

ARTHROCARE CORP  
Form SC 13D/A  
June 02, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)

ArthroCare Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

(CUSIP Number) 043136100

David Goldman  
GAMCO Investors, Inc.  
One Corporate Center  
Rye, New York 10580-1435  
(914) 921-5000  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 29, 2014  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 043136100

Names of reporting persons  
 I.R.S. identification nos. of  
 above persons (entities  
 only)  
 1 Gabelli Funds, LLC

I.D.

No. 13-4044523  
 Check the appropriate box if  
 a member of a group (SEE  
 INSTRUCTIONS) (a)  
 2

(b)

3 Sec use only

Source of funds (SEE  
 INSTRUCTIONS)  
 4 00-Funds of investment  
 advisory clients

Check box if disclosure of  
 legal proceedings is required  
 pursuant to items 2 (d) or 2  
 (e)  
 5

Citizenship or place of  
 organization  
 6 New York

Number Of :7 Sole voting power  
 :

Shares : None (Item 5)  
 :

Beneficially :8 Shared voting power  
 :

Owned : None  
 :

By Each :9 Sole dispositive power  
 :

Reporting : None (Item 5)  
 :

Person :10 Shared dispositive power  
 :

With : None  
 :

11 Aggregate amount  
 beneficially owned by each

reporting person

None (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

0.00%

14 Type of reporting person  
(SEE INSTRUCTIONS)  
IA, CO

2

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CUSIP No. 043136100

Names of reporting persons  
 I.R.S. identification nos. of above persons  
 (entities only)  
 1 GAMCO Asset Management  
 Inc.  
 I.D. No. 13-4044521  
 Check the appropriate box if a member of a group  
 (SEE INSTRUCTIONS) (a)

2  
 (b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 00-Funds of investment advisory clients

5 Check box if disclosure of legal proceedings is  
 required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
 New York

Number Of :7 Sole voting power

Shares : None (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : None (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount beneficially owned by each  
 reporting person

12 None (Item 5)

13 Check box if the aggregate amount in row (11)  
 excludes certain shares  
 (SEE INSTRUCTIONS)

Percent of class represented by amount in row  
(11)

0.00%

14

Type of reporting person (SEE INSTRUCTIONS)  
IA, CO

3

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CUSIP No. 043136100

1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 Teton Advisors, Inc. I.D. No. 13-4008049  
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

2 (b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 00 – Funds of investment advisory clients

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

Number Of	:7	Sole voting power
Shares	:	None (Item 5)
Beneficially	:8	Shared voting power
Owned	:	None
By Each	:9	Sole dispositive power
Reporting	:	None (Item 5)
Person	:10	Shared dispositive power
With	:	None

11 Aggregate amount beneficially owned by each reporting person  
 None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares  
 (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)  
 0.00%

14 Type of reporting person (SEE  
 INSTRUCTIONS)

IA, CO

4

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CUSIP No. 043136100

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)  
Gabelli Securities, Inc.

2 I.D. No. 13-3379374  
Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)  
00 – Client funds

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

Number Of :<sup>7</sup> Sole voting power  
:

Shares : None (Item 5)  
:

Beneficially :<sup>8</sup> Shared voting power  
:

Owned : None  
:

By Each :<sup>9</sup> Sole dispositive power  
:

Reporting : None (Item 5)  
:

Person :<sup>10</sup> Shared dispositive power  
:

With : None  
:

11 Aggregate amount  
beneficially owned by each  
reporting person

None (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

0.00%

14 Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO, IA

5

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CUSIP No. 043136100

1 Names of reporting persons  
 I.R.S. identification nos. of above persons  
 (entities only)  
 GGCP,  
 Inc.  
 I.D. No. 13-3056041  
 Check the appropriate box if a member of a  
 group (SEE INSTRUCTIONS) (a)

2 (b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 None

5 Check box if disclosure of legal  
 proceedings is required pursuant to items 2  
 (d) or 2 (e)

6 Citizenship or place of organization  
 Wyoming

Number Of :7 Sole voting power

Shares : None (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : None (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount beneficially owned by  
 each reporting person

None (Item 5)

12 Check box if the aggregate amount in row  
 (11) excludes certain shares  
 (SEE INSTRUCTIONS)

13 Percent of class represented by amount in  
row (11)

0.00%

14 Type of reporting person (SEE  
INSTRUCTIONS)  
HC, CO

6

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CUSIP No. 043136100

1 Names of reporting persons  
 I.R.S. identification nos. of above  
 persons (entities only)  
 GAMCO Investors,  
 Inc.  
 I.D. No. 13-4007862  
 Check the appropriate box if a  
 member of a group (SEE  
 INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
 INSTRUCTIONS)  
 WC

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

Number Of :7 Sole voting power

Shares : None (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : None (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount beneficially owned  
 by each reporting person

None (Item 5)

