# NIERENBERG INVESTMENT MANAGEMENT CO Form SC 13D/A

3 SEC USE ONLY

May 04, 2009

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 12)

(Amendment No. 12)		
NATUS MEDICAL INCORPORATED (BABY)		
(Name of Issuer)		
Common Stock		
(Title of Class of Securities)		
639050103		
(CUSIP Number)		
David Nierenberg The D3 Family Funds 19605 NE 8th Street Camas, WA 98607 (360) 604-8600		
With a copy to:		
Henry Lesser, Esq. DLA Piper US LLP 2000 University Avenue East Palo Alto, CA 94303 (650) 833-2000		
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)		
April 30, 2009		
(Date of Event which Requires Filing of this Stateme	nt)	
If the filing person has previously filed a statement on Schedule the acquisition that is the subject of this Schedule 13D and is f schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-following box [].	ilin	g this
1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON		
The D3 Family Fund, L.P.		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) (b)	

4	4 SOURCE OF FUNDS*							
	WC							
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]							
6	CITIZENSE	HIP O	R PLACE OF ORGANIZATION					
	Washingto	n						
		7	SOLE VOTING POWER					
			0					
	UMBER OF	8	SHARED VOTING POWER					
BEN	SHARES EFICIALLY		550,291 Common shares (2.0%)					
	WNED BY EACH	9	SOLE DISPOSITIVE POWER					
	EPORTING PERSON		0					
	WITH	10	SHARED DISPOSITIVE POWER					
			550,291					
11	AGGREGATE	AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
			ting person listed on this page, 550,291; for all group, 3,602,044 shares (12.9%)	reportin	g			
12	CHECK BOX	 K IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	SHARES*	[_]			
 13	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
	12.9%							
14	TYPE OF F	REPOR	TING PERSON*					
	PN							
			*SEE INSTRUCTIONS BEFORE FILLING OUT!					
			2					
1			TING PERSON . IDENTIFICATION NOS. OF ABOVE PERSON					
	The D3 Fa	nmily	Bulldog Fund, L.P.					
 2	CHECK THE	APP	ROPRIATE BOX IF A MEMBER OF A GROUP*					

				(a) (b)				
3	SEC USE C	NLY						
4	SOURCE OF	FUNI	OS*					
	WC							
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]							
6	CITIZENSH	HIP OF	R PLACE OF ORGANIZATION					
	Washingto	n 						
		7	SOLE VOTING POWER					
			0					
	IUMBER OF	8	SHARED VOTING POWER					
BENE	FICIALLY		2,339,995 common shares (8.4%)					
	NED BY EACH	9	SOLE DISPOSITIVE POWER					
REPORTING PERSON WITH			0					
		10	SHARED DISPOSITIVE POWER					
			2,339,995					
11	AGGREGATE	DOMA 3	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	 N				
			ring person listed on this page, 2,339,995; fogroup, 3,602,044 shares (12.9%)	r all	reporting			
12	CHECK BOX	 ( IF :	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT	AIN S	HARES* [_]			
13	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
	12.9%							
14	TYPE OF F	REPOR	 ΓING PERSON*					
	PN							
			*SEE INSTRUCTIONS BEFORE FILLING OUT!					
			3					
1	NAME OF F	REPORT	 FING PERSON					

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

	The D3 Fa	mily	Canadian Fund, L.P.				
2	CHECK THE		[X]				
3	SEC USE ONLY						
4	SOURCE OF FUNDS*						
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED IEMS 2(d) OR 2(e)		[_]		
6	CITIZENSH Washingto		R PLACE OF ORGANIZATION				
		7	SOLE VOTING POWER				
S BENE	MBER OF SHARES SFICIALLY NED BY	8	SHARED VOTING POWER 129,931 common shares (0.5%)				
	EACH CPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 129,931				
11	For the r	epor	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSOn ting person listed on this page, 129,931; for group, 3,602,044 shares (12.9%)		eportin	g 	
12	CHECK BOX	IF '	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER			[_]	
13	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF R	REPOR'	FING PERSON*				
			*SEE INSTRUCTIONS BEFORE FILLING OUT!				

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON							
	The DIII Offshore Fund, L.P.							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [X]  (b) [_]							
3	SEC USE ONLY							
4	SOURCE OF	FUNI	os*					
	WC							
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]							
6	CITIZENSH	IP O	R PLACE OF ORGANIZATION					
		 7	SOLE VOTING POWER					
		,	0					
NI	JMBER OF	 8	SHARED VOTING POWER					
5	SHARES	Ü						
	EFICIALLY		581,827 common shares (2.1%)					
	EACH EPORTING	9	SOLE DISPOSITIVE POWER					
ŀ	PERSON WITH		0					
		10	SHARED DISPOSITIVE POWER					
			581,827 					
11	AGGREGATE	AMO	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	ON				
			ring person listed on this page, 581,827; for group, 3,602,044 shares (12.9%)					
12	CHECK BOX	IF ?	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT	rain S	SHARES*	[_]		
13	PERCENT O	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
	12.9%							
14	TYPE OF R	EPOR'	FING PERSON*					
	PN							
			*SEE INSTRUCTIONS BEFORE FILLING OUT!					

