

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

HAEMONETICS CORPORATION

-----  
(Name of Issuer)

Common Stock, Par Value \$0.01

-----  
(Title of Class of Securities)

405024100

-----  
(CUSIP Number)

Murray A. Indick  
Richard C. Blum & Associates, L.P.  
909 Montgomery Street, Suite 400  
San Francisco, CA 94133  
(415) 434-1111  
-----

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

October 20, 1998

-----  
(Date of Event which Requires Filing of this Statement)

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 Rule 13d-1(b)(3) or (4), check the following box [ ].

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

Page 1 of 12

CUSIP NO. 405024100

SCHEDULE 13D

Page 2 of 12

-----  
1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3205364

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [x]

-----  
3. SEC USE ONLY

-----  
4. SOURCE OF FUNDS\* See Item 3 below

-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION California

-----  
7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES 8. SHARED VOTING POWER 3,966,400\*\*

BENEFICIALLY  
OWNED BY EACH  
PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 3,966,400\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,966,400\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.9%\*\*

14. TYPE OF REPORTING PERSON PN, IA

\*\* See Item 5 below

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 405024100

SCHEDULE 13D

Page 3 of 12

1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, INC.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-2967812

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x] (b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3 below

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH

8. SHARED VOTING POWER 3,966,400\*\*

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 3,966,400\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,966,400\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.9%\*

14. TYPE OF REPORTING PERSON CO

\*\* See Item 5 below

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 405024100

SCHEDULE 13D

Page 4 of 12

1. NAME OF REPORTING PERSON RCBA GP, L.L.C.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3303831

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3 below

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
PERSON WITH

8. SHARED VOTING POWER 3,966,400\*\*

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 3,966,400\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,966,400\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.9%\*\*

14. TYPE OF REPORTING PERSON 00 (Limited Liability Company)

\*\* See Item 5 below

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 405024100

SCHEDULE 13D

Page 5 of 12

1. NAME OF REPORTING PERSON RICHARD C. BLUM

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON+

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3 below

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
PERSON WITH

8. SHARED VOTING POWER 3,966,400\*\*

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 3,966,400\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,966,400\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.9%\*\*

14. TYPE OF REPORTING PERSON IN

\*\* See Item 5 below

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 405024100

SCHEDULE 13D

Page 6 of 12

This Amendment No. 6 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on September 16, 1998 by Richard C. Blum & Associates, L.P., a California limited partnership ("RCBA L.P."); Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); RCBA GP, L.L.C., a Delaware limited liability company ("RCBA GP"); and Richard C. Blum, the Chairman and a substantial shareholder of RCBA Inc. and a managing member of RCBA GP (collectively, and together with RCBA Strategic Partners, L.P., the "Reporting Persons"). The principal executive office and mailing address of the Issuer is 400 Wood Road, Braintree, MA 02184. The following amendments to Items 4, 5 and 6 of the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended as follows:

On October 23, 1998, pursuant to a letter agreement between the Issuer and RCBA Strategic Partners, L.P. ("Strategic"), dated October 22, 1998, attached hereto as Exhibit B and incorporated by reference herein, Issuer expanded the size of its present Board of Directors and appointed N. Colin Lind, a Managing Member of Strategic, to the Board.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended as follows:

(a),(b) According to the Issuer's most recent Form 10-Q, there were 26,584,679 shares of Common Stock issued and outstanding as of July 4, 1998. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report direct holdings as follows: (i) RCBA L.P. and RCBA Inc. report direct holdings of 2,315,800 shares of the Common Stock on behalf of the limited partnerships for which RCBA L.P. serves as the general partner and RCBA L.P.'s investment advisory clients, which represents 8.7% of the outstanding shares of the Common Stock; (ii) RCBA GP reports direct holdings of 1,219,700 shares of the Common Stock on behalf of the limited partnership for which it serves as the general partner, which represents 4.6% of the outstanding shares of the Common Stock; and (iii) Mr. Blum reports the aggregate of these shares for a total of 3,535,500 shares of the Common Stock, which represents 13.3% of the outstanding shares of the Common Stock.

In addition, because RCBA L.P. has voting and investment power with respect to 430,900 shares that are legally owned by The Common Fund for the account of its Equity Fund ("The Common Fund"), those shares are reported as beneficially owned by RCBA L.P. The Common Fund is principally engaged in the business of managing investments for educational institutions. The principal administrative office of The Common Fund is located at 450 Post Road East, Westport, Connecticut 06881-0909. The Common Fund disclaims membership in a

CUSIP NO. 405024100

SCHEDULE 13D

Page 7 of 12

group with any of the Reporting Persons, and disclaims beneficial ownership of any shares held by the Reporting Persons.

Voting and investment power concerning the above shares are held solely by RCBA L.P. and RCBA GP. The Reporting Persons therefore may be deemed to be members in a group, in which case each Reporting Person would be deemed to have beneficial ownership of an aggregate of 3,966,400 shares of the Common Stock, which is 14.9% of the outstanding Common Stock. As the sole general partner of RCBA L.P., RCBA Inc. is deemed the beneficial owner of the

securities over which RCBA L.P. has voting and investment power. As Chairman, director and a substantial shareholder of RCBA Inc., Richard C. Blum might be deemed to be the beneficial owner of the securities beneficially owned by RCBA Inc. Additionally, Mr. Blum may be deemed to be the beneficial owner of the securities over which RCBA GP has voting and investment power. Although Mr. Blum is joining in this Schedule as a Reporting Person, the filing of this Schedule shall not be construed as an admission that he, or any of the other shareholders, directors and executive officers of RCBA Inc., or managing members and members of RCBA GP, is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc. or RCBA GP, except to the extent of any pecuniary interest therein.

