

MORRIS ROBERT S
Form SC 13G/A
February 13, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Symmetry Medical Inc.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

871546206

(CUSIP Number)

December 31, 2006

(Date of Event which Requires Filing of this Statement)

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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 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).

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.

Page 1 of 9 Pages

1 NAMES OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

OGP III, L.L.C.

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

Delaware

NUMBER OF 5 SOLE VOTING POWER:

SHARES 555,946

6 SHARED VOTING POWER:

BENEFICIALLY

0 (See Item 4)

OWNED BY

7 SOLE DISPOSITIVE POWER:

EACH 555,946

8 SHARED DISPOSITIVE POWER:

REPORTING

0 (See Item 4)

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

(See Item 4) 555,946

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions):

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

1.6%

12 TYPE OF REPORTING PERSON (See Instructions):

OO

1 NAMES OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOs. OF ABOVE PERSON (entities only):

Olympus Growth Fund III, L.P.

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:

Delaware

NUMBER OF 5 SOLE VOTING POWER:

SHARES 2,382,813

6 SHARED VOTING POWER:

BENEFICIALLY

0 (See Item 4)

OWNED BY 7 SOLE DISPOSITIVE POWER:

EACH 2,382,813

8 SHARED DISPOSITIVE POWER:

REPORTING 0 (See Item 4)

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

(See Item 4) 2,382,813

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions):

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

6.8%

12 TYPE OF REPORTING PERSON (See Instructions):

PN

1 NAMES OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

OEF, L.P.

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

Delaware

NUMBER OF 5 SOLE VOTING POWER:

SHARES 2,280

6 SHARED VOTING POWER:

BENEFICIALLY

0 (See Item 4)

OWNED BY

7 SOLE DISPOSITIVE POWER:

EACH 2,280

8 SHARED DISPOSITIVE POWER:

REPORTING

0 (See Item 4)

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

(See Item 4) 2,280

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions):

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.01%

12 TYPE OF REPORTING PERSON (See Instructions):

PN

1 NAMES OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Robert S. Morris

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

United States

NUMBER OF 5 SOLE VOTING POWER:

SHARES 3,029,587

6 SHARED VOTING POWER:

BENEFICIALLY

0 (See Item 4)

OWNED BY

7 SOLE DISPOSITIVE POWER:

EACH 3,029,587

8 SHARED DISPOSITIVE POWER:

REPORTING

0 (See Item 4)

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(See Item 4) 3,029,587

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions):

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

8.6%

12 TYPE OF REPORTING PERSON (See Instructions):

IN

Item 1 (a) Name of Issuer:

Symmetry Medical Inc. (the Company)

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

220 W. Market Street, Warsaw, Indiana 46580

Item 2 (a) Name of Person Filing:

This Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13-d(1)(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the Act): OGP III, L.L.C., Olympus Growth Fund III, L.P., OEF, L.P., and Robert S. Morris, or collectively, the Reporting Persons.

The Reporting Persons have entered into a Joint Filing Agreement, dated as of the date hereof, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

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

The address of the principal business office of each of the Reporting Persons is Metro Center, One Station Place, Stamford CT 06902.

Item 2 (c) Citizenship:

Each of the Reporting Persons that is an entity is organized under the laws of the State of Delaware. Robert S. Morris is a citizen of the United States.

Item 2 (d) Title of Class of Securities:

Common Stock, par value \$.0001 per share.

Item 2 (e) CUSIP No.:

871546206

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

- (a) .. Broker or dealer registered under Section 15 of the Exchange Act.
- (b) .. Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) .. Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) .. Investment company registered under Section 8 of the Investment Company Act.
- (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;
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4 Ownership:

(a) Amount beneficially owned:

OGP III, L.L.C. is the record owner of 555,946 shares of the Company's common stock, Olympus Growth Fund III, L.P. is the record owner of 2,382,813 shares of the Company's common stock, OEF, L.P. is the record owner of 2,280 shares of the Company's common stock and Mr. Morris directly held 88,548 shares of the Company's common stock. Mr. Robert S. Morris, a member of our board of directors, exercises voting and investment disposition power with respect to the common stock held by the above entities and has a pecuniary interest in certain of those common stock. Shares beneficially owned by Olympus Growth Fund III, L.P. are beneficially owned indirectly by OGP III, L.L.C., its General Partner; by RSM, L.L.C., the Managing Member of OGP III, L.L.C.; and by Mr. Morris, the Managing Member of RSM, L.L.C. Shares beneficially owned, both directly and indirectly, by OGP III, L.L.C. or by OEF, L.P. are beneficially owned indirectly by RSM, L.L.C., the managing member of OGP III, L.L.C. and the General Partner of OEF, L.P.; and by Mr. Morris, the managing member of RSM, L.L.C. Mr. Morris disclaims beneficial ownership of the common stock owned by the above entities, except to the extent of his proportionate pecuniary interest therein.

(b) Percent of Class:

See Item 11 of each cover page, which is based on Item 9 of each cover page. See Item 4(a).

All ownership percentages relating to the securities reported herein are based upon 35,099,971 shares of the Company's common stock outstanding as of October 10, 2006, as disclosed in the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2006, for the fiscal quarter ended September 30, 2006.

(c) Number of Shares as to which the person has:

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

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page.

(iii) Sole power to vote or to direct the disposition:

See Item 7 of each cover page.

(iv) Shared power to vote or to direct the disposition:

See Item 8 of each cover page.

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

Not applicable.

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

See response to Item 4(a) above.

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:

OGP III, L.L.C., Olympus Growth Fund III, L.P., and OEF, L.P. may be deemed to be a group in relation to their respective investments in the Company. Each of these persons disclaims membership in a group.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

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 13, 2007

OGP III, L.L.C.

/s/ Manu Bettegowda
By Manu Bettegowda as an Authorized Person for OGP
III, L.L.C.

OLYMPUS GROWTH FUND III, L.P.

/s/ Manu Bettegowda
By Manu Bettegowda as an Authorized Person for
Olympus Growth Fund III, L.P.

OEF, L.P.

/s/ Manu Bettegowda
By Manu Bettegowda as an Authorized Person for OEF,
L.P.

ROBERT S. MORRIS

/s/ Robert S. Morris
Robert S. Morris

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 13, 2007

OGP III, L.L.C.

/s/ Manu Bettegowda
By Manu Bettegowda as an Authorized

Person for OGP III, L.L.C.

OLYMPUS GROWTH FUND III, L.P.

/s/ Manu Bettegowda
By Manu Bettegowda as an Authorized

Person for Olympus Growth Fund III, L.P.

OEF, L.P.

/s/ Manu Bettegowda
By Manu Bettegowda as an Authorized

Person for OEF, L.P.

ROBERT S. MORRIS

/s/ Robert S. Morris
Robert S. Morris