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

SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 4)

SHARPS COMPLIANCE CORP.
(Name of Subject Company — Issuer)

RAVEN HOUSTON MERGER SUB, INC.
(Name of Filing Persons — Offeror)
a subsidiary of

RAVEN BUYER, INC.
(Name of Filing Persons — Parent of Offeror)
controlled by

**AURORA EQUITY PARTNERS VI L.P.,
AURORA EQUITY PARTNERS VI-A L.P.
AURORA ASSOCIATES VI L.P.**
(Name of Filing Persons — Other Persons)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

820017101
(CUSIP Number of Class of Securities)

**Raven Houston Merger Sub, Inc.
c/o Raven Buyer, Inc.
11611 San Vicente Blvd Suite 800
Los Angeles, CA 90049
Attention: Angela Klappa, Chief Executive Officer and President
(310) 551-0101**

**Copies to:
Ari B. Lanin
Daniela Stolman
Gibson, Dunn & Crutcher LLP
2029 Century Park East, Suite 4000
Los Angeles, CA 90067
(310) 552-8500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 4 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “**SEC**”) on July 25, 2022, as amended by Amendment No. 1 thereto filed with the SEC on July 27, 2022, as further amended by Amendment No. 2 thereto filed with the SEC on August 12, 2022, and as further amended by Amendment No. 3 thereto filed with the SEC on August 18, 2022 (as amended, the “**Schedule TO**”), and relates to the offer by Raven Houston Merger Sub, Inc. (“**Purchaser**”), a Delaware corporation and a wholly owned subsidiary of Raven Buyer, Inc. (“**Parent**”), a Delaware corporation, and a wholly owned subsidiary of Raven Intermediate, Inc., a Delaware corporation, which is wholly-owned by Raven Parent, Inc., a Delaware corporation, which in turn is controlled by Aurora Equity Partners VI L.P., a Delaware limited partnership, Aurora Equity Partners VI-A L.P., a Delaware limited partnership, and Aurora Associates VI L.P., a Delaware limited partnership (Aurora Equity Partners VI L.P., Aurora Equity Partners VI-A L.P. and Aurora Associates VI L.P. are collectively referred to as the “**Aurora Funds**” and, together with Purchaser and Parent, the “**Filing Persons**”), which are managed by Aurora Capital Partners VI L.P., as general partner, which in turn is managed by Aurora Capital Partners UGP LLC, as general partner, to purchase all outstanding shares of common stock, par value \$0.01 per share (individually, a “**Share**” and collectively, the “**Shares**”), of Sharps Compliance Corp. (“**Sharps**”), a Delaware corporation, for \$8.75 per Share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 25, 2022 (together with any amendments and supplements thereto, the “**Offer to Purchase**”), and the related Letter of Transmittal (together with any amendments and supplements thereto, the “**Letter of Transmittal**” and, together with the Offer to Purchase, the “**Offer**”), copies of which are attached as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO.

Except as otherwise set forth in this Amendment, all terms of the Offer and all other disclosures set forth in the Schedule TO and the Exhibits thereto remain unchanged and are hereby expressly incorporated into this Amendment by reference. This Amendment should be read together with the Schedule TO. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO and the Offer to Purchase.

Items 1 through 11.

The disclosure in the Offer to Purchase and Items 1 through 11 of the Schedule TO are hereby amended and supplemented to add the following:

“Closing of the Merger

The Offer expired as scheduled, on the Expiration Date, at one minute following 11:59 p.m., New York City time, on August 19, 2022 (which was the end of the day on August 19, 2022) and was not extended. The Depositary & Paying Agent has advised Parent, Purchaser and the Aurora Funds that a total of 16,951,290 Shares (including 120,633 Shares tendered pursuant to the guaranteed delivery procedures) were validly tendered into, and not validly withdrawn from, the Offer, representing approximately 85% of Shares that were issued and outstanding as of the Expiration Date on a fully diluted basis. All conditions to the Offer, including the Minimum Condition and the HSR Condition, having been satisfied, Purchaser irrevocably accepted for payment, and will promptly pay for all Shares validly tendered and not validly withdrawn in the Offer.

