

**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. 3)**

VIKING SYSTEMS, INC.
(Name of Subject Company (Issuer))

ARROW MERGER CORPORATION
(Offeror)

a wholly-owned subsidiary of

CONMED CORPORATION
(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, \$0.001 PAR VALUE
(Title of Class of Securities)

92685Q 20 0
(CUSIP Number of Class of Securities)

Robert D. Shallish, Jr.
Vice President-Finance and Chief Financial Officer
CONMED Corporation
525 French Road
Utica, New York 13502
(315) 797-8375

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Robert W. Downes, Esq.
Melissa Sawyer, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

CALCULATION OF FILING FEE

Transaction Valuation (1)	Amount of Filing Fee (2)
\$22,472,668.90	\$2,575.37

- (1) Estimated solely for purposes of calculating the filing fee. The transaction value was determined by adding the sum of (i) 72,554,620 outstanding shares of common stock, par value \$0.001 per share, of Viking Systems, Inc. (“*Viking*”) multiplied by the offer price of \$0.27 per share, (ii) 29,864,795 shares of Viking common stock issuable pursuant to outstanding in-the-money warrants multiplied by the difference of (x) the offer price of \$0.27 per share minus (y) the weighted average exercise price for such warrants of \$0.2017 per share and (iii) 4,747,500 shares of Viking common stock issuable pursuant to outstanding in-the-money options multiplied by the difference of (x) the offer price of \$0.27 per share minus (y) the weighted average exercise price for such options of \$0.0924 per share.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for Fiscal Year 2012, issued September 29, 2011, by multiplying the transaction value by 0.0001146.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,575.37
Form of Registration No.: Schedule TO

Filing Party: CONMED Corporation
Date Filed: August 24, 2012

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. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (together with any previous or subsequent amendments and supplements thereto, the "Schedule TO") filed with the Securities and Exchange Commission on August 24, 2012, and is filed by (i) Arrow Merger Corporation, a Delaware corporation ("Merger Sub") and a wholly-owned subsidiary of CONMED Corporation ("CONMED") and (ii) CONMED. The Schedule TO relates to the offer by Merger Sub to purchase all of the outstanding shares of common stock, par value \$0.001 (the "Shares"), of Viking Systems, Inc., a Delaware corporation ("Viking"), at a price of \$0.27 per Share in cash, net to the seller but less any required withholding taxes and without interest (the "Offer Price"), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 24, 2012 (together with any amendments or supplements thereto, the "Offer to Purchase"), and in the related Letter of Transmittal (together with any amendments or supplements thereto, the "Letter of Transmittal") and, together with the Offer to Purchase, the "Offer"), which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Pursuant to General Instruction F to Schedule TO, the information contained in the Offer to Purchase, including all schedules and annexes to the Offer to Purchase, is expressly incorporated in the Schedule TO by reference in response to Item 11 of the Schedule TO, except to the extent supplemented by the information specifically provided herein.

Capitalized terms used and not otherwise defined in this Amendment shall have the meanings ascribed to such terms in the Offer to Purchase or in the Schedule TO.

Item 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

"At 12:00 midnight, New York City time, on September 21, 2012, the Offer expired as scheduled and was not extended. CONMED was advised by the Depository that, as of the expiration of the Offer, a total of 64,358,946 Shares were validly tendered and not withdrawn pursuant to the Offer, representing approximately 83.59% of the currently outstanding Shares (including 934,194 Shares delivered through Notices of Guaranteed Delivery, representing approximately 1.21% of the Shares outstanding).

The number of Shares tendered pursuant to the Offer satisfies the Minimum Tender Condition. Merger Sub has accepted for payment all Shares that were validly tendered and not withdrawn pursuant to the Offer and will promptly make payment to the Depository for such Shares.

Merger Sub currently intends to exercise its Top-Up Option, pursuant to which Viking will issue Shares to Merger Sub, at a price per Share equal to the Offer Price, in an amount sufficient to ensure that Merger Sub and CONMED could effect a short-form merger under applicable Delaware law.

