

14 TYPE OF REPORTING PERSON (See
Instructions)
PN

* This percentage is based on a total of 75,976,779 Shares outstanding, which is the sum of 67,912,379 Shares outstanding as of May 18, 2017, plus 8,064,400 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017.

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SCHEDULE 13D
 CUSIP No. 411307101

1 The Feinberg Family Foundation

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

(a)
 (b)

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4 N/A

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

CITIZENSHIP OR PLACE OF
 ORGANIZATION

6 Delaware

NUMBER
 OF
 SHARES⁷
 BENEFICIALLY
 OWNED
 BY
 EACH
 REPORTING
 PERSON
 WITH

SOLE
 VOTING
 POWER
 -0-

SHARED
 VOTING
 POWER
 52,000 (See
 Item 5)

9

SOLE
 DISPOSITIVE
 POWER
 -0-

10

SHARED
 DISPOSITIVE
 POWER
 52,000 (See
 Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
52,000 (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
0.07%*

14 TYPE OF REPORTING PERSON (See
Instructions)
PN

* This percentage is based on a total of 75,976,779 Shares outstanding, which is the sum of 67,912,379 Shares outstanding as of May 18, 2017, plus 8,064,400 Shares issued upon the automatic conversion of the Series D Preferred Stock on June 30, 2017.

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SCHEDULE 13D
CUSIP No. 411307101

NAMES OF REPORTING PERSONS

1
Oracle Associates, LLC

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

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

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER	SOLE
OF 7	VOTING
SHARES	POWER
BENEFICIALLY	-0- (See
OWNED	Item 5)
BY	SHARED
EACH	VOTING
REPORTING	POWER
PERSON ⁸	18,880,022
WITH	(See Item
	5)