

Edgar Filing: MEDQUIST INC - Form SC 13D/A

MEDQUIST INC
Form SC 13D/A
November 13, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

(Amendment No. 6)

MedQuist Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

584949101

(CUSIP Number)

Neil T. Anderson, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004-2498
(212) 558-4000

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

November 8, 2007

(Date of Event which Requires Filing of this Statement)

If a 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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d- 1(g), check the following box [].

CUSIP NO. 584949101

1. NAME OF REPORTING PERSON

Koninklijke Philips Electronics N.V.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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222531298

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

3. SEC USE ONLY

4. SOURCE OF FUNDS
OO

5. CHECK BOX 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 26,085,086 |
| | 8. | SHARED VOTING POWER 0 |
| | 9. | SOLE DISPOSITIVE POWER 26,085,086 |
| | 10. | SHARED DISPOSITIVE POWER 0 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,085,086

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

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

69.6%

14. TYPE OF REPORTING PERSON
CO

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Item 1. Security and Issuer.

This Amendment No. 6 relates to the common stock, no par value (the "Shares") of MedQuist Inc., a New Jersey corporation ("MedQuist"). This Amendment No. 6 amends and supplements Item 6 and Item 7 of the Statement on Schedule 13D dated June 6, 2000 (the "Schedule 13D") filed by Koninklijke Philips Electronics N.V., a corporation incorporated under the laws of The Netherlands ("Philips"), as previously amended and supplemented by Amendment No. 1 to the Schedule 13D, dated July 28, 2000, Amendment No. 2 to the Schedule 13D, dated August 2, 2000, Amendment No. 3 to the Schedule 13D, dated August 24,

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2000, Amendment No. 4 to the Schedule 13D, dated July 6, 2007 and Amendment No. 5 to the Schedule 13D, dated November 2, 2007. Unless otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D.

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

On November 8, 2007, MedQuist and Philips entered into an amendment (the "Amendment") of the Governance Agreement by and between MedQuist and Philips dated May 22, 2000 (the "Governance Agreement"). The Supervisory Committee of the Board of Directors of MedQuist (the "Board"), responsible for, among other things, the general oversight, administration, amendment and enforcement of all material agreements or arrangements between MedQuist and Philips, approved the Amendment.

The Amendment establishes the composition of the Board in the event the number of directors constituting the whole Board is set at seven (its current size). It also provides for vacancies in Board seats held by Independent Directors (as defined in the Governance Agreement) to be filled by an affirmative vote of the remaining directors in the event there are no Independent Directors on the Board.

A complete copy of the Amendment is attached to this report as Exhibit 1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

| Exhibit ----- | Description ----- |
|------------------|---|
| 1 | Amendment, dated November 8, 2007, to the Governance Agreement, dated May 22, 2000, between Philips and MedQuist. |

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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: November 13, 2007

KONINKLIJKE PHILIPS ELECTRONICS N.V.

By: /s/ P.J. SIVIGNON

Name: P.J. Sivignon

Title: Executive Vice President & CFO

By: /s/ E.P. COUTINHO

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Name: E.P. Coutinho
Title: General Secretary
and Chief Legal Officer

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