

NxStage Medical, Inc.
Form SC 13G
December 30, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

NXSTAGE MEDICAL, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

67072V103

(CUSIP Number)

December 18, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The information required in 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 (the “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
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Larry N. Feinberg
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a) "

(b) "

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

	United States	
NUMBER OF	SOLE	
	VOTING	
	POWER	
	5	
SHARES		
	150,862	
BENEFICIALLY	SHARED	
	VOTING	
	POWER	
	6	
OWNED BY		
	3,259,205	
	7	
EACH	SOLE	
	DISPOSITIVE	
	POWER	

REPORTING

150,862

8 SHARED
DISPOSITIVE
POWER

PERSON

3,259,205

WITH:

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

10 3,410,067
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

12 5.6%
TYPE OF REPORTING
PERSON (See Instructions)

12

IN

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

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

2

(a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	Delaware 5 0 6 2,311,038 7	SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER
---	---	--

REPORTING

0

8 SHARED
DISPOSITIVE
POWER

PERSON

2,311,038

WITH:

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

10 2,311,038
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

12 3.8%
TYPE OF REPORTING
PERSON (See Instructions)

12

PN

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

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

2

(a) "

(b) "
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	Delaware 5 0 6 344,537 7	SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER
---	---	--

REPORTING

0

8 SHARED
DISPOSITIVE
POWER

PERSON

344,537

WITH:

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

344,537
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

0.6%
TYPE OF REPORTING
PERSON (See Instructions)

12

PN

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Oracle Associates, LLC
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a) "

(b) "
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	Delaware 5 0 6 2,655,575 7	SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER
---	---	--

REPORTING

0

8 SHARED
DISPOSITIVE
POWER

PERSON

2,655,575

WITH:

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

2,655,575
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

4.4%
TYPE OF REPORTING
PERSON (See Instructions)

12

OO

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

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

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

	Cayman Islands	
NUMBER OF	SOLE	
	VOTING	
	POWER	
	5	
SHARES		
	0	
BENEFICIALLY	SHARED	
	VOTING	
	POWER	
	6	
OWNED BY		
	527,124	
	7	
EACH	SOLE	
	DISPOSITIVE	
	POWER	

REPORTING

0

8 SHARED
DISPOSITIVE
POWER

PERSON

527,124

WITH:

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

527,124
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

0.9%
TYPE OF REPORTING
PERSON (See Instructions)

12

OO

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Oracle Investment
Management, Inc. Employees'
Retirement Plan

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

2

(a) "

(b) "
SEC USE ONLY

3

CITIZENSHIP OR PLACE
OF ORGANIZATION

4

NUMBER OF	Connecticut	SOLE VOTING POWER
-----------	-------------	-------------------------

5

SHARES

BENEFICIALLY	0 SHARED VOTING POWER
--------------	--------------------------------

6

OWNED BY

7	64,906 SOLE DISPOSITIVE POWER
---	--

EACH

REPORTING 0
8 SHARED
DISPOSITIVE
POWER

PERSON

64,906

WITH:

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

10 64,906
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (9) ..
EXCLUDES
CERTAIN
SHARES (See
Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

12 0.1%
TYPE OF REPORTING
PERSON (See Instructions)

EP

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

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

2

(a) "

(b) "
SEC USE ONLY

3

CITIZENSHIP OR PLACE
OF ORGANIZATION

4

	Delaware	
NUMBER OF	SOLE	
	VOTING	
	POWER	
	5	
SHARES		
	0	
BENEFICIALLY	SHARED	
	VOTING	
	POWER	
	6	
OWNED BY		
	592,030	
	7	
EACH	SOLE	
	DISPOSITIVE	
	POWER	

REPORTING 0
8 SHARED
DISPOSITIVE
POWER

PERSON

592,030

WITH:

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

10 592,030
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (9) ..
EXCLUDES
CERTAIN
SHARES (See
Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

12 1.0%
TYPE OF REPORTING
PERSON (See Instructions)

CO

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION
NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

The Feinberg Family
Foundation
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (See Instructions)

2

(a) "

(b) "
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

	Connecticut	
NUMBER OF		SOLE
		VOTING
		POWER
	5	
SHARES		
		0
		SHARED
BENEFICIALLY		VOTING
		POWER
	6	
OWNED BY		
	11,600	
	7	SOLE
		DISPOSITIVE
EACH		POWER

REPORTING

0

8 SHARED
DISPOSITIVE
POWER

PERSON

11,600

WITH:

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

11,600
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW ..
(9) EXCLUDES
CERTAIN SHARES
(See Instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

10

11

0.0%
TYPE OF REPORTING
PERSON (See Instructions)

12

OO

Item 1(a). Name of Issuer:

NxStage Medical Inc., a Delaware corporation (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

350 Merrimack St., Lawrence, MA 01843

Item 2(a). Name of Filing Person:

This statement is filed by:

Mr. Larry N. Feinberg ("Mr. Feinberg"), with respect to shares of the Issuer's common stock ("Shares") directly owned by him. Mr. Feinberg serves as the managing member of Oracle Associates (as defined herein). Mr. Feinberg may be deemed to indirectly beneficially own Shares by virtue of the foregoing relationship, directly or indirectly beneficially owned by Oracle Associates. Mr. Feinberg is the sole shareholder, director and president of the (i) Manager (as defined herein), which serves as investment manager to Ten Fund (as defined herein) and the Retirement Plan (as defined herein), and accordingly, may be deemed to be the beneficial owner of the Shares beneficially owned by Ten Fund and the Retirement Plan. Mr. Feinberg is the trustee of the Foundation (as defined herein) and has the sole power to direct the voting and disposition of the Shares in Foundation and accordingly, may be deemed to be the indirect beneficial owner of the Shares;