As a result of the purchase of Shares in the Offer and the issuance of Shares pursuant to the Top-Up Option, if applicable, Merger Sub will have sufficient voting power to approve the Merger without the affirmative vote of any other stockholder of Viking. Accordingly, Merger Sub intends to effect a short-form merger in which Merger Sub is merged with and into Viking, with Viking surviving the Merger and continuing as a wholly-owned subsidiary of CONMED. In the Merger, each Share issued and outstanding immediately prior to the effective time of the Merger, other than (i) Shares owned by CONMED, Merger Sub or any other direct or indirect wholly-owned subsidiary of CONMED and (ii) Shares held by Viking stockholders who properly demand appraisal for their Shares under Delaware law, will automatically be converted into the right to receive the Offer Price in cash without interest. All Shares converted into the right to receive the Offer Price shall be canceled and cease to exist.

On September 24, 2012, CONMED issued a press release announcing the expiration and results of the Offer. The full text of the press release is attached as Exhibit (a)(1)(G) to the Schedule TO and is incorporated herein by reference."

Item 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(1)(G) Press Release of CONMED dated September 24, 2012.

SIGNATURE

After due 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.

Dated: September 24, 2012

CONMED CORPORATION

By: /s/ ROBERT D. SHALLISH, JR.

Name: Robert D. Shallish, Jr.

Title: Vice President-Finance and Chief Financial Officer

ARROW MERGER CORPORATION

By: /s/ ROBERT D. SHALLISH, JR.

Name: Robert D. Shallish, Jr.

Title: Vice President-Chief Financial Officer

EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated August 24, 2012.*
- (a)(1)(B) Form of Letter of Transmittal. *
- (a)(1)(C) Form of Notice of Guaranteed Delivery. *
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
- (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
- (a)(1)(F) Summary Advertisement, published August 24, 2012 in Investor's Business Daily. *
- (a)(1)(G) Press Release of CONMED dated September 24, 2012.
- (a)(5)(A) Joint Press Release of CONMED and Viking dated August 14, 2012 (incorporated by reference to Exhibit 99.1 to the first Current Report on Form 8-K filed by CONMED with the Securities and Exchange Commission on August 14, 2012). *
- (a)(5)(B) Communication, on August 14, 2012, from Joseph J. Corasanti, President and CEO of CONMED, to Employees of CONMED (incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by CONMED with the Securities and Exchange Commission on August 14, 2012). *
- (d)(1) Agreement and Plan of Merger, dated as of August 13, 2012, by and among CONMED, Merger Sub and Viking (incorporated by reference to Exhibit 99.1 to the second Current Report on Form 8-K filed by CONMED with the Securities and Exchange Commission on August 14, 2012). *
- (d)(2) Secured Promissory Note, dated August 13, 2012, between CONMED and Viking (incorporated by reference to Exhibit 99.2 to the second Current Report on Form 8-K filed by CONMED with the Securities and Exchange Commission on August 14, 2012). *
- (d)(3) Tender and Voting Agreement, dated August 13, 2012, by and among CONMED, Merger Sub, and the holders of Shares party thereto (incorporated by reference to Exhibit 99.3 to the second Current Report on Form 8-K filed by CONMED with the Securities and Exchange Commission on August 14, 2012). *

* Previously filed



Contact:
CONMED Corporation
Robert Shallish
Chief Financial Officer
315-624-3206

CONMED Corporation Completes Tender Offer for All Outstanding Shares of Viking Systems, Inc.