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON							
	Nierenber	g in	vestment Management Company, Inc.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [X]  (b) [_]							
3	SEC USE C	NLY						
4	SOURCE OF	 ' FUNI	 DS*					
	AF							
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED IEMS 2(d) OR 2(e)		[_]			
6	CITIZENSH	IIP O	R PLACE OF ORGANIZATION					
	Washingto	n						
		7	SOLE VOTING POWER					
			0					
	UMBER OF SHARES EFICIALLY WNED BY EACH EPORTING PERSON WITH	8	SHARED VOTING POWER					
BENE			3,602,044 shares (12.9%)					
		9	SOLE DISPOSITIVE POWER					
P			0					
		10	SHARED DISPOSITIVE POWER					
			3,602,044 shares					
11	AGGREGATE	AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	ON				
			ting person listed on this page, 3,602,044; fogroup, 3,602,044 shares (12.9%)	or all	reporti	ng		
12	CHECK BOX	IF 1	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	 ГАІN S	HARES*	[_]		
13	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
	12.9%							
14	TYPE OF R	EPOR'	 FING PERSON*					

	CO					
			*SEE INSTRUCTIONS BEFORE FILLING OUT!			
			6			
1			TING PERSON . IDENTIFICATION NOS. OF ABOVE PERSON			
	Nierenber	g In	vestment Management Offshore, Inc.			
2	CHECK THE	APP	ROPRIATE BOX IF A MEMBER OF A GROUP*		[X] [_]	
3	SEC USE C	NLY				
4	SOURCE OF	' FUN	DS*			
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) OR 2(e)		[_]	
6	CITIZENSH Bahamas	IIP O	R PLACE OF ORGANIZATION			
		7	SOLE VOTING POWER			
N.	UMBER OF	 8	SHARED VOTING POWER			
BEN:	SHARES EFICIALLY		581,827 common shares (2.1%)			
R	WNED BY EACH EPORTING PERSON	9	SOLE DISPOSITIVE POWER  0			
	WITH	 10	SHARED DISPOSITIVE POWER			
			581,827 common shares			
11	AGGREGATE	AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	 N		
			ting person listed on this page, 581,827; for group, 3,602,044 shares (12.9%)	all	reportin	g
12	CHECK BOX	IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT	AIN	SHARES*	[_]
13	PERCENT C	F CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			

	12.9%						
14	TYPE OF F	REPOR'	TING PERSON*				
	CO						
			*SEE INSTRUCTIONS BEFORE FILLING OUT!				
			7				
1			TING PERSON . IDENTIFICATION NOS. OF ABOVE PERSON				
	David Nie	erenb	erg				
2	CHECK THE	E APP	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) (b)	= =		
3	SEC USE (	ONLY					
4	SOURCE OF FUNDS*						
	AF						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]						
6	CITIZENS	HIP O	PLACE OF ORGANIZATION				
	Washingto	on					
		7	SOLE VOTING POWER				
			0				
	JMBER OF SHARES	8	SHARED VOTING POWER				
	EFICIALLY NNED BY		3,602,044 common shares (12.9%)				
RI	EACH EPORTING	9	SOLE DISPOSITIVE POWER				
E	PERSON WITH		0				
	*******	10	SHARED DISPOSITIVE POWER				
			3,602,044				
11	AGGREGATE	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1			
			ting person listed on this page, 3,602,044; for group, 3,602,044 shares (12.9%)	all:	reporting		
1.2	CUECK BOY		THE ACCRECATE AMOUNT IN DOM (11) EVOLUTES CERTA	TN C	 UNDEC* [ ]		

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

12.9%

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14 TYPE OF REPORTING PERSON\*

IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 12 to Schedule 13D (this "Amendment") amends the below-indicated Item from the Schedule 13D (the "Schedule 13D") previously filed by or on behalf of the undersigned parties (the "Reporting Persons") by supplementing such Item with the information below:

Item 5. Interest in Securities of the Issuer.

(a, b) The Reporting Persons, in the aggregate, beneficially own 3,602,044 Shares, constituting approximately 12.9% of the outstanding Shares.

(c) During the past 60 days the following sales of Shares were made by the Reporting Persons named below in open market transactions:

Fund	Transaction Date	Shares Sold	Price
DIII Offshore Fund, LP	03/16/2009	18,100	7.73
DIII Offshore Fund, LP	03/17/2009	62 <b>,</b> 800	7.62
DIII Offshore Fund, LP	03/18/2009	69,100	8.11
DIII Offshore Fund, LP	03/27/2009	35 <b>,</b> 454	9.14
D3 Family Fund, LP	03/31/2009	18,000	8.69
DIII Offshore Fund, LP	03/31/2009	27,800	8.69
D3 Family Fund, LP	04/30/2009	134,000	8.90
D3 Family Bulldog Fund, LP	04/30/2009	230,000	8.90
DIII Offshore Fund, LP	04/30/2009	136,000	8.90

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#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

D3 Family Fund, L.P., D3 Bulldog Fund, L.P., and D3 Family Canadian Fund, L.P.

By: Nierenberg Investment Management Company, Inc.

Its: General Partner
By: /s/ David Nierenberg

May 1, 2009

David Nierenberg, President

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David Nierenberg

DIII Offshore Fund, L.P. By: Nierenberg Investment Management Offshore, Inc. Its: General Partner May 1, 2009 By: /s/ David Nierenberg David Nierenberg, President Nierenberg Investment Management Company, Inc. May 1, 2009 By: /s/ David Nierenberg David Nierenberg, President Nierenberg Investment Management Offshore, Inc. May 1, 2009 By: /s/ David Nierenberg David Nierenberg, President May 1, 2009 /s/ David Nierenberg

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