

DEERFIELD CAPITAL LP ET AL
Form SC 13G/A
February 13, 2002

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Amendment No.: 2

Name of Issuer: Sierra Health Services, Inc.

Title of Class of Securities: Common Stock

CUSIP Number: 826322109

(Date of Event Which Requires Filing of this Statement)

December 31, 2001

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)
 /X/ 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).

CUSIP Number: 826322109

1. Name of Reporting Person
I.R.S. Identification No. of Above Person

Deerfield Capital, L.P.

2. Check the Appropriate Box if a Member of a Group

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- a.
- b. X

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person
With:

5. Sole Voting Power:

6. Shared Voting Power:

0

7. Sole Dispositive Power:

8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting
Person

0

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

-2-

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

0%

12. Type of Reporting Person

PN

-3-

CUSIP Number: 826322109

1. Name of Reporting Person
I.R.S. Identification No. of Above Person

Deerfield Partners, L.P.

2. Check the Appropriate Box if a Member of a Group

- a.
- b. X

3. SEC Use Only

4. Citizenship or Place of Organization

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Delaware

Number of Shares Beneficially Owned by Each Reporting Person
With:

5. Sole Voting Power:

6. Shared Voting Power:

0

7. Sole Dispositive Power:

8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting
Person

0

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

-4-

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

0%

12. Type of Reporting Person

PN

-5-

CUSIP Number: 826322109

1. Name of Reporting Person
I.R.S. Identification No. of Above Person

Deerfield Management Company

2. Check the Appropriate Box if a Member of a Group

- a.
- b. X

3. SEC Use Only

4. Citizenship or Place of Organization

New York

Number of Shares Beneficially Owned by Each Reporting Person
With:

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5. Sole Voting Power:

6. Shared Voting Power:

0

7. Sole Dispositive Power:

8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

-6-

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

0%

12. Type of Reporting Person

PN

-7-

CUSIP Number: 826322109

1. Name of Reporting Person
I.R.S. Identification No. of Above Person

Deerfield International Limited

2. Check the Appropriate Box if a Member of a Group

- a.
- b. X

3. SEC Use Only

4. Citizenship or Place of Organization

British Virgin Islands

Number of Shares Beneficially Owned by Each Reporting Person
With:

5. Sole Voting Power:

6. Shared Voting Power:

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0

7. Sole Dispositive Power:

8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

-8-

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

0%

12. Type of Reporting Person

CO

-9-

CUSIP Number: 826322109

1. Name of Reporting Person
I.R.S. Identification No. of Above Person

Arnold H. Snider

2. Check the Appropriate Box if a Member of a Group

- a.
b. X

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person
With:

5. Sole Voting Power:

6. Shared Voting Power:

0

7. Sole Dispositive Power:

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8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

-10-

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

0%

12. Type of Reporting Person

IN

-11-

Item 1(a) Name of Issuer: Sierra Health Services, Inc.

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

2724 North Tenaya Way
Las Vegas, Nevada 89128

Item 2(a) - (c). Name, Principal Business Address, and
Citizenship of Persons Filing:

Arnold H. Snider
Deerfield Capital, L.P.
Deerfield Partners, L.P.
Deerfield Management Company
450 Lexington Avenue
Suite 1450
New York, NY 10017

Deerfield International Limited
c/o Hemisphere Management (B.V.I.) Limited
Bison Court
Columbus Centre
P.O. Box 3460
Road Town, Tortola
British Virgin Islands

Mr. Snider - United States citizen

Deerfield Capital, L.P. and Deerfield Partners,
L.P. - Delaware limited partnerships

Deerfield Management Company - New York limited
partnership

Deerfield International Limited - British Virgin
Islands corporation

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 826322109

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Item 3. If this statement is filed pursuant to Rule 13d-1(b)(1) or 13d-2(b) or (c) check whether the person filing is:

- (a) / / Broker or dealer registered under Section 15 of the Act,
- (b) / / Bank as defined in Section 3(a)(6) of the Act,

-12-

- (c) / / Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) / / Investment Company registered under Section 8 of the Investment Company Act,
- (e) / / Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) / / Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund,
- (g) / / Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G),
- (h) / / Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) / / Church plan 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)(H).

If this statement is filed pursuant to Rule 13d-1(c), check this box. /X/

Item 4. Ownership.

- (a) Amount Beneficially Owned: Deerfield Capital, L.P. and Deerfield Partners, L.P. - 0%; Deerfield Management Company and Deerfield International Limited - 0%; Arnold H. Snider - 0
- (b) Percent of Class: Deerfield Capital, L.P. and Deerfield Partners, L.P. - 0%; Deerfield Management Company and Deerfield International Limited - 0%; Arnold H. Snider - 0%

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- (c) Deerfield Capital, L.P. and Deerfield Partners, L.P. - 0 shares with shared power to vote or to direct the vote; 0 shares with sole power to vote or to direct the vote; 0 shares with shared power to dispose or to direct the disposition of; 0 shares with the sole power to dispose or to direct the disposition of

-13-

Deerfield Management Company and Deerfield International Limited - 0 shares with shared power to vote or to direct the vote; 0 shares with sole power to vote or to direct the vote; 0 shares with shared power to dispose or to direct the disposition of; 0 shares with the sole power to dispose or to direct the disposition of

Arnold H. Snider - 0 shares with shared power to vote or to direct the vote; 0 shares with sole power to vote or to direct the vote; 0 shares with shared power to dispose or to direct the disposition of; 0 shares with the sole power to dispose or to direct the disposition of

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.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of the Group.

N/A

Item 10.

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Certification for Rule 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

-14-

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.

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.

DEERFIELD CAPITAL, L.P.

By: Snider Capital Corp.,
General Partner

By: /s/ Arnold H. Snider

Arnold H. Snider, President

DEERFIELD PARTNERS, L.P.

By: Deerfield Capital, L.P.

By: Snider Capital Corp.,
General Partner

By: /s/ Arnold H. Snider

Arnold H. Snider, President

-15-

DEERFIELD MANAGEMENT COMPANY

By: Snider Management Company,
General Partner

By: /s/ Arnold H. Snider

Arnold H. Snider, President

DEERFIELD INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Snider Management Company,
General Partner

By: /s/ Arnold H. Snider

Arnold H. Snider, President

ARNOLD H. SNIDER

/s/ Arnold H. Snider

February 8, 2002

Date

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated February 8, 2002 relating to the Common Stock of Sierra Health Services, Inc. shall be filed on behalf of the undersigned.

DEERFIELD CAPITAL, L.P.

By: Snider Capital Corp.,
General Partner

By: /s/ Arnold H. Snider

Arnold H. Snider, President

DEERFIELD PARTNERS, L.P.

By: Deerfield Capital, L.P.

By: Snider Capital Corp.,
General Partner

By: /s/ Arnold H. Snider

Arnold H. Snider, President

DEERFIELD MANAGEMENT COMPANY

By: Snider Management Company,
General Partner

By: /s/ Arnold H. Snider

Arnold H. Snider, President

DEERFIELD INTERNATIONAL LIMITED

By: Deerfield Management Company

By: Snider Management Company,
General Partner

By: /s/ Arnold H. Snider

Arnold H. Snider, President

ARNOLD H. SNIDER

/s/ Arnold H. Snider