On August 23, 2022, Parent and Purchaser completed the acquisition of Sharps pursuant to the terms of the Merger Agreement, through the merger of Purchaser with and into Sharps in accordance with Section 251(h) of the DGCL, with Sharps continuing as the surviving corporation in the Merger and thereby becoming a wholly-owned subsidiary of Parent. At the Merger Effective Time, each issued and outstanding Share not tendered into the Offer (other than any Excluded Shares and any Shares held by any Sharps stockholders who have properly and validly perfected their appraisal rights in connection with the Merger under Delaware law) was automatically converted into the right to receive \$8.75 per Share, net to the holder in cash, without interest and less any applicable withholding taxes, which is the same price that was paid in the Offer.

The Shares ceased to trade on Nasdaq as of the close of business on August 23, 2022, and Sharps has requested that Nasdaq file a Notification of Removal from Listing and/or Registration under Section 12(b) of the Exchange Act on Form 25 to delist and deregister the Shares. Parent and Sharps intend to take steps to cause the termination of the registration of the Shares under the Exchange Act and suspend all of Sharps' reporting obligations under the Exchange Act as promptly as practicable."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the exhibits being filed herewith.

Exhibit Number	Description
<u>(a)(1)(A)*</u>	Offer to Purchase, dated July 25, 2022.
<u>(a)(1)(B)*</u>	Letter of Transmittal.
<u>(a)(1)(C)*</u>	Notice of Guaranteed Delivery.
<u>(a)(1)(D)*</u>	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
<u>(a)(1)(E)*</u>	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
<u>(a)(1)(F)*</u>	Summary Advertisement as published in the Wall Street Journal, dated July 25, 2022.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
<u>(a)(5)(A)*</u>	Joint Press Release issued by Sharps Compliance Corp. and Aurora Capital Partners, dated July 12, 2022 (incorporated by reference from Exhibit 99.1 to the Schedule TO-C filed by Purchaser and Parent dated July 12, 2022).
<u>(a)(5)(B)*</u>	Press Release issued by Aurora Capital Partners, dated July 25, 2022.
<u>(a)(5)(C)**</u>	Press Release issued by Aurora Capital Partners, dated August 22, 2022.
<u>(a)(5)(D)**</u>	Press Release issued by Aurora Capital Partners, dated August 24, 2022.
(b)	Not applicable.
<u>(d)(1)*</u>	Agreement and Plan of Merger, dated as of July 12, 2022 by and among Raven Houston Merger Sub, Inc., Raven Buyer, Inc. and Sharps Compliance Corp. (incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Sharps with the SEC on July 13, 2022).
<u>(d)(2)*</u>	Amendment No. 1 to the Agreement and Plan of Merger, dated as of July 22, 2022 by and among Raven Houston Merger Sub, Inc., Raven Buyer, Inc. and Sharps Compliance Corp.
<u>(d)(3)*</u>	Confidentiality Agreement, dated as of May 9, 2022, 2022 by and between Revan Parent, Inc. and Sharps Compliance Corp.
<u>(d)(4)*</u>	Exclusivity Agreement, dated as of June 18, 2022, by and between Aurora Capital Partners Management VI L.P. and Sharps Compliance Corp, as amended by the Amendment to the Original Exclusivity Agreement, dated July 3, 2022.
<u>(d)(5)*</u>	Tender and Support Agreement, dated as of July 12, 2022, by and among Raven Buyer, Inc., Raven Houston Merger Sub, Inc., and certain directors and executive officers of Sharps Compliance Corp. (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Sharps with the SEC on July 13, 2022).
<u>(d)(6)*</u>	Equity Commitment Letter, dated as of July 12, 2022, by and between Aurora Equity Partners VI L.P., Aurora Equity Partners VI-A L.P., Aurora Associates VI L.P., and Raven Buyer, Inc.
<u>(d)(7)*</u>	Limited Guaranty, dated as of July 12, 2022, by and among Aurora Equity Partners VI L.P., Aurora Equity Partners VI-A L.P., and Aurora Associates VI L.P., in favor of Sharps Compliance Corp.
<u>(d)(8)*</u>	Clean Team Agreement, dated May 9, 2022, between Raven Parent, Inc. and Sharps Compliance Corp.
<u>(d)(9)*</u>	Amendment dated as of July 3, 2022, to Exclusivity Agreement, dated as of June 18, 2022, by and between Aurora Capital Partners Management VI L.P. and Sharps Compliance Corp.
<u>(d)(10)*</u>	Commitment Letter, dated as of July 12, 2022, by and among Raven Buyer Inc., and Antares Capital LP, as agent and lead arranger, and Antares Holdings LP, as committed lender.
(g)	Not applicable.
(h)	Not applicable.
<u>107**</u>	Filing Fee Table.

