

FEI CO
Form SC 13D/A
April 24, 2001

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934

(Amendment No. 4)

FEI COMPANY

(Name of Issuer)

Common Stock

(Title of Class of Securities)

30241L109

(CUSIP Number)

Andrew D. Soussloff
Sullivan & Cromwell
125 Broad Street
New York, New York 10004
(212) 558-4000

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

April 23, 2001

(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 [].

1. NAME OF REPORTING PERSON		
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)		
Koninklijke Philips Electronics N.V. (Royal Philips Electronics)		
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [X]
(SEE INSTRUCTIONS)		(b) []
3. SEC USE ONLY		
4. SOURCE OF FUNDS (SEE INSTRUCTIONS)		WC
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[]
6. CITIZENSHIP OR PLACE OF ORGANIZATION		The Netherlands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	0
	8. SHARED VOTING POWER	14,244,545*
	9. SOLE DISPOSITIVE POWER	0
	10. SHARED DISPOSITIVE POWER	14,244,545*
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		14,244,545*
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		[]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		49.8%*
14. TYPE OF REPORTING PERSON		CO

* See Items 3, 4 and 5.

1. NAME OF REPORTING PERSON	
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	

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Philips Business Electronics International B.V.

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)	WC
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	The Netherlands
	7. SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER	14,244,545*
	9. SOLE DISPOSITIVE POWER	0
	10. SHARED DISPOSITIVE POWER	14,244,545*
	11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	14,244,545*
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	[]
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	49.8%*
14.	TYPE OF REPORTING PERSON	CO

* See Items 3, 4 and 5.

This Amendment No. 4 to Schedule 13D (Amendment No. 4) relates to the Schedule 13D filed on February 28, 1997, as amended by Amendment No. 1 thereto filed on December 8, 1998, Amendment No. 2 thereto filed on April 10, 2000, and Amendment No. 3 thereto filed on February 23, 2001 with respect to the Common Stock of FEI Company (the Issuer), by Koninklijke Philips Electronics N.V., a Netherlands corporation (Philips), and Philips Business Electronics International B.V., a Netherlands corporation and a wholly owned subsidiary of Philips (PBE and, together with Philips, the Reporting Persons), formerly known as Philips Industrial Electronics International B.V.

Item 2. Identity and Background.

Items 2(a) through 2(c) and Item 2(f) are hereby amended in their entirety as follows:

(a)-(c); (f). The principal business of Philips is to act as the holding company of the Philips group. The Philips group is engaged primarily in the manufacture and distribution of electronic and electrical products, systems and equipment. PBE is a holding company and a wholly owned subsidiary of Philips. The principal office and business address of Philips is Rembrandt Tower, Amstelplein 1, 1096 HA Amsterdam, The Netherlands. The principal office and business address of PBE is Building TQ III-2, P.O. Box 218, 5600 MD Eindhoven, The Netherlands.

Attached as Schedule I hereto and incorporated by reference herein is a list of the members of the Supervisory Board and the members of the Board of Management and the Group Management Committee of Philips, and the directors and executive officers of PBE. Schedule I sets forth each of such persons name, business address, present principal occupation or employment and citizenship, and the name, principal business and address of the corporation

or other organization in which such employment is conducted.

(Page 4 of 15 Pages)

Item 4. Purpose of the Transaction.

Item 4 is hereby amended and supplemented as follows:

The Reporting Persons have informed the Issuer that they intend to sell up to an aggregate of 4,000,000 shares of the Common Stock to the public. On April 23, 2001, the Issuer filed a registration statement (the Registration Statement) under the Securities Act of 1933 registering 2,300,000 shares of Common Stock (including the shares of Common Stock covered by the underwriters' option to purchase additional shares of Common Stock) for sale by the Issuer and 4,600,000 shares of Common Stock (including the shares of Common Stock covered by the underwriters' option to purchase additional shares of Common Stock) for resale by PBE in an underwritten public offering. The Reporting Persons have informed the Issuer that they intend to explore opportunities for disposing of all or a portion of the shares of Common Stock that the Reporting Persons beneficially own, through one or more open market sales, public or private offerings, privately negotiated transactions or otherwise depending upon the Reporting Persons' evaluation of market conditions, market price, alternative investment opportunities, liquidity needs, the Issuer's performance and other relevant factors and business considerations. The Reporting Persons may determine to retain all or some portion of the Common Stock as an investment, including any Additional Shares that PBE may acquire from time to time pursuant to the provisions in the Combination Agreement described in the first paragraph of Item 6. The Reporting Persons' current intention, which is subject to change, is that PBE will not acquire additional shares of the Common Stock sufficient to acquire a majority ownership interest in the Common Stock.