Utica, New York, September 24, 2012—CONMED Corporation (Nasdaq: CNMD) (“CONMED”) today announced the successful completion of the tender offer by its wholly-owned subsidiary, Arrow Merger Corporation (“Merger Sub”), for all of the outstanding shares of common stock of Viking Systems, Inc. (OTCBB: VKNG) (OTCQB: VKNG) (“Viking”) at a price of \$0.27 per share, net to the seller in cash (less any required withholding taxes and without interest). U.S. Bank National Association, the depository for the tender offer, has advised CONMED that, as of 12:00 midnight, New York City time, on September 21, 2012, the expiration of the tender offer, approximately 64,358,946 shares were validly tendered and not withdrawn in the tender offer, representing approximately 83.59% of Viking’s currently outstanding shares (including 934,194 shares delivered through Notices of Guaranteed Delivery, representing approximately 1.21% of the shares outstanding). CONMED has accepted for payment all shares validly tendered and not withdrawn and will promptly pay for such shares.

Merger Sub will acquire all of the remaining outstanding shares of Viking common stock by means of a merger under Delaware law. As a result of the purchase of shares in the tender offer, Merger Sub has sufficient voting power to approve the merger without the affirmative vote of any other Viking stockholder. In order to accomplish the merger as a “short-form” merger, Merger Sub currently intends to exercise its “top-up” option pursuant to the merger agreement, which permits Merger Sub to purchase additional shares of common stock of Viking directly from Viking for \$0.27 per share (the same purchase price paid in the offer). Following the merger, Viking will become a wholly-owned subsidiary of CONMED, and each share of Viking’s outstanding common stock will be cancelled and converted into the right to receive the same consideration, without interest, received by holders who tendered in the tender offer.

About CONMED Corporation

CONMED is a medical technology company with an emphasis on surgical devices and equipment for minimally invasive procedures and patient monitoring. Its products serve the clinical areas of arthroscopy, powered surgical instruments, electrosurgery, cardiac monitoring

disposables, endosurgery and endoscopic technologies. They are used by surgeons and physicians in a variety of specialties including orthopedics, general surgery, gynecology, neurosurgery and gastroenterology. Headquartered in Utica, New York, the Company's 3,400 employees distribute its products worldwide from several manufacturing locations.

About Viking Systems, Inc.

Viking Systems, Inc. is a leading worldwide developer, manufacturer and marketer of 3D and 2D visualization solutions for complex minimally invasive surgery. It actively markets and sells the only stand alone, FDA cleared, cost-effective 3D system for use in minimally invasive laparoscopic surgery. Viking provides surgeons with proprietary visualization systems enabling minimally invasive surgical procedures, which reduce patient trauma and recovery time. Viking, through its OEM products business, also designs and manufactures surgical vision systems and components for several leading medical instrument companies worldwide.

Forward Looking Information

This press release contains forward-looking statements based on certain assumptions and contingencies that involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of CONMED and Viking. The forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and relate to the Company's performance on a going-forward basis. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including all statements regarding the intent, belief or expectation of the companies' and members of their senior management team. Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects," "expected," "scheduled," "estimates," "intends," "anticipates" or "believes," or variations of such words and phrases, or can state that certain actions, events, conditions, circumstances or results "may," "could," "would," "might" or "will" be taken, occur or be achieved. Forward-looking statements can include, without limitation: prospective performance and opportunities and the outlook for the companies' businesses; the ability of CONMED to advance Viking's product lines; the expected timing of the completion of the transactions; the ability to complete the transactions considering the various closing conditions; and any assumptions underlying any of the foregoing. Viking stockholders and other investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties and are cautioned not to place undue reliance on these forward-looking statements. Actual results may differ materially from those currently anticipated due to a number of risks and uncertainties. Risks and uncertainties that could cause the actual results to differ from expectations contemplated by forward-looking statements include: uncertainties as to the timing of the merger; the possibility that various closing conditions for the transactions may not be satisfied or waived; the effects of the transactions on relationships with employees, customers, other business partners or governmental entities; other business effects, including the effects of industry, economic or political conditions outside of the companies' control; transaction costs; actual or contingent liabilities; and other risks and uncertainties detailed from time to time in the companies' periodic reports filed with the Securities and Exchange Commission, including current reports on Form 8-K, quarterly reports on Form 10-Q and annual reports on Form 10-K. All forward-looking statements are based on information currently available to the companies, and the companies assume no obligation to update any such forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law.

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