
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2004**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____**

0-26038

Commission file number

ResMed Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

98-0152841

(IRS Employer Identification No)

14040 Danielson St

Poway CA 92064-6857

United States Of America

(Address of principal executive offices)

(858) 746 2400

(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of February 3, 2005, 34,244,231 shares of Common Stock (\$0.004 par value) were outstanding. This number excludes 1,127,459 shares held by the registrant as treasury shares.

[Table of Contents](#)

RESMED INC. AND SUBSIDIARIES

INDEX

Part I [Financial Information](#)

Item 1	Financial Statements	
	Condensed Consolidated Balance Sheets as of December 31, 2004 (unaudited) and June 30, 2004	3
	Condensed Consolidated Statements of Income (unaudited) for the Three Months Ended December 31, 2004 and 2003 and the Six Months Ended December 31, 2004 and 2003	4
	Condensed Consolidated Statements of Cash Flows (unaudited) for the Six Months Ended December 31, 2004 and 2003	5
	Notes to Condensed Consolidated Financial Statements (unaudited)	6

Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	20
--------	---	----

Item 3	Quantitative and Qualitative Disclosures About Market and Business Risk	29
--------	---	----

Item 4	Controls and Procedures	38
--------	---	----

Part II [Other Information](#)

Item 1	Legal Proceedings	39
--------	-----------------------------------	----

Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	39
--------	---	----

Item 3	Defaults Upon Senior Securities	39
--------	---	----

Item 4	Submission of Matters to a Vote of Security Holders	39
--------	---	----

Item 5	Other Information	40
--------	-----------------------------------	----

Item 6	Exhibits	40
--------	--------------------------	----

	Signatures	41
--	----------------------------	----

[Table of Contents](#)

PART I - FINANCIAL INFORMATION

Item 1

RESMED INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets (Unaudited)
(In US\$ thousands, except share and per share data)

	December 31, 2004	June 30, 2004
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 143,068	\$128,907
Marketable securities available-for-sale (note 3)	21,976	12,021
Accounts receivable, net of allowance for doubtful accounts of \$3,371 at December 31, 2004 and \$3,197 at June 30, 2004	76,861	67,242
Inventories, net (note 4)	64,854	55,797
Deferred income taxes	9,238	7,041
Prepaid expenses and other current assets	7,249	6,821
Total current assets	323,246	277,829
Property, plant and equipment, net (note 6)		
Patents, net of accumulated amortization of \$6,434 at December 31, 2004 and \$4,961 at June 30, 2004	5,856	4,814
Goodwill (note 7)	119,479	106,075
Other assets	9,511	8,173
Total non-current assets	301,245	266,330
Total assets	\$ 624,491	\$544,159
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 17,820	\$ 18,574
Accrued expenses	28,134	22,591
Current portion of deferred revenue	11,337	8,759
Income taxes payable	14,895	8,470
Current portion of deferred profit on sale-leaseback	1,116	2,197
Total current liabilities	73,302	60,591
Non-current liabilities:		
Deferred revenue	10,540	8,819
Convertible subordinated notes (note 8)	113,250	113,250
Total non-current liabilities	123,790	122,069
Total liabilities	197,092	182,660
Stockholders' equity:		
Preferred Stock, \$0.01 par value, 2,000,000 shares authorized; none issued	—	—
Series A Junior Participating Preferred Stock, \$0.01 par value, 250,000 shares authorized; none issued	—	—
Common stock, \$0.004 par value, 100,000,000 shares authorized; issued and outstanding 34,124,970 at December 31, 2004 and 33,858,272 at June 30, 2004 (excluding 1,127,459 and 886,369 shares held as Treasury Stock respectively)	136	135
Additional paid-in capital	143,051	132,875
Retained earnings	248,986	217,656
Treasury stock	(41,405)	(30,440)
Accumulated other comprehensive income (note 5)	76,631	41,273
Total stockholders' equity	427,399	361,499
Total liabilities and stockholders' equity	\$ 624,491	\$544,159

See accompanying notes to unaudited condensed consolidated financial statements.

