

RESMED INC  
Form S-8  
February 01, 2013

As filed with the Securities and Exchange Commission on February 1, 2013

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**ResMed Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**98-0152841**  
(I.R.S. Employer

Identification Number)

**9001 Spectrum Center Blvd.**

**San Diego, CA 92123**

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United States of America

(Address of Principal Executive Offices including Zip Code)

RESMED INC. 2009 EMPLOYEE STOCK PURCHASE PLAN

(Full Title of the Plan)

DAVID PENDARVIS

Chief Administrative Officer,

*Copy to:*

Global General Counsel and Secretary

ResMed Inc.

Regina M. Schlatter, Esq.

9001 Spectrum Center Blvd.

Latham & Watkins LLP

San Diego, CA 92123

650 Town Center Drive, Twentieth Floor

United States of America

Costa Mesa, California 92626

(858) 836-5000

(714) 540-1235

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$.004 per share	950,000	\$43.64	41,458,000	\$5,654.87

- (1) The ResMed Inc. 2009 Employee Stock Purchase Plan (formerly known as the 2003 Employee Stock Purchase Plan, as amended) (the Plan ) currently authorizes the issuance of 4,200,000 shares of our common stock, par value \$0.004 (including the shares registered by this registration statement) (the Common Stock ). We have previously registered 3,250,000 shares of Common Stock for issuance under the Plan. This registration statement is registering the additional 950,000 shares of Common Stock issuable under the Plan, as recently approved by our stockholders. In accordance with Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act ), this registration statement will also cover any additional shares of common stock which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or similar transaction.
- (2) Estimated solely for the purposes of calculating the registration fee under Rule 457(h) and (c) under the Securities Act, and is based on the average of the high and low sales price (\$43.64) of the Common Stock, as reported on the New York Stock Exchange on January 31, 2013, for the 950,000 additional shares of Common Stock issuable under the Plan.

**Proposed issuances to take place as soon after the effective date of the Registration Statement as practicable.**

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

We are not filing with or including in this form S-8 the information called for in part I of form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the Commission).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Registration of Additional Securities**

The ResMed Inc. 2009 Employee Stock Purchase Plan (formerly known as the 2003 Employee Stock Purchase Plan, as amended) (the Plan) currently authorizes the issuance of 4,200,000 shares of our common stock, par value \$0.004 (the Common Stock), which was recently approved by our stockholders and includes the shares being registered by this registration statement. We previously registered 3,250,000 shares of Common Stock for issuance under the Plan by a registration statement on form S-8 filed with the Commission on April 30, 2004, registration no. 333-1115048 (the Prior Registration Statement). The contents of the Prior Registration Statement are incorporated here by reference to the extent not modified or superseded by the Prior Registration Statements or by any subsequently filed document that is incorporated by reference in this registration statement or in the Prior Registration Statements. This registration statement is registering the additional 950,000 shares of Common Stock issuable under the Plan.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 8. Exhibits**

See Index to Exhibits included herein.

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**SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, ResMed Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on form S-8 and has duly caused and authorized the officers whose signatures appear below to sign this registration statement on its behalf, in the City of San Diego, State of California, USA, and in the City of Sydney, State of New South Wales, Australia on January 31, 2013.

**RESMED INC.**

By: /s/ Peter C. Farrell  
Peter C. Farrell, Chief Executive Officer and  
Chairman

By: /s/ Brett Sandercock  
Brett Sandercock, Chief Financial Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby authorizes and appoints Peter C. Farrell and Brett Sandercock as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this registration statement and other documents in connection with the registration statement, with the Securities and Exchange Commission, granting to those attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done.

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of January 31, 2013.

Signature	Title
/s/ Peter C. Farrell	Director, Chief Executive Officer and Chairman
Peter C. Farrell	(Principal Executive Officer)
/s/ Brett Sandercock	Chief Financial Officer (Principal Financial and Accounting Officer)
Brett Sandercock	
/s/ Gary W. Pace	Director
Gary W. Pace	

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/s/ Michael A. Quinn Director

Michael A. Quinn

/s/ Christopher G. Roberts Director

Christopher G. Roberts

/s/ Richard Sulpizio Director

Richard Sulpizio

/s/ Ronald Taylor Director

Ronald Taylor

/s/ John Wareham Director

John Wareham

**INDEX TO EXHIBITS**

**EXHIBIT**

- 4.1 Form of Certificate Evidencing Shares of Common Stock (incorporated by reference to the Registrant's registration statement on form S-1 (No. 33-91094) declared effective on June 1, 1995)
- 5.1\* Opinion of David Pendarvis
- 23.1\* Consent of David Pendarvis (included in Exhibit 5.1)
- 23.2\* Consent of KPMG LLP, Independent Registered Public Accounting Firm.
- 24\* Power of Attorney (included in the signature page to this registration statement)
- 99.1 ResMed Inc. 2009 Employee Stock Purchase Plan (incorporated by reference to exhibit 10.2 of the Registrant's current report on Form 8-K filed November 23, 2009)
- 99.2 Amendment to the ResMed Inc. 2009 Employee Stock Purchase Plan (incorporated by reference to Appendix A on the Registrant's proxy statement dated October 4, 2012)

\* Filed herewith.