As of the date of this Amendment No. 4, other than as described above and in Item 6, neither of the Reporting Persons has any plans or proposals with respect to the Issuer which relate to or would result in any of the events described in Item 4(a) through 4(j).

Each Reporting Person is expected to evaluate on an ongoing basis the Issuer's financial condition and prospects, its interests in and intentions with respect to the Issuer and general market conditions. Accordingly, each Reporting Person may change its plans at any time and from time to time. In particular, each Reporting Person may at any time and from time to time dispose of shares of Common Stock, acquire additional shares of Common Stock which would be sufficient to acquire a majority ownership interest in the Common Stock or otherwise acquire additional shares of Common Stock to which PBE is entitled pursuant to the provisions of the Combination Agreement described in the first two paragraphs of Item 6. To the knowledge of the Reporting Persons, each of the persons listed on Schedule I hereto may make a similar evaluation and may make similar changes.

(Page 5 of 15 Pages)

Item 5. Interest in Securities of Issuer.

Items 5(a) and 5(b) are hereby amended in their entirety as follows:

(a); (b). According to information provided to the Reporting Persons by the Issuer, the number of shares of Common Stock outstanding as of April 19, 2001 was 28,582,281. Rows 7- 11 and 13 of the cover pages to this Amendment No. 3 are hereby incorporated by reference. To the best knowledge of the Reporting Persons, no other person listed on Schedule I hereto is the beneficial owner of any shares of Common Stock.

(c); (d); (e). Not applicable.

This Item 5 is qualified in its entirety by reference to the Combination Agreement, the Letter Agreements (as defined in Item 6), the Stock Purchase Agreement dated December 3, 1998, between PBE and the Issuer (the Stock Purchase Agreement), the Agreement and Plan of Merger, dated December 3, 1998, among the Issuer, Micrion Corporation and MC Acquisition Corporation (the Merger Agreement), the Supplemental Agreement (as defined in Item 6) and the Purchase Agreement (as defined in Item 6), which are filed as Exhibits 1, 2, 3, 4, 5, 7 and 8 hereto, respectively, and are incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented as follows:

Pursuant to the Combination Agreement, dated November 15, 1996 (as amended and supplemented, the Combination Agreement), between the Issuer and the Reporting Persons, as amended by the Letter Agreements, dated November 22, 1996, between the Issuer and PBE, and February 21, 1997, between the Issuer and the Reporting Persons (the Letter Agreements), and as amended and supplemented by an agreement entered into by the Issuer and the Reporting Persons on February 1, 2001 (the Supplemental Agreement), PBE has the right to receive from the Issuer from time to time, without the payment of any additional consideration, additional shares of Common Stock when options, warrants, convertible securities or other rights to acquire shares of Common Stock outstanding (or issuable without further action by the Issuer's board of directors) as of February 21, 1997 are exercised or converted. Pursuant to the Supplemental Agreement, when shares of Common Stock are issued upon exercise of such options (including options granted on September 18, 1998 in replacement of options outstanding on February 21, 1997) during any fiscal quarter of the Issuer ending on or after December 31, 2000, PBE is entitled to receive the additional shares described in the immediately preceding sentence no later than thirty calendar days following the close of such fiscal quarter. For each share of Common

(Page 6 of 15 Pages)

Stock issued upon such exercise or conversion, PBE is entitled to receive approximately 1.222 shares of Common Stock from the Issuer. On February 21, 1997, 1,531,689 shares of Common Stock were so issuable pursuant to the Combination Agreement (Additional Shares). As of the date hereof, the Issuer has issued to PBE 597,439 Additional Shares, and, to the best knowledge of the Reporting Persons, approximately 490,764 shares of Common Stock remain so issuable pursuant to the Combination Agreement as of December 31, 2000.