* Previously filed.

** Filed herewith.

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: August 24, 2022

Raven Houston Merger Sub, Inc.

By: /s/ Angela Klappa

Name: Angela Klappa

Title: Chief Executive Officer and President

Raven Buyer, Inc.

By: /s/ Angela Klappa

Name: Angela Klappa

Title: Chief Executive Officer and President

Aurora Equity Partners VI L.P.

By: **Aurora Capital Partners VI L.P.**,
its General Partner

By: **Aurora Capital Partners UGP LLC**,
its General Partner

By: /s/ Robert K. West

Name: Robert K. West

Title: Chief Financial Officer

Aurora Equity Partners VI-A L.P.

By: **Aurora Capital Partners VI L.P.**,
its General Partner

By: **Aurora Capital Partners UGP LLC**,
its General Partner

By: /s/ Robert K. West

Name: Robert K. West

Title: Chief Financial Officer

Aurora Associates VI L.P.

By: **Aurora Capital Partners VI L.P.**,
its General Partner

By: **Aurora Capital Partners UGP LLC**,
its General Partner

By: /s/ Robert K. West

Name: Robert K. West

Title: Chief Financial Officer



Aurora Capital Partners Announces Completion of the Tender Offer For All Outstanding Shares of Sharps Compliance Corp.

LOS ANGELES, California, August 22, 2022 –Aurora Capital Partners (“Aurora”), a leading middle-market private equity firm, today announced the successful completion of the previously commenced all-cash tender offer by Aurora’s affiliate, Raven Houston Merger Sub, Inc. (“Purchaser”) to purchase all of the issued and outstanding shares of common stock (the “Shares”) of Sharps Compliance Corp. (NASDAQ: SMED) (“Sharps”), a leading full-service national provider of comprehensive waste management solutions including medical, pharmaceutical and hazardous waste, for \$8.75 per share, net to the seller in cash, without interest and less any applicable withholding taxes.

The tender offer expired one minute after 11:59 p.m., New York City time, on August 19, 2022 (the “Expiration Date”). As of the Expiration Date, a total of 16,830,657 Shares were validly tendered and not withdrawn from the tender offer, representing approximately 82% of the number of Shares that are issued and outstanding as of the Expiration Date on a fully diluted basis. As of such Expiration Date, all conditions to the tender offer have been satisfied or waived. Purchaser has accepted for payment, and expects to promptly pay for, all such Shares validly tendered and not validly withdrawn in accordance with the terms of the tender offer.

As a result of its acceptance of the Shares tendered in the tender offer, Purchaser has acquired a sufficient number of Shares to close the merger of Purchaser with and into Sharps without the affirmative vote of the Sharps remaining public stockholders pursuant to Section 251(h) of the Delaware General Corporation Law. The parties expect to consummate the merger on August 23, 2022. In connection with the merger, the remaining outstanding Shares will be converted into the right to receive \$8.75 per share in cash, without interest and subject to any required withholding taxes (which is the same amount per Share paid in the tender offer). As a result of the tender offer and the merger, Sharps will become a privately-held company and Sharps common stock will cease trading on the NASDAQ.