RESMED INC. AND SUBSIDIARIES
 Condensed Consolidated Statements of Income (Unaudited)
 (In US\$ thousands, except per share data)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2004	2003	2004	2003
Net revenue	\$ 103,893	\$ 82,292	\$ 191,626	\$ 155,170
Cost of sales	35,515	29,868	66,837	55,588
Gross profit	68,378	52,424	124,789	99,582
Operating expenses:				
Selling, general and administrative	33,469	25,765	60,133	47,952
Research and development	7,842	6,766	14,661	12,783
Donation to research foundation	500	500	500	500
Restructuring expenses (note 9)	958	—	2,926	—
Total operating expenses	42,769	33,031	78,220	61,235
Income from operations	25,609	19,393	46,569	38,347
Other income (expense), net:				
Interest income (expense), net	(159)	(368)	(480)	(762)
Other, net	679	1,883	710	1,231
Total other income (expense), net	520	1,515	230	469
Income before income taxes	26,129	20,908	46,799	38,816
Income taxes	(8,725)	(6,757)	(15,469)	(12,416)
Net income	\$ 17,404	\$ 14,151	\$ 31,330	\$ 26,400
Basic earnings per share	\$ 0.51	\$ 0.42	\$ 0.92	\$ 0.78
Diluted earnings per share (note 2 (j))	\$ 0.49	\$ 0.40	\$ 0.89	\$ 0.75
Basic shares outstanding (000's)	34,012	33,663	33,951	33,658
Diluted shares outstanding (000's)	37,102	35,044	37,115	35,069

See accompanying notes to unaudited condensed consolidated financial statements.

[Table of Contents](#)

PART I - FINANCIAL INFORMATION

Item 1

RESMED INC. AND SUBSIDIARIES
Unaudited Condensed Consolidated Statements of Cash Flows
(In US\$ thousands)

	Six Months Ended December 31,	
	2004	2003
Cash flows from operating activities:		
Net income	\$ 31,330	\$ 26,400
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,245	8,221
Amortization of deferred borrowing costs	411	406
Provision for service warranties	678	103
Foreign currency options revaluation	(1,056)	(1,895)
Profit on sale and lease-back of building	(1,264)	(1,184)
Changes in operating assets and liabilities; net of effect of acquisitions:		
Accounts receivable, net	(3,948)	(2,804)
Inventories	(6,440)	(5,184)
Prepaid expenses and other current assets	(185)	73
Accounts payable, accrued expenses and other liabilities	7,159	1,861
Net cash provided by operating activities	<u>38,930</u>	<u>25,997</u>
Cash flows from investing activities:		
Purchases of property, plant and equipment	(15,958)	(27,035)
Patent registration costs	(1,284)	(1,324)
Purchase of non-trading investments	(383)	(917)
Cash paid for acquisitions (note 11)	(5,828)	(184)
Purchases of marketable securities – available-for-sale	(144,616)	(37,908)
Proceeds from sale or maturity of marketable securities – available-for-sale	134,670	34,726
Net cash used in investing activities	<u>(33,399)</u>	<u>(32,642)</u>
Cash flows provided by financing activities:		
Proceeds from issuance of common stock, net	10,177	11,639
Purchase of treasury stock	(10,965)	(19,025)
Net cash used in financing activities	<u>(788)</u>	<u>(7,386)</u>
Effect of exchange rate changes on cash	9,418	7,002
Net increase (decrease) in cash and cash equivalents	<u>14,161</u>	<u>(7,029)</u>
Cash and cash equivalents at beginning of period	<u>128,907</u>	<u>114,491</u>
Cash and cash equivalents at end of period	<u>\$ 143,068</u>	<u>\$ 107,462</u>
Supplemental disclosure of cash flow information:		
Income taxes paid	\$ 12,870	\$ 10,757
Interest paid	2,265	2,265

See accompanying notes to unaudited condensed consolidated financial statements.

RESMED INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(1) Organization and Basis of Presentation

ResMed Inc (the "Company") is a Delaware Corporation formed in March 1994 as a holding company for the ResMed Group. Through our subsidiaries, we design, manufacture and market devices for the evaluation and treatment of sleep-disordered breathing, primarily obstructive sleep apnea. Our manufacturing operations are located in Australia, Germany and the United States of America. Major distribution and sales sites are located in the United States of America, Germany, France, United Kingdom, Switzerland, Australia and Sweden.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended December 31, 2004 are not necessarily indicative of the results that may be expected for the year ending June 30, 2005.

The consolidated financial statements for the six months ended December 31, 2004 and 2003 are unaudited and should be read in conjunction with the consolidated financial statements and notes thereto included in our Form 10-K for the year ended June 30, 2004.

(2) Summary of Significant Accounting Policies

(a) Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant inter-company transactions and balances have been eliminated in consolidation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results could differ from management's estimates.

