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POPPEL HARVEY L  
Form SC 13G/A  
February 07, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
SCHEDULE 13G  
Amendment No. 3

Under the Securities Exchange Act of 1934

Merge Technologies Incorporated  
(Name of Issuer)

Common Stock, Par Value \$0.01 per share  
(Title of Class of Securities)

589981 10 9  
(CUSIP Number)

December 31, 2004  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No.: 589981 10 9

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1. Name(s) of Reporting Persons Social Security or Internal Revenue Service Identification Nos. of Above Persons  
  
Harvey L. Poppel, individually, and as General Partner of Poptech, L. P.  
  
Emily A. Poppel, jointly with spouse, Harvey L. Poppel  
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2. Check the Appropriate Box if a Member of a Group  
  
(a) Not Applicable  
(b)

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3. SEC Use Only  
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4. Citizenship or Place of Organization U. S. A.

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Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power Harvey L. Poppel	259,683 (1)
	6.	Shared Voting Power	134,918 (2)
	7.	Sole Dispositive Power Harvey L. Poppel	259,683 (1)
	8.	Shared Dispositive Power	134,918 (2)

9.	Aggregate Amount Beneficially Owned by Each Reporting Person		
		Harvey L. Poppel	394,601 (1) (2)
		Emily A. Poppel	134,918 (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]

11. Percent of Class Represented by Amount in Row (9) 2.99%

12. Type of Reporting Person IN

- (1) Includes 259,683 Shares of Common Stock registered to Poptech, L. P., of which Harvey L. Poppel is the General Partner.
- (2) Includes 134,918 shares held jointly with spouse, Emily A. Poppel.
- (3) Includes 134,918 shares held jointly with spouse, Harvey L. Poppel.

Item 1(a) Name of Issuer:  
Merge Technologies Incorporated

Item 1(b) Address of Issuer's Principal Executive Offices:  
1126 South 70th Street  
Suite S 107 B  
Milwaukee, Wisconsin 53214-3151

Item 2(a) Name of Person Filing:  
Harvey L. Poppel, individually, and as General Partner of Poptech, L. P.  
Emily A. Poppel, jointly with spouse, Harvey L. Poppel

Item 2(b) Address of Principal Business Office or, if none, Residence:  
1391 Sixth Street  
Sarasota, Florida 34236

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- Item 2(c) Citizenship:  
U. S. A.
- Item 2(d) Title of Class of Securities:  
Common Stock, Par Value \$0.01 per share
- Item 2(e) CUSIP Number:  
589981 10 9
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:
- (a)  Broker or dealer registered under section 15 of the Act
  - (b)  Bank as defined in section 3(a)(6) of the Act
  - (c)  Insurance company as defined in section 3(a)(19) of the Act
  - (d)  Investment company registered under section 8 of the Investment Company Act
  - (e)  An investment adviser registered under section 203 of the Investment Advisers Act of 1940
  - (f)  An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F)
  - (g)  A parent holding company, in accordance with section 240.13d-1(b)(ii)(G)
  - (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
  - (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

Item 4. Ownership

- (a) Amount Beneficially Owned:
- |                  |                 |
|------------------|-----------------|
| Harvey L. Poppel | 394,601 (1) (2) |
| Emily A. Poppel  | 134,918 (3)     |
- (b) Percent of Class: 2.99%
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote  
Harvey L. Poppel 259,683(1)
  - (ii) shared power to vote or to direct the vote  
Harvey L. Poppel 134,918(2)  
Emily A. Poppel 134,918(3)
  - (iii) sole power to dispose or to direct the disposition of

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Harvey L. Poppel 259,683(1)

(iv) shared power to dispose or to direct the disposition

Harvey L. Poppel 134,918(2)

Emily A. Poppel 134,918(3)

(1) Includes 259,683 shares of Common Stock registered to Poptech, L. P., of which Harvey L. Poppel is the General Partner.

(2) Includes 134,918 shares held jointly with spouse, Emily A. Poppel.

(3) Includes 134,918 shares held jointly with spouse, Harvey L. Poppel.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ X ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

None

SIGNATURES

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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: February 7, 2005

Signature:

/s/ Harvey L. Poppel

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Harvey L. Poppel

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/s/ Emily A. Poppel

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Emily A. Poppel

POPTECH, L. P.

By: /s/ Harvey L. Poppel

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Harvey L. Poppel  
General Manager

AGREEMENT RELATING TO JOINT FILING OF SCHEDULE 13G

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In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that a single Schedule 13G (or any amendment thereof) relating to the Common Stock of Merge Technologies Incorporated shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an Exhibit to such Schedule 13G (or any amendment thereof), provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Agreement and the filing of the Schedule 13G shall not be construed to be an admission that any of the undersigned is a member of a "group" consisting of one or more of such persons purchase to Section 13(g) of the Securities Exchange Act of 1934, as amended and the rules thereunder.

Date: February 7, 2005

Signature:

/s/ Harvey L. Poppel

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Harvey L. Poppel

/s/ Emily A. Poppel

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Emily A. Poppel

POPTECH, L. P.

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By: /s/ Harvey L. Poppel  
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Harvey L. Poppel  
General Manager