

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)

June 12, 2001 (June 11, 2001)

ResMed Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-26308

98-0152841

(State of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

14040 Danielson Street, Poway, California 92064-6857

(Address of principal executive offices) (Zip Code)

(858) 746-2400

(Registrant's telephone number, including area code)

(former name or former address, if changed since last report)

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Item 5. Other Events.

On June 11, 2001, ResMed Inc. issued a press release pursuant to Rule 135c promulgated under the Securities Act of 1933, as amended, announcing a proposed private placement of \$150 million of convertible subordinated notes. However, no assurance can be made that the offering of the notes will be completed.

A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

The notes have not been registered under the Securities Act of 1933 or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933 and applicable state securities laws. This current report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy the notes.

Item 7. Exhibits.

99.1 Text of Press Release, dated June 11, 2001.

SIGNATURE

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.

Dated: June 11, 2001

ResMed Inc.

By: \_\_\_\_\_ /s/ WALTER FLICKER

Walter Flicker  
Corporate Secretary

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99.1 Text of Press Release, dated June 11, 2001.

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**ResMed to Make Private Placement of  
\$150 Million of Convertible Subordinated Notes**

SAN DIEGO, CA, June 11, 2001 — ResMed Inc. (NYSE:RMD) announced today that it intends to raise \$150 million through a private placement of its convertible subordinated notes due 2006 (\$172.5 million if the over-allotment option is exercised in full). The offering of the notes, which is subject to market and other conditions, will be made within the United States only to qualified institutional buyers, and outside the United States to non-U.S. qualified investors.

ResMed intends to use a portion of the net proceeds of the note offering to repay its outstanding indebtedness incurred in connection with its February 2001 acquisition of MAP Medizin-Technologie GmbH and amounts outstanding under its existing credit facility. The remaining proceeds will be used for general corporate purposes, including working capital, the development and introduction of new products and the introduction of its products into new markets.

The notes and the underlying common stock have not been registered under the Securities Act of 1933 or applicable state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws. This announcement shall not constitute an offer to sell or a solicitation of an offer to buy the notes.

ResMed is a leading developer, manufacturer, and marketer of medical equipment for the diagnosis and treatment of sleep-disordered breathing, selling its products in 60 countries. ResMed made the *Forbes*' list of 200 Best Small Companies in America for four consecutive years; in 2000, ResMed was ranked #34 up from #172 in 1997. ResMed was listed as one of *Business Week*'s Hundred Hot Growth Companies for three consecutive years; in 2001 ResMed was ranked #31 up from 67 in 1999. ResMed was named by *Fortune* magazine as one of America's One Hundred Fastest Growing Companies in both 1999 and 2000.

Statements contained in this release, which are not historical facts, are "forward-looking" statements as contemplated by the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those projected or implied in the forward-looking statements. Such risks and uncertainties include, among others, general economic, financial and business conditions, the potential inability to complete the note offering and other factors discussed in the Company's Annual Report on Form 10-K for the most recent fiscal year.

Further information can be obtained by contacting Walter Flicker at ResMed Inc., (858) 746-2211 or by visiting the Company's multilingual web site at [www.resmed.com](http://www.resmed.com).

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