Also pursuant to the Combination Agreement, PBE has the right to purchase from the Issuer at the then market price additional shares of Common Stock to maintain its ownership interest of voting securities of the Issuer at up to 55% whenever the Issuer offers, or has cumulatively offered since the last offer to PBE pursuant to this provision, more than 0.5% of its outstanding voting securities to any person or entity. If PBE sells shares of Common Stock, the percentage level it has the right to maintain pursuant to this provision will be reduced to the following: 55% less the product of (i) 100% and (ii) the number determined by dividing (a) the number of shares of Common Stock sold by PBE subsequent to November 15, 1996 (less the number of shares of Common Stock bought by PBE subsequent to November 15, 1996 other than pursuant to this right) by (b) the number of outstanding shares of the Issuer on the date of any sale of shares by the Issuer that triggers this right. As of the date hereof, PBE has bought no shares of Common Stock pursuant to this right, and has sold no shares of Common Stock that would reduce this right below 55%. The rights described in this paragraph will terminate when Philips' direct or indirect ownership interest in

the outstanding voting securities of the Issuer falls below 40%. According to information provided to the Reporting Persons by the Issuer, upon completion of the registered underwritten offering described in Item 4 above, the Reporting Persons' ownership interest in the Common Stock would decline to approximately 33.5%, in which case the rights described in this paragraph would terminate.

On March 30, 2000, PBE entered into an agreement (the Purchase Agreement) with the Issuer with respect to the 5,000 newly issued shares of Common Stock that PBE purchased from the Issuer at a purchase price of \$28.8438 per share on the same date.

This Item 6 is qualified in its entirety by reference to the Combination Agreement, the Letter Agreements, the Stock Purchase Agreement, the Supplemental Agreement and the Purchase Agreement, which are filed as Exhibits 1, 2, 3, 4, 7 and 8 hereto, respectively, and are incorporated herein by reference.

(Page 7 of 15 Pages)

SIGNATURES

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: April 24, 2001

KONINKLIJKE PHILIPS ELECTRONICS
N.V.

By: /s/ Arie Westerlaken

Name: Arie Westerlaken
Title: General Secretary

(Page 8 of 15 Pages)

SIGNATURES

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: April 24, 2001

PHILIPS BUSINESS ELECTRONICS
INTERNATIONAL B.V.

By: /s/ A.P.M. van der Poel

Name: A.P.M. van der Poel

By: /s/ J.C. Lobbezoo

Name: J.C. Lobbezoo

(Page 9 of 15 Pages)

Schedule I to Schedule 13D

A. MEMBERS OF THE SUPERVISORY BOARD OF KONINKLIJKE PHILIPS
ELECTRONICS N.V. (ROYAL PHILIPS ELECTRONICS)

Unless otherwise indicated each person listed below is not employed, other than as a member of the Supervisory Board, and thus no employer, employer's address or principal place of business of employer is listed.

NAME: K. VAN MIERT
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands
Principal Occupation: Chairman - Rector of Nijenrode University. Member of the Supervisory Board of Wolters Kluwer. Member of the Boards of Agfa Gevaert and De Persgroep. Member of the advisory boards of Goldman Sachs, Rabobank and Swissair.
Employer: Nijenrode University
Employer's Address: Straatweg 25
3621 BG Breukelen
The Netherlands
Citizenship: Belgium

NAME: L.C. VAN WACHEM
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands
Principal Occupation: Retired. Chairman of the Supervisory Board of Royal Dutch Petroleum Company. Member of the Supervisory Boards of Akzo Nobel, BMW and Bayer. Member of the Board of Directors of IBM, ATCO and Zurich Financial Services.
Citizenship: The Netherlands

(Page 10 of 15 Pages)

NAME: L. SCHWEITZER
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1

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Principal Occupation: 1096 HA Amsterdam, The Netherlands
Chairman and Chief Executive Officer of Renault. Member of the Boards of Pechiney, Banque Nationale de Paris, Electricite de France.
Employer: La regie nationale des usines Renault
Employer's Address: 34 Quai du Point du Jour
BP 103 92109
Boulogne Bilancourt
Cedex, France

Principal Business of Employer: Design, manufacture and sale of automobiles and related businesses
Citizenship: France

NAME: SIR RICHARD GREENBURY
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands
Principal Occupation: Retired. Member of the Boards of Unifi Inc. and Electronics Boutique Plc.
Citizenship: United Kingdom

NAME: W. DE KLEUVER
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands
Principal Occupation: Retired.
Citizenship: The Netherlands

NAME: J.M. HESSELS
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands
Principal Occupation: Chairman of the Supervisory Board of Euronext. Member of the Supervisory Boards of BN.com, Laurus, Schiphol Group and Royal Vopak.
Citizenship: The Netherlands

(Page 11 of 15 Pages)

B. BOARD OF MANAGEMENT AND GROUP MANAGEMENT COMMITTEE OF ROYAL PHILIPS ELECTRONICS

Unless otherwise indicated, all of the members of the Board of Management and Group Management Committee are employed by Royal Philips Electronics at Rembrandt Tower, Amstelplein 1, 1096 HA Amsterdam, The Netherlands, whose principal business is the manufacture and distribution of electronic and electrical products, systems and equipment.