RESMED INC AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(2) Summary of Significant Accounting Policies, Continued

(b) Revenue Recognition

Revenue on product sales is generally recorded upon shipment, at which time title transfers to the customer. Revenue on product sales which require customer acceptance is not recorded until acceptance is received. Royalty revenue from license agreements is recorded when earned. Service revenue received in advance from service contracts is initially deferred and recognized ratably over the life of the service contract. Revenue received in advance from rental unit contracts is initially deferred and recognized ratably over the life of the rental contract. Revenue from sale of marketing or distribution rights is initially deferred and recognized ratably as revenue over the life of the contract. Freight charges billed to customers are included in revenue. All freight-related expenses are charged to cost of sales.

We do not recognize revenues to the extent that we offer a right of return or other recourse with respect to the sale of our products, other than returns for product defects or other warranty claims, nor do we recognize revenues if we offer variable sale prices for subsequent events or activities. As part of our sales processes we may provide upfront discounts for large orders, one time special pricing to support new product introductions, sales rebates for centralized purchasing entities or price-breaks for regular order volumes. The costs of all such programs are recorded as an adjustment to revenue. In our U.S. sales activities we use a number of manufacturer representatives to sell our products. These representatives are paid a direct commission on sales and act as an integral component of our U.S. sales force. We do not sell our products to these representatives and do not recognize revenue on such shipments. Our products are predominantly therapy-based equipment and require no installation. As such, we have no significant installation obligations.

(c) Cash and Cash Equivalents

Cash equivalents include certificates of deposit, commercial paper, and other highly liquid investments and are stated at cost, which approximates market. Investments with original maturities of 90 days or less are considered to be cash equivalents for purposes of the consolidated statements of cash flows.

(d) Inventories

Inventories are stated at the lower of cost, determined principally by the first-in, first-out method, or net realizable value. We review and provide for any product obsolescence in our manufacturing and distribution operations with assessments of individual products and components (based on estimated future usage and sales) being performed throughout the year.

RESMED INC AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(2) Summary of Significant Accounting Policies, Continued

(e) Property, Plant and Equipment

Property, plant and equipment, including rental equipment, is recorded at cost. Depreciation expense is computed using the straight-line method over the estimated useful lives of the assets, generally two to ten years except for buildings which are depreciated over an estimated useful life of 40 years. Straight-line and accelerated methods of depreciation are used for tax purposes. Maintenance and repairs are charged to expense as incurred.

(f) Patents

The registration costs for new patents are capitalized and amortized over the estimated useful life of the patent, generally five years. In the event of a patent being superseded, the unamortized costs are written off immediately.

(g) Goodwill

We conducted our annual review for goodwill impairment as at June 30, 2004. In conducting our review of goodwill impairment, we identified reporting units, being components of our operating segment, as each of the entities acquired and giving rise to the goodwill. The fair value for each reporting unit was determined based on discounted cash flows and involved a two step process as follows:

Step 1 - Compare the fair value for each reporting unit to its carrying value, including goodwill. For each reporting unit where the carrying value, including goodwill, exceeds the reporting unit's fair value, move on to step 2. If a reporting unit's fair value exceeds the carrying value, no further work is performed and no impairment charge is necessary.

Step 2 - Allocate the fair value of the reporting unit to its identifiable tangible and non-goodwill intangible assets and liabilities. This will derive an implied fair value for the goodwill. Then, compare the implied fair value of the reporting unit's goodwill with the carrying amount of the reporting unit's goodwill. If the carrying amount of the reporting unit's goodwill is greater than the implied fair value of its goodwill, an impairment loss must be recognized for the excess.

The results of the review indicated that no impaired goodwill existed at June 30, 2004.

RESMED INC AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(2) Summary of Significant Accounting Policies, Continued

(h) Foreign Currency

The consolidated financial statements of our non-U.S. subsidiaries, whose functional currencies are other than U.S. dollars, are translated into U.S. dollars for financial reporting purposes. Assets and liabilities of non-U.S. subsidiaries whose functional currencies are other than the U.S. dollar are translated at period end exchange rates, and revenue and expense transactions are translated at average exchange rates for the period. Cumulative translation adjustments are recognized as part of comprehensive income, as described in Note 5, and are included in accumulated other comprehensive income in the consolidated balance sheet until such time as the subsidiary is sold or substantially or completely liquidated. Gains and losses on transactions denominated in other than the functional currency of the entity are reflected in operations.