About Aurora Capital Partners

Aurora Capital Partners is a leading Los Angeles-based private equity firm with over \$4.5 billion in assets under management. Founded in 1991, the firm focuses principally on control investments in middle-market companies with leading market positions, stable industry dynamics, attractive business model characteristics and actionable opportunities for growth in partnership with management. Aurora provides unique resources to its portfolio companies through its Strategy & Operations Program and its team of experienced operating advisors. Aurora’s investors include leading public and corporate pension funds, endowments and foundations active in private equity investing. For more information about Aurora Capital Partners, visit: www.auroracap.com.

About Sharps Compliance Corp.

Headquartered in Houston, Texas, Sharps Compliance Corp. (NASDAQ: SMED) is a leading business-to-business services provider to the healthcare, long-term care and retail pharmacy markets. Sharps Compliance offers comprehensive solutions for the management of regulated medical waste, hazardous waste and unused medications. For more information, visit: www.sharpsinc.com.

Forward-Looking Statements

The information in this press release contains certain forward-looking statements relating to the transactions between Purchaser and Sharps, strategic and other potential benefits of the transactions, and other statements about Aurora's, Purchaser's or Sharps' future expectations, beliefs, goals, plans or prospects that are based on current beliefs, expectations and assumptions made by, and information currently available to, the management of Aurora, Purchaser and Sharps on the date of this press release. When used in this press release, the words "may," "could," "position," "plan," "potential," "designed," "continue," "anticipate," "believe," "expect," "estimate," "project," and "intend" and words or phrases of similar import are intended to identify forward-looking statements. Such statements reflect known and unknown risks, uncertainties, and assumptions related to certain factors including, without limitation, those risks and uncertainties described under the heading "Risk Factors" in Sharps' periodic reports on file with the U.S. Securities and Exchange Commissions ("SEC"). These statements speak only as of the date of this press release and are based on Aurora's, Purchaser's and Sharp's current plans and expectations and involve risks and uncertainties that could cause actual future events or results to be different from those described in or implied by such forward-looking statements, including risks and uncertainties regarding: changes in financial markets; changes in economic, political or regulatory conditions; changes in facts and other circumstances and uncertainties concerning the transactions; and other factors set forth from time to time in Sharps' SEC filings, including its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, as well as the tender offer statement, solicitation/recommendation statement and other tender offer documents filed by Aurora, Purchaser and Sharps, as applicable. None of Sharps, Aurora, Purchaser or any of their affiliates undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments, subsequent events, circumstances or otherwise, except as may be required by any applicable securities laws.

For more information contact:

For Aurora Capital Partners

ASC Advisors

Steve Bruce / Taylor Ingraham

Phone: (203) 992-1230

Email: sbruce@ascadvisors.com / tingraham@ascadvisors.com



Aurora Capital Partners Completes Acquisition of Sharps Compliance Corp.

Acquisition Significantly Expands Aurora's Medical Waste Platform

LOS ANGELES, Aug. 24, 2022 -- Aurora Capital Partners ("Aurora"), a leading middle-market private equity firm, today announced that it has completed its acquisition of Sharps Compliance Corp. ("Sharps" or the "Company"), a full-service national provider of comprehensive waste management solutions including medical, pharmaceutical and hazardous waste.

Headquartered in Houston, Texas, and founded in 1992, Sharps is a leading provider of medical waste solutions, including both mail-back and route-based collection services. The Company's strong management team has overseen consistent growth over multiple decades, driven by repeat business and a long-term focus on exceptional customer service. Additionally, Sharps developed and manages a proprietary nationwide solution for proper handling of unused medication, which has significantly expanded its customer base and reach in the past several years.

"We are excited to add Sharps' industry-leading solutions to our medical waste platform," said Andrew Wilson, Partner at Aurora. "In addition to creating the industry's leading mail-back solution and a growing route-based service, the Company's management team was early to identify the need for reliable, controlled disposal of unused medication, establishing Sharps as a pioneer in the sector. We look forward to partnering with the team to capitalize on our platform and selectively pursue add-on acquisitions."

"Aurora has a proven history of partnering with industry leaders to accelerate growth across business lines, and we are honored to work with them moving forward," said Pat Mulloy, Chief Executive Officer of Sharps. "I am confident that their understanding of the medical waste services market, combined with their alignment with our customer-first approach, will allow us to build on our recent growth, expand our customer base and further enhance our innovative solutions offerings."

