

RESMED INC
Form 8-K
November 05, 2018

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

November 5, 2018

Date of Report (Date of earliest event reported)

ResMed Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-15317
(Commission

File Number)

98-0152841
(I.R.S. Employer

Identification No.)

Edgar Filing: RESMED INC - Form 8-K

9001 Spectrum Center Boulevard

San Diego, California 92123

(Address of Principal Executive Offices) (Zip Code)

(858) 836-5000

(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On November 5, 2018, ResMed Inc. (ResMed) issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing its entry into an Agreement and Plan of Merger (the Merger Agreement) with ResMed Operations Inc., (ResMed Operations), a Delaware corporation and wholly owned subsidiary of ResMed, Evolved Sub, Inc. a Delaware corporation and a wholly owned subsidiary of ResMed Operations (Merger Sub), MatrixCare Holdings, Inc., a Delaware corporation (MatrixCare), and OPE LGI Holdings Limited, a Canadian private company, in its capacity as the agent acting on behalf of the holders of common stock of MatrixCare, providing for the merger of Merger Sub with and into MatrixCare, such that MatrixCare will become the surviving company and a wholly owned subsidiary of ResMed Operations (the Merger).

The information contained in this Item 7.01 of Form 8-K (including Exhibit 99.1 attached hereto) is being furnished and shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

The information relating solely to the Merger Agreement and the proposed Merger set forth above in Item 7.01 is incorporated herein by reference, except for Exhibit 99.1, which shall not be deemed filed and is not incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Exhibit Description
99.1	<u>Press Release dated November 5, 2018</u>

SIGNATURES

We have authorized the person whose signature appears below to sign this report on our behalf, in accordance with the Securities Exchange Act of 1934, as amended.

RESMED INC.

Date: November 5, 2018

By: /s/ David Pendarvis

Name: David Pendarvis

Its: Chief administrative officer, global general
counsel and secretary