

VASCULAR SOLUTIONS INC
Form SC 13G/A
February 12, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Vascular Solutions, Inc.

(Name of Issuer)

COMMON STOCK, \$.01 par value per share

(Title of Class of Securities)

92231M109

(CUSIP Number)

December 31, 2003

(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)

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Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

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 (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).

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CUSIP No. 92231M109

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Tredegar Investments, Inc. I.R.S. Identification No.: 54-1561097

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Virginia

5. Sole Voting Power

Number of
Shares

0

Beneficially
Owned By

6. Shared Voting Power

Each
Reporting

596,492(1)

Person With

7. Sole Dispositive Power

0

8. Shared Dispositive Power

596,492(1)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

596,492(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.6%(1)

12. Type of Reporting Person (See Instructions)

CO

(1) Tredegar Investments, Inc. ("Tredegar Investments") acquired all of the shares it beneficially owns from TGI Funds II, LC ("TGI"), of which Tredegar Investments was formerly the sole member and manager. TGI was included with Tredegar Investments and Tredegar Corporation as a Reporting Person on the statement on Schedule 13G, filed on February 9, 2001, as amended by Amendment No. 1 thereto, filed on February 14, 2002. Following the acquisition by Tredegar Investments of the shares from TGI, Tredegar Investments sold all of its interests in TGI to an unaffiliated third party.

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CUSIP No. 92231M109

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Tredegar Corporation I.R.S. Identification No.: 54-1497771

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Virginia

5. Sole Voting Power

0

Number of
Shares

Beneficially
Owned By
Each

6. Shared Voting Power

596,492 shares all of which are directly held by Tredegar

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Reporting
Person With

Investments. Tredegar Corporation holds 100% of the
capital stock of Tredegar Investments.

7. Sole Dispositive Power

0

8. Shared Dispositive Power

596,492 shares all of which are directly held by Tredegar
Investments. Tredegar Corporation holds 100% of the
capital stock of Tredegar Investments.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

596,492

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.6%

12. Type of Reporting Person (See Instructions)

CO

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Item 1.

(a) Name of Issuer

Vascular Solutions, Inc., a Delaware corporation (the "Issuer").

(b) Address of Issuer's Principal Executive Offices

6464 Sycamore Court, Minneapolis, Minnesota 55369

Item 2.

(a) Name of Person Filing

This Amendment No. 2 is being filed by Tredegar Investments, Inc., a Virginia corporation ("Tredegar Investments"), and Tredegar Corporation, a Virginia corporation and the holder of 100% of the capital stock of Tredegar Investments ("Tredegar" and together with Tredegar Investments, the "Reporting Persons"), with respect to shares of common stock, \$.01 par value per share ("Common Stock"), of the Issuer. TGI Fund II, LC, a Virginia

Item 2.

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limited liability company ("TGI"), was included with Tredegar Investments, formerly the sole member and manager of TGI, and Tredegar Corporation as a Reporting Person on the statement on Schedule 13G, filed on February 9, 2001, as amended by Amendment No. 1 thereto, filed on February 14, 2002. Tredegar Investments acquired all of the shares of Common Stock of the Issuer it beneficially owns from TGI. Subsequently, Tredegar Investments sold all of its interests in TGI to an unaffiliated third party. As a result, TGI is no longer included as a Reporting Person. Attached hereto as Exhibit 1 and incorporated herein by reference is a copy of the Joint Filing Agreement, dated as of February 11, 2004, by and among the Reporting Persons, pursuant to which the Reporting Persons have agreed that this Amendment No. 2 is a joint filing on behalf of each of Tredegar Investments and Tredegar.

- (b) Address of Principal Business Office, or if none, Residence

The address of Tredegar Investments' and Tredegar's principal business office is 1100 Boulders Parkway, Richmond, Virginia 23225.

- (c) Citizenship

Tredegar Investments is a Virginia corporation.

Tredegar is a Virginia corporation.

- (d) Title of Class of Securities

Common stock, \$.01 par value per share.

- (e) CUSIP Number

92231M109.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations 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 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See Item 9 of Cover Pages.
- (b) Percent of class: See Item 11 of Cover Pages.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: See Item 5 of Cover Pages.
 - (ii) Shared power to vote or to direct the vote: See Item 6 of Cover Pages.
 - (iii) Sole power to dispose or to direct the disposition of: See Item 7 of Cover Pages.
 - (iv) Shared power to dispose or to direct the disposition of: See Item 8 of Cover Pages.

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 five percent of the class of securities check the following [X].

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.

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. Certifications.

Not applicable.

- (a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

- (b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

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.

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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.

Date: February 11, 2004

TREDEGAR INVESTMENTS, INC.

By:

D. Andrew Edwards
Vice President and Treasurer

Date: February 11, 2004

TREDEGAR CORPORATION

BY:

W. Hildebrandt Surgner, Jr.
Vice President, General Counsel and
Secretary

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

SIGNATURE

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)**

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EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-----------------------|----------------------------|
| Exhibit 1 | Joint Filing Agreement. |

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Exhibit 1

JOINT FILING AGREEMENT

WHEREAS, in accordance with Rule 13d-1(k) promulgated under the Securities and Exchange Act of 1934, as amended (the "Act"), only one joint statement and any amendments thereto need to be filed whenever one or more persons are required to file such a statement or any amendments thereto pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such statement or amendments thereto are filed on behalf to each of them:

NOW, THEREFORE, the parties hereto agree as follows:

TREDEGAR INVESTMENTS, INC. and TREDEGAR CORPORATION hereby agree, in accordance with 13d-1(k) under the Act, to file a statement on Schedule 13G (including amendments thereto) relating to their ownership of Common Stock of Vascular Solutions, Inc. and do hereby further agree that said statement on Schedule 13G (including amendments thereto) shall be filed on behalf of each of them and that this Joint Filing be included as an Exhibit to such joint filing on Schedule 13G.

Date: February 11, 2004

TREDEGAR INVESTMENTS, INC.

By:

D. Andrew Edwards
Vice President and Treasurer

Date: February 11, 2004

TREDEGAR CORPORATION

BY:

W. Hildebrandt Surgner, Jr.
Vice President, General Counsel and
Secretary

