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MERGE TECHNOLOGIES INC
Form SC 13D/A
November 14, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Merge Technologies Incorporated

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

589981109

(CUSIP Number of Class of Securities)

Larry N. Feinberg
c/o Oracle Partners, L.P.
200 Greenwich Avenue, 3rd Floor
Greenwich, CT 06830
(203) 862-7900

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Daniel Schloendorn, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

November 10, 2006

(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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

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but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 589981109

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| | | |
|--|---|--------------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Larry N. Feinberg | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* | |
| | AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | [] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | United States | |
| | 7 | SOLE VOTING POWER |
| | | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | 1,401,475 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 1,401,475 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON | |
| | 1,401,475 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | [] |

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| | |
|----|--|
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 4.7% |
| 14 | TYPE OF REPORTING PERSON* |
| | IN |

This Amendment No. 2 (this "Amendment No. 2") amends the Amendment No. 1 to Schedule 13D filed on August 24, 2006 (the "Amendment No. 1") by Mr. Larry N. Feinberg ("Mr. Feinberg"). This Amendment No. 2 relates to the Common Stock, par value \$0.01 per share, of Merge Technologies Incorporated, a Wisconsin corporation (the "Company"). Unless the context otherwise requires, references herein to the "Common Stock" are to such Common Stock of the Company. This Amendment No. 2 is being filed to report a change in beneficial ownership in excess of 1% of the total amount of Common Stock outstanding and to report beneficial ownership of less than 5% of the total outstanding Common Stock. Capitalized terms used but not defined herein have the meaning ascribed thereto in Amendment No. 1.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of Amendment No. 1 is hereby amended by the deletion of the text thereof in its entirety and its replacement with the following:

As of the date hereof, Mr. Feinberg may be deemed to beneficially own 1,401,475 shares of the Company's Common Stock (the "Shares"), consisting of 1,401,475 shares of Common Stock. The Shares are held by the Funds. Mr. Feinberg has investment discretion over the activities of the Funds through Oracle Associates and the Investment Manager. The Shares were purchased for an aggregate purchase price of \$16,115,169.26. The funds for the purchase of the Shares held by the Funds came from capital contributions to the Funds by the investors in such Funds. The Shares were purchased through margin accounts maintained with UBS which may extend margin credit to the Reporting Person and other persons under his investment discretion as and when required to open or carry positions in these margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 5. Interest in Securities of the Issuer.

Item 5 of Amendment No. 1 is hereby amended by the deletion of the text thereof in its entirety and its replacement with the following:

(a) & (b) Ownership and power over disposition:

A. Mr. Feinberg

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(a) Amount beneficially owned: 1,401,475

(b) Percent of class: 4.7% The percentages used herein and in the rest of this Amendment No. 2 are calculated based upon a total of 29,278,564 outstanding shares of Common Stock issued and outstanding as of November 2, 2006 as reported in the Company's Report on Form 10-Q for the quarterly period ended September 30, 2006. The warrants to purchase shares of Common Stock previously owned by Mr. Feinberg, as reported in Amendment No. 1, have expired unexercised.

Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 1,401,475
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 1,401,475

(c) The transactions in the shares of the Common Stock that may be deemed to be beneficially owned by the Reporting Person during the past 60 days are set forth on Exhibit 99.1 attached hereto. All such transactions were effected in open market purchases.

(d) The Reporting Person expressly disclaims beneficial ownership of such shares of Common Stock except to the extent otherwise reported herein. Other than as set forth herein, no other person is known to have the right to receive or the power to direct the receipt of dividends from, and proceeds from the sale of, securities reported in this Amendment No. 2 which constitute more than five percent of the total outstanding Common Stock.

(e) Not applicable.

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Item 7. Material to be Filed as Exhibits.

1. Attached hereto as Exhibit 99.1 is a list of transactions in the Company Stock.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 14, 2006

/s/ Larry N. Feinberg

Larry N. Feinberg

[SIGNATURE PAGE TO AMENDMENT NO. 2 TO SCHEDULE 13D
WITH RESPECT TO
MERGE TECHNOLOGIES INCORPORATED]