

NATUS MEDICAL INC  
Form SC 13D/A  
March 31, 2011

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 15)

NATUS MEDICAL INCORPORATED (BABY)  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

639050103  
(CUSIP Number)

David Nierenberg  
The D3 Family Funds  
19605 NE 8th Street  
Camas, WA 98607  
(360) 604-8600

With a copy to:

Christopher P. Davis  
Kleinberg, Kaplan, Wolff & Cohen, P.C.  
551 Fifth Avenue  
New York, NY 10176  
(212) 986-6000

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

March 25, 2011  
(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 [ ]<sup>TM</sup>.



- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- The D3 Family Fund, 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)  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Washington
- |                  |    |                              |
|------------------|----|------------------------------|
| NUMBER OF SHARES | 7  | SOLE VOTING POWER            |
| BENEFICIALLY     |    | 0                            |
| OWNED BY         | 8  | SHARED VOTING POWER          |
| EACH             |    | 361,355 common shares (1.2%) |
| REPORTING        |    |                              |
| PERSON           | 9  | SOLE DISPOSITIVE POWER       |
| WITH             |    | 0                            |
|                  | 10 | SHARED DISPOSITIVE POWER     |
|                  |    | 361,355                      |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
For the reporting person listed on this page, 361,355; for all reporting persons as a group, 2,188,496 shares (7.6%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 1.2%; for all reporting persons as a group 7.6%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
PN

- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- The D3 Family Bulldog Fund, 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)  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,447,799 common shares (5.0%)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,447,799

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
For the reporting person listed on this page, 1,447,799; for all reporting persons as a group, 2,188,496  
shares (7.6%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 5.0%; for all reporting persons as a group 7.6%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
PN

- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- The D3 Family Canadian Fund, 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)  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Washington
- |                  |    |                              |
|------------------|----|------------------------------|
| NUMBER OF SHARES | 7  | SOLE VOTING POWER            |
| BENEFICIALLY     |    | 0                            |
| OWNED BY         | 8  | SHARED VOTING POWER          |
| EACH             |    | 129,931 common shares (0.4%) |
| REPORTING        |    |                              |
| PERSON           | 9  | SOLE DISPOSITIVE POWER       |
| WITH             |    | 0                            |
|                  | 10 | SHARED DISPOSITIVE POWER     |
|                  |    | 129,931                      |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
For the reporting person listed on this page, 129,931; for all reporting persons as a group, 2,188,496  
shares (7.6%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 0.4%; for all reporting persons as a group 7.6%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
PN

- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- The DIII Offshore Fund, 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)  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Bahamas
- |                  |    |                              |
|------------------|----|------------------------------|
| NUMBER OF SHARES | 7  | SOLE VOTING POWER            |
| BENEFICIALLY     |    | 0                            |
| OWNED BY         | 8  | SHARED VOTING POWER          |
| EACH             |    | 249,411 common shares (0.9%) |
| REPORTING        |    |                              |
| PERSON           | 9  | SOLE DISPOSITIVE POWER       |
| WITH             |    | 0                            |
|                  | 10 | SHARED DISPOSITIVE POWER     |
|                  |    | 249,411                      |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
For the reporting person listed on this page, 249,411; for all reporting persons as a group, 2,188,496  
shares (7.6%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 0.9%; for all reporting persons as a group 7.6%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
PN

- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- Nierenberg Investment Management Company, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
- (a)  [X]  
(b)  [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Washington
- |                  |    |                          |
|------------------|----|--------------------------|
| NUMBER OF SHARES | 7  | SOLE VOTING POWER        |
| BENEFICIALLY     |    | 0                        |
| OWNED BY         | 8  | SHARED VOTING POWER      |
| EACH             |    | 2,188,496 shares (7.6%)  |
| REPORTING        |    |                          |
| PERSON           | 9  | SOLE DISPOSITIVE POWER   |
| WITH             |    | 0                        |
|                  | 10 | SHARED DISPOSITIVE POWER |
|                  |    | 2,188,496 shares         |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
For the reporting person listed on this page, 2,188,496; for all reporting persons as a group, 2,188,496  
shares (7.6%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
For the reporting person listed on this page, 7.6%; for all reporting persons as a group 7.6%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
CO

- 1 NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- Nierenberg Investment Management Offshore, Inc.
- 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)  
 AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Bahamas
- |                  |    |                              |
|------------------|----|------------------------------|
| NUMBER OF SHARES | 7  | SOLE VOTING POWER            |
| BENEFICIALLY     |    | 0                            |
| OWNED BY         | 8  | SHARED VOTING POWER          |
| EACH             |    | 249,411 common shares (0.9%) |
| REPORTING        |    |                              |
| PERSON           | 9  | SOLE DISPOSITIVE POWER       |
| WITH             |    | 0                            |
|                  | 10 | SHARED DISPOSITIVE POWER     |
|                  |    | 249,411 common shares        |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 For the reporting person listed on this page, 249,411; for all reporting persons as a group, 2,188,496  
 shares (7.6%)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 For the reporting person listed on this page, 0.9%; for all reporting persons as a group 7.6%
- 14 TYPE OF REPORTING PERSON (See Instructions)  
 CO

- 1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
- David Nierenberg
- 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)
- AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- United States of America
- |                  |    |                                |
|------------------|----|--------------------------------|
| NUMBER OF SHARES | 7  | SOLE VOTING POWER              |
| BENEFICIALLY     |    | 0                              |
| OWNED BY         | 8  | SHARED VOTING POWER            |
| EACH             |    | 2,188,496 common shares (7.6%) |
| REPORTING        |    |                                |
| PERSON           | 9  | SOLE DISPOSITIVE POWER         |
| WITH             |    | 0                              |
|                  | 10 | SHARED DISPOSITIVE POWER       |
|                  |    | 2,188,496                      |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON