SIRONA DENTAL SYSTEMS, INC.
Form 4
May 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sirona Holdings Luxco S.C.A.

(Last) (First) (Middle)
412F, ROUTE D??ESCH,

(Street)
L-1030, N4

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SIRONA DENTAL SYSTEMS, INC. [SIRO]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/13/2011		S		9,747,480	D	$ 53	0	D (1)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sirona Holdings Luxco S.C.A. 412F, ROUTE D??ESCH L-1030, N4		X		
Sirona Holdings S.A. 412F, ROUTE D??ESCH L-1030, N4		X		
MDCP GLOBAL AGGREGATOR, L.P. C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602		X		
MDCP IV Global Investments LP MAPLES CORPORATE SERVICES LTD, PO BOX309 UNITED HOUSE, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 KY-1104		X		
MDCP IV Global GP, LP MAPLES CORPORATE SERVICES LTD, PO BOX309 UNITED HOUSE, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 KY-1104		X		
MDP Global Investors LTD MAPLES CORPORATE SERVICES LTD, PO BOX309 UNITED HOUSE, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 KY-1104		X		

Signatures

/s/ Timothy Sullivan, its 'A' Director, Sirona Holdings S.A., its Manager for Sirona Holdings Luxco S.C.A.	05/16/2011
**Signature of Reporting Person	Date

/s/ Timothy Sullivan, its 'A' Director for Sirona Holdings S.A.	05/16/2011
**Signature of Reporting Person	Date
/s/ Timothy Sullivan, its Managing Director, MDP Global Investors Limited, its General Partner for MDCP Global Aggregator, L.P.	05/16/2011
**Signature of Reporting Person	Date
/s/ Timothy Sullivan, its Managing Director, MDP Global Investors Limited, its General Partner, MDP IV Global GP, LP, its General Partner for MDCP IV Global Investments LP	05/16/2011
**Signature of Reporting Person	Date
/s/ Timothy Sullivan, its Managing Director, MDP Global Investors Limited, its General Partner for MDP IV Global GP	05/16/2011
**Signature of Reporting Person	Date
/s/ Timothy Sullivan, its Managing Director for MDP Global Investors Limited	05/16/2011
**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) The following entities may be deemed to have a beneficial interest in the Common Stock held by Sirona Holdings Luxco S.C.A. ("Luxco"): Sirona Holdings S.A by virtue of its being the sole manager of Luxco; MDCP Global Aggregator, L.P. ("MDCP Global Aggregator") by virtue of its being the controlling shareholder of Luxco; MDCP IV Global Investments LP by virtue of its being the controlling shareholder of Sirona Holdings S.A.; MDP IV Global GP, LP by virtue of its being the sole general partner of MDCP IV Global Investments LP; and MDP Global Investors Limited, by virtue of its being the sole general partner of MDP IV Global GP, LP and MDCP Global Aggregator. Each of MDCP Global Aggregator, MDCP IV Global Investments LP, MDP IV Global GP, LP and MDP Global Investors Limited disclaims beneficial ownership of any shares directly held by Luxco, except to the extent of their respective pecuniary interests therein.

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