(c) Since the Schedule 13D filing, the Reporting Persons purchased the following shares of Common Stock in the open market:

Trade Date	Shares	Price/Share
10-09-98	70,800	17.61
10-16-98	50,000	18.75
10-20-98	220,000	19.00

(d) and (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None of the Reporting Persons or, to the best knowledge of the Reporting Persons, the other persons named in Item 2, is a party to any contract, arrangement, understanding or relationship with respect to any securities of the Issuer, including but not limited to the transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, except (i) as previously disclosed, (ii) as noted above, RCBA L.P. has voting and investment power of the shares held by it for the benefit of the Common Fund, and (iii) as noted in Item 4, a letter agreement entered into on October 22, 1998, attached hereto as Exhibit B, pursuant to which the Issuer expanded the size of its present Board of Directors and appointed N. Colin Lind to the Board.

CUSIP NO. 405024100                      SCHEDULE 13D                      Page 8 of 12

Item 7. Material to be Filed as Exhibits

- Exhibit A Joint Filing Undertaking.
- Exhibit B Letter dated October 22, 1998 from Sir Stuart Burgess, Chairman of the Board, Haemonetics Corporation to N. Colin Lind, Richard C. Blum & Associates

CUSIP NO. 405024100                      SCHEDULE 13D                      Page 9 of 12

SIGNATURES

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

Dated: October 27, 1998

RICHARD C. BLUM & ASSOCIATES, INC.                      RICHARD C. BLUM & ASSOCIATES, L.P.  
 By Richard C. Blum & Associates, Inc.  
 its general partner

By /s/ Murray A. Indick                      By /s/ Murray A. Indick  
 -----  
 Murray A. Indick                      Murray A. Indick  
 Managing Director, General                      Managing Director, General Counsel,  
 Counsel, Chief Administrative                      Chief Administrative Officer and  
 Officer and Secretary                      Secretary

RCBA GP, L.L.C.                      /s/ Murray A. Indick  
 -----  
 RICHARD C. BLUM

By /s/ Murray A. Indick

By Murray A. Indick, Attorney-in-Fact

-----  
Murray A. Indick, Member

CUSIP NO. 405024100

SCHEDULE 13D

Page 10 of 12

Exhibit A  
JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: October 27, 1998

RICHARD C. BLUM & ASSOCIATES, INC.

RICHARD C. BLUM & ASSOCIATES, L.P.  
By Richard C. Blum & Associates, Inc.  
its general partner

By /s/ Murray A. Indick

By /s/ Murray A. Indick

-----  
Murray A. Indick  
Managing Director, General  
Counsel, Chief Administrative  
Officer and Secretary

-----  
Murray A. Indick  
Managing Director, General Counsel,  
Chief Administrative Officer and  
Secretary

RCBA GP, L.L.C.

/s/ Murray A. Indick

-----  
RICHARD C. BLUM

By /s/ Murray A. Indick

By Murray A. Indick, Attorney-in-Fact

-----  
Murray A. Indick, Member

CUSIP NO. 405024100

SCHEDULE 13D

Page 11 of 12

Exhibit B

October 22, 1998

N. Colin Lind  
Richard C. Blum & Associates, L.P.  
909 Montgomery Street, Suite 400  
San Francisco, CA 94133-4625

Re: Haemonetics Corporation

Dear Colin:

You have recently advised us that it is necessary for RCBA Strategic Partners, L.P. ("Partnership") to obtain "management rights" with respect to its investment in Haemonetics Corporation ("Company") in order for the Partnership to qualify as a "venture capital operating company" within the meaning given to that term by the United States Department of Labor Regulation published at Section 2510.3-101 of Title 29 of the Code of Federal Regulations ("Regulation").

The Regulation provides in relevant part that if an entity is a venture capital operating company, the assets of the entity will not constitute assets of the employee benefit plans which purchase interests in the entity for purposes of the prohibited transaction rules of the Employee Retirement Income Security Act of 1974, as amended, and the Internal Revenue Code of 1986, as amended. The United States Department of Labor has not provided detailed guidance as to which contractual rights will constitute management rights. The preamble to the Regulation does, however, indicate that the contractual

right to appoint one or more directors of an operating company is a management right. Accordingly, you have asked us to appoint a representative of the Partnership to the Board of Directors of the Company.

To assist you in maintaining the Partnership's venture capital operating company status, it has been agreed by the parties that the Company will expand the size of its present Board of Directors and will appoint N. Colin Lind to the Board as a representative of the Partnership. Mr. Lind's appointment shall take effect as of October 23, 1998. His term shall expire at the annual meeting of the Company's stockholders to be held in 2000 at which time he shall be subject to a possible reelection by vote of the stockholders.

CUSIP NO. 405024100

SCHEDULE 13D

Page 12 of 12

N. Colin Lind  
October 22, 1998  
Page 2

Please indicate your acceptance of the terms of this agreement by sending an original countersigned copy of this agreement to me. An additional executed copy of this agreement letter is enclosed for your files.

Best Regards,

Sir Stuart Burgess  
Chairman of the Board  
Haemonetics Corporation

Accepted and agreed to on this 22nd day of October, 1998.

RCBA Strategic Partners, L.P.

By: RCBA GP, L.L.C., its general partner

By: N. Colin Lind, a managing member