

SIRONA DENTAL SYSTEMS, INC.

Form 4

June 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

8-10, RUE MATHIAS HARDT,

06/20/2006

(Street)

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

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

L-1717, N4 NONE

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 06/20/2006 | | P | | 36,972,480 | A | (U) 36,972,480 |
| | | | | | | I | See Footnote (2) (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: SIRONA DENTAL SYSTEMS, INC. - Form 4

| 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 Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Sirona Holdings Luxco S.C.A. 8-10, RUE MATHIAS HARDT L-1717, N4 NONE | | X | | |
| Sirona Holdings S.A. 10, RUE HENRI M. SCHNADT L-2530, N4 NONE | | X | | Sole manager of 10% holder |
| MDCP IV Global Investments LP C/O WALKERS SPV LIMITED, WALKER HOUSE PO BOX 908GT, MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 NONE | | X | | Primary shareholder of manager |
| MDCP IV Global GP, LP C/O WALKERS SPV LIMITED, WALKER HOUSE PO BOX 908GT, MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 NONE | | X | | Indirect GP of 10% owner |
| MDP Global Investors LTD C/O WALKERS SPV LIMITED, WALKER HOUSE PO BOX 908GT, MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 NONE | | X | | Indirect GP of 10% owner |

Signatures

Sirona Holdings Luxco S.C.A., by Sirona Holdings S.A., its Manager, by /s/ Timothy Sullivan, its "A" Director

06/21/2006

__Signature of Reporting Person

Date

Sirona Holdings S.A., by /s/ Timothy Sullivan, its "A" Director

| | |
|---|------------|
| | 06/21/2006 |
| __Signature of Reporting Person | Date |
| MDCP IV Global Investments LP, by MDP IV Global GP, LP, its General Partner, by MDP Global Investors Limited, its General Partner, by /s/ Timothy Sullivan, its Managing Director | 06/21/2006 |
| __Signature of Reporting Person | Date |
| MDP IV Global GP, LP, by MDP Global Investors Limited, its General Partner, by /s/ Timothy Sullivan, its Managing Director | 06/21/2006 |
| __Signature of Reporting Person | Date |
| MDP Global Investors Limited, by /s/ Timothy Sullivan, its Managing Director | 06/21/2006 |
| __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).
Sirona Dental Systems, Inc. issued 36,972,480 shares of its Common Stock to Sirona Holdings Luxco S.C.A. ("Luxco") in exchange for
- (1) 100% of the issued and outstanding share capital of Sirona Holding GmbH ("Sirona") and a Promissory Note issued June 30, 2005 by Sirona to Luxco in the original principal amount of <euro>150,992,464.
- (2) Owned by Luxco.
The following entities may be deemed to have a beneficial interest in the Common Stock held by Luxco. Sirona Holdings S.A. ("Luxco Manager"), by virtue of its being the sole manager of Luxco; MDCP IV Global Investments LP ("MDCP IV Global Investments"), by
- (3) virtue of its being the controlling shareholder of Luxco Manager; MDP IV Global GP, LP ("MDP IV Global GP"), by virtue of its being the sole general partner of MDCP IV Global Investments and MDP Global Investors Limited by virtue of its being the sole general partner of MDP IV Global GP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.