

OSI SYSTEMS INC
Form 8-K
October 05, 2005

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

FORM 8-K

CURRENT REPORT

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED):
October 5, 2005

OSI SYSTEMS, INC.
(EXACT NAME OF REGISTRANT SPECIFIED IN CHARTER)

CALIFORNIA
(STATE OR OTHER
JURISDICTION OF
INCORPORATION)

000-23125
(COMMISSION FILE
NUMBER)

330238801
(IRS EMPLOYER
IDENTIFICATION NO.)

12525 Chadron Avenue, Hawthorne, CA
(Address of principal executive offices)

90250
(Zip Code)

Registrant's telephone number, including area code: (310) 978-0516

N/A
(Former name or former address, if changed since last report)

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 7.01. Regulation FD Disclosure.

Spacelabs Healthcare, Inc. ("Spacelabs"), a wholly-owned subsidiary of OSI Systems, Inc. (the "Company"), is contemplating a public offering of approximately one-third of its issued and outstanding common stock in the United Kingdom and, in connection therewith, a listing on the AIM of the London Stock Exchange. The offering, if it takes place, will be directed to non-U.S. residents pursuant to Regulation S promulgated under the Securities Act of 1933, as amended (the "Act"). In connection with the proposed public offering, Spacelabs is distributing copies of a draft admission document to potential investors. A copy of the draft admission document is attached hereto as Exhibit 99.1 and incorporated by reference herein in its entirety. The information contained in the draft admission document is not complete and may be changed. A copy of the final admission document will be distributed to investors and filed with the Securities and Exchange Commission as an exhibit to Form 8-K in compliance with Regulation FD upon completion.

The draft admission document does not constitute an offer to sell or the solicitation of an offer to buy shares of common stock of Spacelabs in any jurisdiction in which such offer or solicitation is unlawful. The shares of common stock of Spacelabs have not been and will not be registered under the Act or under any applicable state securities laws of the United States. Accordingly, the shares of common stock may not be offered or sold or subscribed, directly or indirectly, within the United States or to any U.S. Person (as such term is defined in Regulation S promulgated under the Act).

The draft admission document contains "forward looking statements" within the meaning of Section 27A of the Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical fact included in the draft admission document are forward looking statements and, although the Company and Spacelabs believe that the expectations reflected in such forward looking statements are reasonable, neither the Company nor Spacelabs can give assurance that such expectations will prove to have been correct. Spacelabs' business and financial results are subject to various risks and uncertainties that may cause actual results to differ materially from its expectations. Neither the Company nor Spacelabs intends to provide updated information other than as otherwise required by applicable law. All subsequent written and oral forward looking statements attributable to the Company and Spacelabs, or persons acting on their behalf, are expressly qualified in their entirety by the cautionary statements contained in this paragraph and elsewhere in this report.

The information in this report is being furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Act or the Exchange Act. Additionally, the submission of the report on Form 8-K is not an admission of the materiality of any information in this report that is required to be disclosed solely by Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99.1: Draft Admission Document, dated October 5, 2005.

SIGNATURES

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

Date: October 5, 2005

OSI SYSTEMS, INC.

By: /s/ Victor Sze
Victor Sze
Executive Vice President

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 99.1 | Draft Admission Document, dated October 5, 2005 |
