

OMNICELL INC /CA/  
Form 8-K/A  
May 17, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 8-K/A**



**CURRENT REPORT**



**PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**



## **OMNICELL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-33043**  
(Commission File Number)

**94-3166458**  
(IRS Employer  
Identification Number)

**1201 Charleston Road**  
**Mountain View, CA 94043**

(Address of principal executive offices, including zip code)

**(650) 251-6100**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

The Current Report on Form 8-K of Omnicell Inc. (the **Company** ) dated March 15, 2005 is hereby amended by deleting the second paragraph of Item 1.01 and replacing it with the following:

A copy of the Agreement is attached hereto as Exhibit 10.1 and confidential treatment has been requested for certain portions, which portions have been filed separately with the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits.**

The Form 8-K is amended to include the following exhibit:

- (d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1*	Master Lease/Loan Purchase Agreement

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\* Confidential Treatment requested on certain portions, which portions have been filed separately with the Securities and Exchange Commission.



**SIGNATURE**



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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**OMNICELL, INC.**

Dated: May 16, 2006

By:                   /s/ Dan S. Johnston  
                          Dan S. Johnston,  
                          *Senior Vice President  
                          and General Counsel*

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1*	Master Lease/Loan Purchase Program Agreement

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