(i) Research and Development

All research and development costs are expensed in the period incurred.

(j) Earnings Per Share

We calculate earnings per share in accordance with Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS 128"). SFAS 128 requires the presentation of "basic" earnings per share and "diluted" earnings per share. Basic earnings per share is computed by dividing the net income available to common shareholders by the weighted average number of shares of common stock outstanding. For purposes of calculating diluted earnings per share, net income is adjusted for the after-tax amount of interest associated with convertible debt, and the denominator includes both the weighted average number of shares of common stock outstanding and the number of dilutive common stock equivalents such as stock options and convertible notes.

RESMED INC AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

Basic and diluted earnings per share for the periods ended December 31, 2004 and 2003 are calculated as follows:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2004	2003	2004	2003
Numerator:				
Net Income	\$ 17,404	\$ 14,151	\$ 31,330	\$ 26,400
Adjustment for interest and deferred borrowing costs, net of income tax effect	821	—	1,642	—
Net Income, used in calculating diluted earnings per share	<u>\$ 18,225</u>	<u>\$ 14,151</u>	<u>\$ 32,972</u>	<u>\$ 26,400</u>
Denominator:				
Basic weighted-average common shares outstanding	34,012	33,663	33,951	33,658
Effect of dilutive securities:				
Stock options	1,221	1,381	1,295	1,411
Convertible subordinated notes	1,869	—	1,869	—
Diluted potential common shares	<u>3,090</u>	<u>1,381</u>	<u>3,164</u>	<u>1,411</u>
Diluted weighted-average shares	<u>37,102</u>	<u>35,044</u>	<u>37,115</u>	<u>35,069</u>
Basic earnings per share	\$ 0.51	\$ 0.42	\$ 0.92	\$ 0.78
Diluted earnings per share	\$ 0.49	\$ 0.40	\$ 0.89	\$ 0.75

Stock options of 67,000 and 1,017,000 for the three month periods ended December 31, 2004 and 2003 respectively, and stock options of 568,000 and 1,006,000 for the six month periods ended December 31, 2004 and 2003 respectively, were not included in the computation of diluted earnings per share as the effect of exercising these options would have been anti-dilutive.

RESMED INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(2) Summary of Significant Accounting Policies, Continued

(k) Financial Instruments

The carrying value of financial instruments, such as cash and cash equivalents, marketable securities available-for-sale, accounts receivable and accounts payable approximate their fair value because of their short-term nature. The estimated fair value of the Company's long-term debt at December 31, 2004 approximates \$119.5 million compared with the carrying value of \$113.3 million. Foreign currency option contracts are marked to market and therefore reflect their fair value. We do not hold or issue financial instruments for trading purposes.

The fair value of financial instruments is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties.

(l) Foreign Exchange Risk Management

We enter into various types of foreign exchange contracts in managing our foreign exchange risk, including derivative financial instruments encompassing forward exchange contracts and foreign currency options.

The purpose of our foreign currency hedging activities is to protect us from adverse exchange rate fluctuations with respect to net cash movements resulting from the sales of products to foreign customers and Australian manufacturing activities. We enter into foreign currency option contracts to hedge anticipated sales and manufacturing costs, principally denominated in Australian dollars and Euros. The terms of such foreign currency option contracts generally do not exceed three years.

Our foreign currency derivatives portfolio represents a cash flow hedge program against the net cash flow of our international manufacturing operations. We have determined our hedge program to be a non-effective hedge as defined under SFAS 133. The foreign currency derivatives portfolio is recorded in the consolidated balance sheets at fair value and included in other assets or other liabilities.

All movements in the fair value of the foreign currency derivatives are recorded within other income, net on our consolidated statements of income.

We are exposed to credit-related losses in the event of non-performance by counter parties to financial instruments. The credit exposure of foreign exchange options at December 31, 2004 and June 30, 2004 was \$3.7 million and \$2.0 million respectively, which represents the positive fair value of options held by us and are included in other assets on the consolidated balance sheet.

We held foreign currency option contracts with notional amounts totaling \$132.4 million and \$140.6 million at December 31, 2004 and June 30, 2004, respectively, to hedge foreign currency items. These contracts mature at various dates prior to July 2007.