NAME: COR BOONSTRA
Business Address:

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Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: President and Chief Executive Officer of Royal Philips Electronics. Currently, Chairman of the Supervisory Boards of Amstelland N.V. and the Technical University Eindhoven, Vice Chairman of the Supervisory Board of Atos Origin S.A. and Member of the Supervisory Boards of Sara Lee DE N.V., Hunter Douglas International N.V. and Ahold N.V.

Citizenship: The Netherlands

NAME: JAN H.M. HOMMEN
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: Executive Vice-President and Chief Financial Officer of Royal Philips Electronics. Member of the Supervisory Board of Atos Origin S.A.

Citizenship: The Netherlands

NAME: ARTHUR P.M. VAN DER POEL
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

(Page 12 of 15 Pages)

Principal Occupation: Executive Vice-President, and President/CEO of the Semiconductor Division, of Royal Philips Electronics. Member of the Board of Directors of Taiwan Semiconductor Manufacturing Company Ltd.

Citizenship: The Netherlands

NAME: JOHN W. WHYBROW
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: Executive Vice-President, and President/CEO of the Lighting Division, of Royal Philips Electronics. Director of Wolseley PLC.

Citizenship: United Kingdom

NAME: GERARD J. KLEISTERLEE
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: Executive Vice-President and Chief Operating Officer of Royal Philips Electronics.

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Citizenship: The Netherlands

NAME: AD H.A. VEENHOF
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: Senior Vice-President, and President/CEO of the Domestic Appliances and Personal Care Division, of Royal Philips Electronics.

Citizenship: The Netherlands

NAME: HANS M. BARELLA
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: Senior Vice-President, and President/CEO of the Medical Systems Division, of Royal Philips Electronics.

Citizenship: The Netherlands

(Page 13 of 15 Pages)

NAME: JAN P. OOSTERVELD
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: Senior Vice-President of Royal Philips Electronics. Member of the Board of Directors of Tivo Inc.

Citizenship: The Netherlands

NAME: ARIE WESTERLAKEN
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: Senior Vice-President, General Secretary, Chief Legal Officer and Secretary to the Board of Management, of Royal Philips Electronics. Member of the Supervisory Boards of ASM Lithography Holding N.V. and Atos Origin S.A.

Citizenship: The Netherlands

NAME: AD HUIJSER
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands

Principal Occupation: Senior Vice-President, and CEO of Philips Research, of Royal Philips Electronics.

Citizenship: The Netherlands

NAME: TJERK HOOGHIEMSTRA
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President of Royal Philips Electronics.
Citizenship: The Netherlands

NAME: GUY DEMUYNCK
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President, and CEO of Philips Consumer Electronics Mainstream, of
Royal Philips Electronics.

(Page 14 of 15 Pages)

Citizenship: Belgium

NAME: MATT MEDEIROS
Business Address: Royal Philips Electronics
Rembrandt Tower
Amstelplein 1
1096 HA Amsterdam, The Netherlands
Principal Occupation: Senior Vice-President, and President and CEO of the Components Division, of
Royal Philips Electronics.
Citizenship: United States

C. DIRECTORS AND EXECUTIVE OFFICERS OF PHILIPS BUSINESS
ELECTRONICS INTERNATIONAL B.V.

Unless otherwise indicated, all of the directors and executive officers of Philips Business Electronics International B.V. are employed by Philips Business Electronics International B.V. at Building TQ III-2, P.O. Box 218, 5600 MD Eindhoven, The Netherlands, which is a holding company.

NAME: ARTHUR P.M. VAN DER POEL
Business Address: Philips Business Electronics
International B.V.
Building TQ III-2
P.O. Box 218
5600 MD Eindhoven, The Netherlands
Principal Occupation: Executive Vice-President, and President/CEO of the Semiconductor Division, of
Royal Philips Electronics. Member of the Board of Directors of Taiwan
Semiconductor Manufacturing Company Ltd.
Citizenship: The Netherlands

NAME: JAN C. LOBBEZOO

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Business Address: Philips Business Electronics
International B.V.
Building TQ III-2
P.O. Box 218
5600 MD Eindhoven, The Netherlands

Principal Occupation: Executive Vice President and Chief Financial Officer of Philips Semiconductors
International B.V. Member of the Board of Directors of Taiwan Semiconductor
Manufacturing Company Ltd.

Citizenship: The Netherlands

(Page 15 of 15 Pages)