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SMITH & NEPHEW PLC
Form SC TO-T/A
March 28, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT UNDER SECTION 14 (d) (1)
OR SECTION 13 (e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

ORATEC INTERVENTIONS, INC.
(Name of Subject Company (Issuer))

ORCHID MERGER CORP.
SMITH & NEPHEW, INC.
SMITH & NEPHEW PLC

(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$.001
PER SHARE (including the associated
preferred stock purchase rights)

(Title of Class of Securities)

68554M
(CUSIP Number of Class of Securities)

James A. Ralston, Senior Vice President and General Counsel
Smith & Nephew, Inc.
1450 Brooks Road
Memphis, Tennessee 38116
(901) 396-2121

(Name, address and telephone number of
person authorized to receive notices
and communications on behalf of filing persons)

Copy to:

Pran Jha
Sidley Austin Brown & Wood
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603

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Telephone: (312) 853-7000

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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SCHEDULE 13D

CUSIP NO. 68554M

NAME OF REPORTING PERSONS: Orchid Merger Corp.
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 2 (a)
 (b)

SEC USE ONLY
 3

SOURCE OF FUNDS
 4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(D) OR 2(E)
 5

CITIZENSHIP OR PLACE OF ORGANIZATION
 6 Delaware

SOLE VOTING POWER
 7 -0-

NUMBER OF SHARES

SHARED VOTING POWER
 8 100 shares

BENEFICIALLY OWNED BY

SOLE DISPOSITIVE POWER
 9 -0-

EACH

SHARED DISPOSITIVE POWER
 10 100 shares

REPORTING PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11 100 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
100%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP NO. 68554M

1 NAME OF REPORTING PERSONS: Smith & Nephew, Inc.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 51-0123924

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
-0-
NUMBER OF
SHARES

8 SHARED VOTING POWER
100 shares
BENEFICIALLY
OWNED BY

9 SOLE DISPOSITIVE POWER
-0-
EACH
REPORTING
PERSON

10 SHARED DISPOSITIVE POWER
100 shares
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
100 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
100%

TYPE OF REPORTING PERSON

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14 CO

SCHEDULE 13D

CUSIP NO. 68554M

1 NAMES OF REPORTING PERSONS: Smith & Nephew plc
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only): 98-0224867

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
CO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(D) or 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
England and Wales

7 SOLE VOTING POWER
NUMBER OF SHARES -0-

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 100 shares

9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

10 SHARED DISPOSITIVE POWER
WITH 100 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
100 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
100%

14 TYPE OF REPORTING PERSON

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CO

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed by Orchid Merger Corp., a Delaware corporation ("Purchaser"), Smith & Nephew, Inc., a Delaware corporation ("Smith & Nephew"), and Smith & Nephew plc, a corporation organized under the laws of England and Wales ("Parent"), on February 22, 2002, as amended by Amendment No. 1 and Amendment No. 2 thereto (as amended, the "Schedule TO"), relating to the offer to purchase all issued and outstanding shares of common stock, par value \$.001 per share, of ORATEC Interventions, Inc., a Delaware corporation ("ORATEC"), including the associated preferred stock purchase rights issued pursuant to the Preferred Shares Rights Agreement dated as of November 28, 2000, as amended, between ORATEC and American Stock Transfer & Trust Company, as rights agent (collectively, the "Shares"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated February 22, 2002 and in the related Letter of Transmittal. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule TO.

This Amendment also amends and supplements the Schedule 13D of Purchaser, Smith & Nephew and Parent originally filed on February 22, 2002, as amended.

Item 1 through Item 11.

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by adding the following thereto:

On March 28, 2002, the merger of Purchaser with and into ORATEC (the "Merger") became effective, with ORATEC surviving the Merger as a direct wholly owned subsidiary of Smith & Nephew. As a result of the Merger, each Share issued and outstanding immediately prior to the effective time of the Merger (other than Shares owned by ORATEC, Smith & Nephew or any wholly owned subsidiary of Smith & Nephew) was automatically cancelled and became the right to receive cash, without interest, in the amount of \$12.50 per Share. The Merger completes the purchase of ORATEC by Smith & Nephew.

SIGNATURE

After due 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.

SMITH & NEPHEW PLC

By: /s/ Michael Parson

Name: Michael Parson
Title: Company Secretary

SMITH & NEPHEW, INC.

By: /s/ James A. Ralston

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Name: James A. Ralston
Title: Senior Vice President and
General Counsel

ORCHID MERGER CORP.

By: /s/ James A. Ralston

Name: James A. Ralston
Title: Senior Vice President and
General Counsel

Date: March 28, 2002