RESMED INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(2) Summary of Significant Accounting Policies, Continued

(m) Income Taxes

We account for income taxes under the asset and liability method. We recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(n) Marketable Securities

Management determines the appropriate classification of our investments in debt and equity securities at the time of purchase and re-evaluates such determination at each balance sheet date. Debt securities for which we do not have the intent or ability to hold to maturity are classified as available-for-sale. Securities available-for-sale are carried at fair value, with the unrealized gains and losses, net of tax, reported in accumulated other comprehensive income.

At December 31, 2004 the investments in debt securities were classified on the accompanying consolidated balance sheet as marketable securities available-for-sale. These investments are diversified among high credit quality securities in accordance with our investment policy.

As at December 31, 2004, contractual maturities of marketable securities available-for-sale were (in thousands):

Due less than one year	\$21,976
Due one to less than three years	—
Due more than three years	—
Total	\$21,976

(o) Warranty

Estimated future warranty costs related to certain products are charged to operations in the period in which the related revenue is recognized.

Changes in the liability for product warranty for the six months ended December 31, 2004 are as follows (in thousands):

Balance as at July 1, 2004	\$1,557
Warranty accruals for the six months ended December 31, 2004	678
Warranty costs incurred for the six months ended December 31, 2004	(242)
Balance as at December 31, 2004	\$1,993

RESMED INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(2) Summary of Significant Accounting Policies, Continued

(p) Impairment of Long-Lived Assets

We periodically evaluate the carrying value of long-lived assets to be held and used, including certain identifiable intangible assets, when events and circumstances indicate that the carrying amount of an asset may not be recovered. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceed the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

(q) Cost-Method Investments

The aggregate carrying amount of our cost-method investments at December 31, 2004 were \$5.3 million. At June 30, 2004, we performed our annual impairment analysis of the carrying value of these investments and determined that the fair value of the investments exceeded the carrying values and no unrealized losses existed.

(r) Capitalized Software Production Costs

Software development costs have been capitalized and will be amortized to the cost of product revenues over the estimated economic lives (generally three to five years) of the products that include such software. Total net capitalized software production costs were \$0.9 million and \$1.2 million at December 31, 2004 and June 30, 2004 respectively.

(s) Stock-based Employee Compensation

We have granted stock options to personnel, including officers and directors, under both our 1995 Option Plan and our 1997 Equity Participation Plan (collectively the "Plans"). These options have expiration dates of ten years from the date of grant and vest over three or four years. We granted these options with the exercise price equal to the market value as determined at the date of grant. We have also offered to our personnel, including officers and directors, the right to purchase shares of our common stock at a discount under our employee share purchase plan ('ESPP').

ResMed Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
 (unaudited)

- (2) Summary of Significant Accounting Policies, Continued
 (s) Stock-based Employee Compensation (continued)

We apply APB Opinion No. 25, "Accounting for Stock Issued to Employees" and related Interpretations, in accounting for our equity plans. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant (or within permitted discounted prices as it pertains to the employee stock purchase plan). The following table illustrates the effect on net income and earnings per share if we had applied the fair value recognition provisions of SFAS 123, Accounting for Stock-Based Compensation, to stock-based employee compensation.

	Three Months Ended December 31,		Six Months Ended December 31,	
	2004	2003	2004	2003
Net income, as reported	\$17,404	\$14,151	\$31,330	\$26,400
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects.	(1,850)	(1,586)	(3,493)	(3,151)
Pro forma net income	\$15,554	\$12,565	\$27,837	\$23,249
Earnings per share:				
Basic - as reported	\$ 0.51	\$ 0.42	\$ 0.92	\$ 0.78
Basic - pro forma	\$ 0.46	\$ 0.37	\$ 0.82	\$ 0.69
Diluted - as reported (note 2 (j))	\$ 0.49	\$ 0.40	\$ 0.89	\$ 0.75
Diluted - pro forma	\$ 0.44	\$ 0.36	\$ 0.79	\$ 0.66

The fair value of stock options granted under our stock option plans and purchase rights granted under our ESPP is estimated on the date of the grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2004	2003	2004	2003
Stock Options				
Weighted average risk-free interest rate	3.2%	2.4%	3.2%	2.4%
Dividend yield	—	—	—	—
Expected option life in years	3.5 – 4.2	4.0 – 4.2	3.5 – 4.2	4.0 – 4.2
Volatility	38%	60%	38%	60%
ESPP Purchase rights:				
Weighted average risk-free interest rate	2.4%	—	2.1%	—
Dividend yield	—	—	—	—
Expected option life in years	6 months	—	6 months	—
Volatility	35%	—	35%	—

RESMED INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(3) Marketable Securities

The estimated fair value of marketable securities available for sale as of December 31, 2004 and June 30, 2004 are \$22.0 million and \$12.0 million respectively. Expected maturities may differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties.