12 Check box if the aggregate amount in  
 row (11) excludes certain shares  
 (SEE INSTRUCTIONS)

13 Percent of class represented by  
amount in row (11)

0.00%

14 Type of reporting person (SEE  
INSTRUCTIONS)  
HC, CO

7

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CUSIP No. 043136100

- Names of reporting persons  
 1 I.R.S. identification nos. of above persons (entities only)  
 Mario J. Gabelli  
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)  
 (a)  
 2  
 (b)  
 3 Sec use only  
 4 Source of funds (SEE INSTRUCTIONS)  
 None  
 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)  
 6 Citizenship or place of organization  
 USA  
 Number Of: 7 Sole voting power  
 Shares : None (Item 5)  
 Beneficially: 8 Shared voting power  
 Owned : None  
 By Each : 9 Sole dispositive power  
 Reporting : None (Item 5)  
 Person : 10 Shared dispositive power  
 With : None  
 11 Aggregate amount beneficially owned by each reporting person  
 None (Item 5)  
 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)  
 13 Percent of class represented by amount in row (11)  
 0.00%  
 14 Type of reporting person (SEE INSTRUCTIONS)

IN

8

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Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D on the Common Stock of ArthroCare Corporation (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on May 21, 2014. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, Inc. ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P., Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust

Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust by Gabelli, The GAMCO Natural Resources Gold & Income Trust by Gabelli, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli SRI Fund, Inc., and The Gabelli Healthcare & Wellness<sup>Rx</sup> Trust, (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Strategic Value and GAMCO Merger Arbitrage), a UCITS III vehicle. Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mites<sup>sm</sup> Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) As a result of the completion of the acquisition of the Issuer by Smith & Nephew Plc., the Reporting Persons no longer have beneficial ownership of any of the Issuer's shares.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) The Reporting Persons ceased to be beneficial owners of 5% or more of the Issuer's common stock on May 29, 2014.



Signature

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.

Dated: May 30, 2014

GGCP, INC.  
MARIO J. GABELLI

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
Attorney-in-Fact

TETON ADVISORS, INC.

By: /s/ David Goldman  
David Goldman  
General Counsel – Teton Advisors, Inc.

GAMCO ASSET MANAGEMENT INC.  
GAMCO INVESTORS, INC.  
GABELLI FUNDS, LLC  
GABELLI SECURITIES, INC.

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
President & Chief Operating Officer – GAMCO Investors, Inc.  
President – GAMCO Asset Management Inc.

President & Chief Operating

Officer of the sole member of  
Gabelli Funds, LLC  
President – Gabelli Securities, Inc.

SCHEDULE I

Information with Respect to Executive  
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.

Directors:

Mario J. Gabelli

Chief Executive  
Officer of GGCP,  
Inc., and  
Chairman &  
Chief Executive  
Officer of  
GAMCO  
Investors, Inc.;  
Director/Trustee  
of all registered  
investment  
companies  
advised by  
Gabelli Funds,  
LLC.

Marc J. Gabelli

Chairman of The  
LGL Group, Inc.  
2525 Shader  
Road  
Orlando, FL  
32804

Matthew R. Gabelli

Vice President –  
Trading  
G.research, Inc.  
One Corporate  
Center  
Rye, NY 10580

Charles C. Baum

Secretary &  
Treasurer  
United Holdings  
Co., Inc.  
2545 Wilkens  
Avenue

Baltimore, MD  
21223

Fredric V. Salerno  
Chairman;  
Former Vice  
Chairman and  
Chief Financial  
Officer  
Verizon  
Communications

Officers:

Mario J. Gabelli  
Chief Executive  
Officer and Chief  
Investment  
Officer

Marc J. Gabelli  
President  
Vice President,  
Assistant  
Secretary and  
Controller

Silvio A. Berni

GGCP Holdings LLC

Members:

GGCP, Inc.  
Manager and  
Member

Mario J. Gabelli  
Member

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt  
Former Chairman  
and Chief  
Executive Officer  
Procter &  
Gamble  
Company  
900 Adams  
Crossing  
Cincinnati, OH  
45202

Raymond C. Avansino

Richard L. Bready  
Chairman &  
Chief Executive  
Officer  
E.L. Wiegand  
Foundation

165 West Liberty  
Street  
Reno, NV 89501

Former Chairman  
and Chief  
Executive Officer  
Nortek, Inc.  
50 Kennedy  
Plaza  
Providence, RI  
02903

See above

Mario J. Gabelli

Director  
c/o GAMCO  
Investors, Inc.  
One Corporate  
Center  
Rye, NY 10580

Elisa M. Wilson

Eugene R. McGrath

Former Chairman  
and Chief  
Executive Officer  
Consolidated  
Edison, Inc.  
4 Irving Place  
New York, NY  
10003

Robert S. Prather

President &  
Chief Executive  
Officer  
Heartland Media,  
LLC  
1843 West  
Wesley Road  
Atlanta, GA  
30327