(ii) Oracle Partners, L.P., a Delaware limited partnership ("Partners"), with respect to Shares directly owned by it;

(iii) Oracle Institutional Partners, LP, a Delaware limited partnership ("Institutional Partners") with respect to Shares directly owned by it;

Oracle Associates, LLC, a Delaware limited liability company ("Oracle Associates"), which serves as the general (iv) partner of Partners and Institutional Partners, and may be deemed to indirectly beneficially own Shares, by virtue of the foregoing relationship, directly or indirectly beneficially owned by Partners and Institutional Partners.

(v)

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Oracle Ten Fund Master, L.P., a limited partnership organized under the Cayman Islands (“Ten Fund”), with respect to Shares directly owned by it;

(vi) Oracle Investment Management, Inc. Employees’ Retirement Plan, an employee benefit plan organized in Connecticut (the “Retirement Plan”), with respect to Shares directly owned by it;

(vii) Oracle Investment Management, Inc., a Delaware corporation (the “Manager”), which serves as investment manager to Ten Fund and the Retirement Plan, and accordingly, may be deemed to be the beneficial owner of Shares beneficially owned by Ten Fund and the Retirement Plan; and

(viii) The Feinberg Family Foundation, a foundation organized in Connecticut (the “Foundation”), with respect to Shares directly owned by it.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of the principal business office of the Reporting Persons is 200 Greenwich Avenue, 3rd Floor, Greenwich, Connecticut 06830.

Item 2(c). Citizenship:

Mr. Feinberg is a citizen of the United States of America. Partners, Institutional Partners, Oracle Associates and the Manager are organized under the laws of the state of Delaware. Ten Fund is organized under the laws of the Cayman Islands. The Retirement Plan and the Foundation are organized under the laws of the state of Connecticut.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001

Item 2(e). CUSIP Number:

67072V103

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act.

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- (b) Bank as defined in section 3(a)(6) of the Act.

- (c) Insurance company as defined in section 3(a)(19) of the Act.

- (d) Investment company registered under section 8 of the Investment Company Act of 1940.

- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.

(j) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: ____

Item 4. Ownership:

The percentage of shares owned is based upon 60,930,965 shares of the Issuer's Common Stock issued and outstanding as of November 1, 2013, as set forth in the Issuer's most recent Quarterly Report on Form 10-Q for the period ended September 30, 2013, filed with the Securities and Exchange Commission on November 7, 2013.

The beneficial ownership of the Reporting Persons is set forth below. This filing and any future amendments hereto shall not be considered an admission that any Reporting Person is a beneficial owner of shares beneficially owned by any other Reporting Person named herein.

A. Larry Feinberg

(a) Amount beneficially owned: 3,410,067

(b) Percent of class: 5.6%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 150,862

(ii) Shared power to vote or direct the vote: 3,259,205

(iii) Sole power to dispose or direct the disposition: 150,862

(iv) Shared power to dispose or direct the disposition: 3,259,205

B. Oracle Partners, LP

(a) Amount beneficially owned: 2,311,038

(b) Percent of class: 3.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 2,311,038

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 2,311,038

C. Oracle Institutional Partners, LP

(a) Amount beneficially owned: 344,537

(b) Percent of class: 0.6%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 344,537

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 344,537

D. Oracle Associates, LLC

- (a) Amount beneficially owned: 2,655,575
- (b) Percent of class: 4.4%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 2,655,575
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 2,655,575

E. Oracle Ten Fund Master, LP

- (a) Amount beneficially owned: 527,124
- (b) Percent of class: 0.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 527,124
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 527,124

F. Oracle Investment Management, Inc. Employees' Retirement Plan

- (a) Amount beneficially owned: 64,906
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 64,906

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 64,906

G. Oracle Investment Management, Inc.

(a) Amount beneficially owned: 592,030

(b) Percent of class: 1.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 592,030

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 592,030

H. The Feinberg Family Foundation

(a) Amount beneficially owned: 11,600

(b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 11,600

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 11,600

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of

the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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.

Dated: December 30, 2013

/s/ Larry Feinberg

Larry Feinberg, Individually

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 ASSOCIATES, LLC

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 INVESTMENT MANAGEMENT, INC.
EMPLOYEES' RETIREMENT PLAN

By: /s/ Aileen Wiate

Aileen Wiate, Trustee

ORACLE INVESTMENT MANAGEMENT, INC.

By: /s/ Larry Feinberg

Larry Feinberg, Managing Member

THE FEINBERG FAMILY FOUNDATION

By: /s/ Larry Feinberg

Larry Feinberg, Trustee

Exhibit Index

99.1 Joint Filing Agreement, dated December 30, 2013, by and among, Larry Feinberg, Oracle Partners, LP, Oracle Institutional Partners, LP, Oracle Associates, LLC, Oracle Ten Fund Master, L.P., Oracle Investment Management, Inc. Employees' Retirement Plan, Oracle Investment Management, Inc. and The Feinberg Family Foundation.