

SYNERGETICS USA INC
Form SC 13G/A
February 16, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

SYNERGETICS USA, INC.

(Name of Issuer)

Common Stock,
(Title of Class of Securities)

87160G107

(CUSIP Number)

December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G 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).

CUSIP No 87160G107

- 1 NAME OF REPORTING PERSON: BC Advisors, LLC
I.R.S. Identification Nos. of above persons (entities only):
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas
- 5 SOLE VOTING POWER: 0
- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
- 6 SHARED VOTING POWER: 1,446,326*
- 7 SOLE DISPOSITIVE POWER: 0
- 8 SHARED DISPOSITIVE POWER: 1,446,326*
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,446,326*
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
..
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.9%**
- 12 TYPE OF REPORTING PERSON
HC/CO

* The shares are directly owned by SRB Greenway Opportunity Fund (QP), L.P. (“QP Fund”) and SRB Greenway Opportunity Fund, L.P. (“LP Fund” and together with QP Fund, the “Funds”). SRB Management is the general partner and investment manager of the Funds. BC Advisors, LLC (“BCA”) is the general partner of SRB Management. Steven R. Becker and Matthew A. Drapkin are the sole members of BCA.

** Based on 24,495,554 shares of common stock of the Issuer issued and outstanding as of December 1, 2009, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended October 31, 2009.

CUSIP No 87160G107

1 NAME OF REPORTING PERSON: SRB Management, L.P.

I.R.S. Identification Nos. of above persons (entities only):

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

5 SOLE VOTING POWER:0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6 SHARED VOTING POWER : 1,446,326*

7 SOLE DISPOSITIVE POWER:0

8 SHARED DISPOSITIVE POWER: 1,446,326*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,446,326*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.9%

12 TYPE OF REPORTING PERSON
IA/PN

* The shares are directly owned by SRB Greenway Opportunity Fund (QP), L.P. (“QP Fund”) and SRB Greenway Opportunity Fund, L.P. (“LP Fund” and together with QP Fund, the “Funds”). SRB Management is the general partner and investment manager of the Funds. BC Advisors, LLC (“BCA”) is the general partner of SRB Management. Steven R. Becker and Matthew A. Drapkin are the sole members of BCA.

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CUSIP No 87160G107

1 NAME OF REPORTING PERSON: Steven R. Becker
 I.R.S. Identification Nos. of above persons (entities only):

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 SOLE VOTING POWER: 19,100

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON

6 SHARED VOTING POWER: 1,446,326*

7 SOLE DISPOSITIVE POWER: 19,100 *

8 SHARED DISPOSITIVE POWER: 1,446,326*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,465,426*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 6.0%

12 TYPE OF REPORTING PERSON
 HC/IN

* The shares are directly owned by SRB Greenway Opportunity Fund (QP), L.P. ("QP Fund") and SRB Greenway Opportunity Fund, L.P. ("LP Fund" and together with QP Fund, the "Funds"). SRB Management is the general partner

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and investment manager of the Funds. BC Advisors, LLC (“BCA”) is the general partner of SRB Management. Steven R. Becker and Matthew A. Drapkin are the sole members of BCA.

** Based on 24,495,554 shares of common stock of the Issuer issued and outstanding as of December 1, 2009, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended October 31, 2009.

CUSIP No 87160G107

1 NAME OF REPORTING PERSON: Matthew A. Drapkin
 I.R.S. Identification Nos. of above persons (entities only):

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 SOLE VOTING POWER: 0

6 SHARED VOTING POWER: 1,446,326*

7 SOLE DISPOSITIVE POWER: 0 *

8 SHARED DISPOSITIVE POWER: 1,446,326*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,446,326*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 5.9%

12 TYPE OF REPORTING PERSON
 HC/IN

* The shares are directly owned by SRB Greenway Opportunity Fund (QP), L.P. (“QP Fund”) and SRB Greenway Opportunity Fund, L.P. (“LP Fund” and together with QP Fund, the “Funds”). SRB Management is the general partner

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and investment manager of the Funds. BC Advisors, LLC (“BCA”) is the general partner of SRB Management. Steven R. Becker and Matthew A. Drapkin are the sole members of BCA.

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Item 1(a). Name of Issuer: SYNERGETICS USA, INC.

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

3845 Corporate Centre Drive, O'Fallon MO 63368

Item 2(a). Name of Person Filing:

See Item 1 of each cover page.

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

300 Crescent Court, Suite 1111
Dallas, Texas 75201

Item 2(c). Citizenship:

See Item 4 of each cover page.