Officers:

Mario J. Gabelli

Chairman and  
Chief Executive  
Officer

Douglas R. Jamieson

President and  
Chief Operating  
Officer

Henry G. Van der Eb

Bruce N. Alpert

Agnes Mullady	Senior Vice President
Robert S. Zuccaro	Senior Vice President
Kevin Handwerker	Senior Vice President
	Executive Vice President and Chief Financial Officer
	Executive Vice President, General Counsel and Secretary

GAMCO Asset Management Inc.  
Directors:

Douglas R. Jamieson  
Regina M. Pitaro  
William S. Selby

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer – Value Portfolios
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Douglas R. Jamieson	President, Chief Operating Officer and Managing Director
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Robert S. Zuccaro	Chief Financial Officer
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David Goldman	General Counsel, Secretary & Chief Compliance Officer
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Gabelli Funds, LLC  
Officers:

Mario J. Gabelli	Chief Investment Officer – Value Portfolios Executive Vice President and Chief Operating Officer
Bruce N. Alpert	
Agnes Mullady	President and Chief Operating Officer – Open End Fund Division
Robert S. Zuccaro	Chief Financial Officer
David Goldman	General Counsel

Teton Advisors, Inc.  
Directors:

Howard F. Ward	Chairman of the Board
Nicholas F. Galluccio	
Vincent J. Amabile	Chief Executive Officer and President
John Tesoro	

Officers:

Howard F. Ward	See above
Nicholas F. Galluccio	See above
Robert S. Zuccaro	Chief Financial Officer
David Goldman	General Counsel
Tiffany Hayden	Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W. R. Blake & Sons, Inc.
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196-20 Northern  
Boulevard  
Flushing, NY  
11358

Douglas G. DeVivo  
DeVivo Asset  
Management  
Company LLC  
P.O. Box 2048  
Menlo Park, CA  
94027

Douglas R. Jamieson      President

Daniel R. Lee  
Managing  
Partner of  
Creative Casinos,  
LLC  
10801 W.  
Charleston Blvd.,  
Suite 420  
Las Vegas, NV  
89135

William C. Mattison, Jr.

Officers:

Douglas R. Jamieson      See above  
Robert S. Zuccaro      Chief Financial Officer  
Diane M. LaPointe      Controller  
David M. Goldman      General Counsel and Secretary  
Joel Torrance      Chief Compliance Officer

G.research, Inc.

Directors:

Irene Smolicz      Senior Trader – G.research, Inc.  
Daniel M. Miller      Chairman

Officers:

Daniel M. Miller      See above  
Cornelius V. McGinity      President  
Bruce N. Alpert      Vice President  
Diane M. LaPointe      Controller and Financial & Operations Principal

Douglas R. Jamieson Secretary

David M. Goldman Assistant Secretary

Josephine D. LaFauci Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli Chairman, Trustee & Chief Investment Officer

Elisa M. Wilson President

Marc J. Gabelli Trustee

Matthew R. Gabelli Trustee

Michael Gabelli Trustee

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli General Partner

SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

	DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)	
COMMON STOCK - ARTHROCARE CORPORATION				
GABELLI SECURITIES, INC.				
	5/29/14	104,445-	48.2500	
GABELLI GLOBAL PARTNERS LP				
	5/29/14	12,800-	48.2500	
GABELLI ASSOCIATES LIMITED II E				
	5/29/14	38,167-	48.2500	GABELLI
ASSOCIATES LIMITED				
	5/29/14	81,516-	48.2500	GABELLI
ASSOCIATES FUND II				
	5/29/14	44,394-	48.2500	
GABELLI ASSOCIATES FUND				
	5/29/14	123,586-	48.2500	
GAMCO INVESTORS, INC.				
	5/29/14	21,231-	48.2500	
GAMCO ASSET MANAGEMENT INC.				
	5/29/14	160,500-	48.2500	
	5/29/14	267,025-	48.2500	
TETON ADVISERS, INC.				
	5/29/14	80,000-	48.2500	
GABELLI FUNDS, LLC.				
GABELLI SMALL CAP GROWTH FUND				
	5/29/14	200,000-	48.2500	
THE GDL FUND				
	5/29/14	550,000-	48.2500	
ENTERPRISE MERGERS/ACQ FUND A				
	5/29/14	110,000-	48.2500	
GAMCO MERGER ARBITRAGE				
	5/29/14	27,013-	48.2500	
GABELLI ABC FUND				
	5/29/14	420,465-	48.2500	
	5/29/14	120,465	48.5600	

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NASDAQ GLOBAL SELECT MARKET.

(2) PRICE EXCLUDES COMMISSION.

(3) THE TRANSACTIONS ON MAY 29, 2014 WERE A RESULT OF THE COMPLETION OF THE ACQUISITION OF THE ISSUER BY SMITH & NEPHEW PLC.

