

RESPIRONICS INC  
Form 8-K  
November 18, 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) November 15, 2005**

**RESPIRONICS, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation)

**000-16723**

(Commission  
File Number)

**25-1304989**

(IRS Employer  
Identification No.)

**1010 Murry Ridge Lane, Murrysville, Pennsylvania**

(Address of Principal Executive Offices)

**15668-8525**

(Zip Code)

Registrant's telephone number, including area code (724) **387-5200**

**NONE**

(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 (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting materials 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))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On November 15, 2005, the shareholders of Respiroics, Inc. ( Respiroics ) approved the adoption of the Respiroics, Inc. 2006 Stock Incentive Plan (the Plan ), which was adopted by the Respiroics Board of Directors on August 25, 2005, contingent upon shareholder approval of the same.

The Plan allows the grant of stock options, stock appreciation rights, restricted shares, restricted share units, performance awards and other stock-based awards to employees, including executive officers, and consultants, and provides formulaic grants of stock options to non-employee directors. The aggregate number of shares which may be issued under the Plan is 5,019,000 shares, of which 1,250,000 may be issued in connection with the grant of restricted shares, restricted share units, performance awards and other stock-based awards pursuant to which a participant does not pay the fair market value of such shares measured as of the grant date.

A copy of the Plan is attached hereto as Exhibit 10.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

10.1 Respiroics, Inc. 2006 Stock Incentive Plan

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SIGNATURE

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

RESPIRONICS, INC.  
(Registrant)

By        /s/ Daniel J. Bevevino  
            Daniel J. Bevevino  
            Vice President and Chief  
            Financial and Principal  
            Accounting Officer

Date: November 15, 2005

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EXHIBIT INDEX

Exhibit No. Document Description

10.1 Respiration, Inc. 2006 Stock Incentive Plan