"Following our partnerships with Restaurant Technologies, VLS Environmental Solutions and PSC Group, Sharps represents the addition of another high-quality Business Services platform to the Aurora program," said Matthew Laycock, Partner at Aurora.

As previously announced on August 22, 2022, a total of 16,830,657 Shares were validly tendered and not withdrawn from Aurora's tender offer, representing approximately 82% of the number of Shares that were issued and outstanding as of the Expiration Date on a fully diluted basis. As a result of the completion of the merger, Sharps has ceased trading on the NASDAQ, effective August 23, 2022, and has become a privately-held company.

The transaction marks the fifth Aurora investment specifically within the medical waste management space and follows a number of recent Aurora investments within the broader Business Services sector.

Stifel served as exclusive financial advisor and Gibson, Dunn & Crutcher LLP served as legal advisor to Aurora. Raymond James & Associates, Inc. acted as financial advisor and Norton Rose Fulbright US LLP acted as legal advisor to Sharps. Antares arranged the debt financing for the transaction.

About Aurora Capital Partners

Aurora Capital Partners is a leading Los Angeles-based private equity firm with over \$4.5 billion in assets under management. Founded in 1991, the firm focuses principally on control investments in middle-market companies with leading market positions, stable industry dynamics, attractive business model characteristics and actionable opportunities for growth in partnership with management. Aurora provides unique resources to its portfolio companies through its Strategy & Operations Program and its team of experienced operating advisors. Aurora's investors include leading public and corporate pension funds, endowments and foundations active in private equity investing. For more information about Aurora Capital Partners, visit: www.auroracap.com.

About Sharps Compliance Corp.

Headquartered in Houston, Texas, Sharps Compliance is a leading business-to-business services provider to the healthcare, long-term care and retail pharmacy markets. Sharps Compliance offers comprehensive solutions for the management of regulated medical waste, hazardous waste and unused medications. For more information, visit: www.sharpsinc.com.

Contacts:

Aurora Capital Partners

ASC Advisors

Steve Bruce / Taylor Ingraham

+1 (203) 992-1230

sbruce@ascadvisors.com / tingraham@ascadvisors.com

Calculation of Filing Fee Tables

SC TO-T
(Form Type)

Sharps Compliance Corp.
(Name of Subject Company – Issuer)

Raven Houston Merger Sub, Inc.
(Names of Filing Persons — Offeror)

Raven Buyer, Inc.
(Names of Filing Persons — Parent of Offeror)

Table 1: Transaction Valuation

	Transaction Valuation*	Fee Rate	Amount of Filing Fee**
Fees to Be Paid	\$179,300,817.50	0.0000927	\$16,621.19
Fees Previously Paid	\$0.00		\$16,540.35
Total Transaction Valuation	\$179,300,817.50		
Total Fees Due for Filing			\$16,621.19
Total Fees Previously Paid			\$16,540.35
Total Fee Offsets			\$0.00
Net Fee Due			\$80.84

* The transaction valuation is estimated for purposes of calculating the amount of the filing fee only. The transaction valuation was estimated by multiplying (i) 20,491,522 Shares (which is based on the following information provided by Sharps Compliance Corp. (“Sharps”) as of August 19, 2022: (1) 19,887,445 issued and outstanding shares of common stock of Sharps to be acquired by Raven Buyer, Inc., par value \$0.01 per share (the “Shares”), including (A) 182,975 Shares issuable upon the settlement of unvested restricted stock awards that are granted to employees under the Sharps Compliance Corp. 2010 Stock Plan, and (B) 14,766 Shares issuable upon the settlement of unvested restricted stock awards that are granted to directors under the Sharps Compliance Corp. 2010 Stock Plan, plus (3) 604,077 Shares issuable upon exercise of stock options), by (ii) the net offer price of \$8.75 per Share. The calculation of the transaction value is based on information provided by Sharps as of August 19, 2022.

** The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2022 beginning on October 1, 2021, issued on August 23, 2021, by multiplying the transaction valuation by 0.0000927.