

RESMED INC  
Form S-8  
February 28, 2014

As filed with the Securities and Exchange Commission on February 27, 2014

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)**

**9001 Spectrum Center Blvd.**

**San Diego, CA 92123**

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

**Identification Number)**

**United States of America**

**(Address of Principal Executive Offices including Zip Code)**

**RESMED INC. 2009 INCENTIVE AWARD PLAN**

**(Full Title of the Plan)**

**DAVID PENDARVIS**

**Chief Administrative Officer,**

**Global General Counsel and Secretary**

**ResMed Inc.**

**9001 Spectrum Center Blvd.**

**San Diego, CA 92123**

**United States of America**

**(858) 836-5000**

*Copy to:*

**Regina M. Schlatter, Esq.**

**Latham & Watkins LLP**

**650 Town Center Drive, Twentieth Floor**

**Costa Mesa, California 92626**

**(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	8,258,937	\$44.19	\$364,962,426	\$47,007.16

- (1) The ResMed Inc. 2009 Incentive Award Plan, as amended (formerly known as the ResMed Inc. 2006 Incentive Award Plan, as amended and restated) (the Plan), currently authorizes the issuance of 43,733,937 shares of our common stock, par value \$0.004 (including the shares registered by this registration statement.) (the Common Stock). We have previously registered 35,475,000 shares of Common Stock for issuance under the Plan. This registration statement is registering the additional 8,258,937 shares of Common Stock approved by our stockholders for issuance under the Plan. 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 (\$44.19) of the Common Stock, as reported on the New York Stock Exchange on February 26, 2014, for the 8,258,937 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 Incentive Award Plan (formerly known as the Amended and Restated ResMed Inc. 2006 Incentive Award Plan, as amended) (the Plan) currently authorizes the issuance of 43,733,937 shares of our common stock, par value \$0.004 (the Common Stock) which includes the shares being registered by this registration statement). We have previously registered 35,475,000 shares of Common Stock for issuance under the Plan by (i) a registration statement on form S-8 filed with the Commission on January 31, 2007, registration no. 333-140351, covering 15,600,000 shares of Common Stock, (ii) a registration statement on form S-8 filed with the Commission on December 11, 2008, registration no. 333-156065, covering 4,200,000 shares of Common Stock, (iii) a registration statement on form S-8 filed with the Commission on January 26, 2010, registration no. 333-164527, covering 3,121,650 shares of Common Stock and (iv) a registration statement on form S-8 filed with the Commission on May 12, 2012, registration no. 333-181317, covering 12,553,350 shares of Common Stock (collectively, the Prior Registration Statements). The contents of the Prior Registration Statements 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. The amount of Common Stock registered under the Prior Registration Statements referenced in (i), (ii) and (iii) has been doubled to reflect a two-for-one stock split on August 17, 2010. This registration statement is registering the additional shares recently approved by our stockholders for issuance under the Plan. The stockholders approved an increase of 8,345,000 shares, subject to reduction for certain grants that occurred between June 30, 2013 and our annual meeting. After accounting for such grants, our stockholders approved an increase of 8,258,937 shares.

**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 February 19, 2014.

**RESMED INC.**

By: /s/ Michael J. Farrell  
Michael J. Farrell, Chief Executive  
Officer

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

**POWER OF ATTORNEY**

Each person whose signature appears below hereby authorizes and appoints Michael J. Farrell and Brett A. 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 February 19, 2014.

<b>Signature</b>	<b>Title</b>
/s/ Michael J. Farrell Michael J. Farrell	Director and Chief Executive Officer (Principal Executive Officer)
/s/ Brett A. Sandercock Brett A. Sandercock	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Peter C. Farrell Peter C. Farrell	Chairman of the Board
/s/ Carol J. Burt Carol J. Burt	Director
/s/ Gary W. Pace Gary W. Pace	Director

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/s/ Christopher G. Roberts  
Christopher G. Roberts

Director

/s/ Richard Sulpizio  
Richard Sulpizio

Director

/s/ Ronald Taylor  
Ronald Taylor

Director

/s/ John Wareham  
John Wareham

Director

**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
- 10.1 ResMed Inc. 2009 Incentive Award Plan (incorporated by reference to Exhibit 10.1 of the Registrant's current report on Form 8-K filed on November 23, 2009)
- 10.2 Amendment No. 1 to the ResMed Inc. 2009 Incentive Award Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement filed on October 4, 2011)
- 10.3 Amendment No. 2 to the ResMed Inc. 2009 Incentive Award Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement filed on October 2, 2013)
- 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)

\* Filed herewith.