(4) Inventories

Inventories were comprised of the following at December 31, 2004 and June 30, 2004 (in thousands):

	December 31, 2004	June 30, 2004
Raw materials	\$ 23,007	\$15,277
Work in progress	2,222	2,254
Finished goods	39,625	38,266
	\$ 64,854	\$55,797

(5) Comprehensive Income

Movements in comprehensive income for the six months ended December 31, 2004 are presented below (in thousands):

(in US\$ 000's)	Foreign Currency Items	Unrealized Gains (Losses) on Securities	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Accumulated Comprehensive Income (Loss)
Beginning balance, July 1, 2004	\$41,267	\$ 6	\$ 41,273	\$217,656	\$ 258,929
Current period change	35,363	(5)	35,358	31,330	66,688
Ending balance, December 31, 2004	\$76,630	\$ 1	\$ 76,631	\$248,986	\$ 325,617

The Company does not provide for US income taxes on foreign currency translation adjustments since it does not provide for such taxes on undistributed earnings of foreign subsidiaries. Accumulated other comprehensive income at December 31, 2004 and June 30, 2004 consisted of foreign currency translation adjustments with net credit balances of \$76.6 million and \$41.3 million, respectively and unrealized gains on securities with net credit balance of \$1,000 (net of tax of \$300) and \$6,000 (net of tax of \$2,000), respectively.

RESMED INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(6) Property, Plant and Equipment

Property, plant and equipment is comprised of the following as of December 31, 2004 and June 30, 2004 (in thousands):

	<u>Dec 31, 2004</u>	<u>June 30, 2004</u>
Machinery and equipment	\$ 39,280	\$ 33,605
Computer equipment	38,608	33,542
Furniture and fixtures	15,416	13,613
Vehicles	2,328	2,015
Clinical, demonstration and rental equipment	26,617	21,763
Leasehold improvements	3,067	1,346
Land	36,561	32,990
Buildings	77,113	68,249
Construction in Progress	2,995	475
	<u>241,985</u>	<u>207,598</u>
Accumulated depreciation and amortization	(75,586)	(60,330)
	<u>\$ 166,399</u>	<u>\$ 147,268</u>

(7) Goodwill and Other Intangible Assets

Changes in the carrying amount of goodwill for the six months ended December 31, 2004, were as follows:

(In thousands)

Balance at June 30, 2004	\$ 106,075
Goodwill on acquisition of the assets of Resprecare BV (our former Dutch distributor)	5,343
Foreign currency translation adjustments	8,061
Balance at December 31, 2004	<u>\$ 119,479</u>

Other intangible assets amounted to \$5.9 million (net of accumulated amortization of \$6.4 million) and \$4.8 million (net of accumulated amortization of \$5.0 million) at December 31, 2004 and June 30, 2004, respectively. These intangible assets consist of patents and are amortized over the estimated useful life of the patent, generally five years. There are no expected residual values related to these intangible assets.

(8) Long-Term Debt

On June 20, 2001 we issued \$150.0 million of 4% convertible subordinated notes that are due to mature on June 20, 2006. On July 3, 2001, we received an additional \$30.0 million in over allotments. This increased the total amount of convertible subordinated notes issued to \$180.0 million.

RESMED INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(8) Long-Term Debt, Continued

During the six months ended December 31, 2004, and during the year ended June 30, 2004, we did not repurchase any of our convertible subordinated notes.

During the year ended June 30, 2003, we repurchased \$10.0 million face value of our convertible subordinated notes. The total purchase price of the notes was \$9.4 million, including \$0.2 million in accrued interest. We recognized a gain of \$0.3 million, net of tax of \$0.2 million, on these transactions.

During the year ended June 30, 2002, we repurchased \$56.8 million face value of our convertible subordinated notes. The total purchase price of the notes was \$49.1 million, including \$0.6 million in accrued interest. We recognized a gain of \$4.0 million, net of tax of \$2.5 million on these transactions.

As at December 31, 2004, we had convertible subordinated notes outstanding of \$113.3 million.

The notes are convertible, at the option of the holder, at any time on or prior to maturity, into shares of common stock of ResMed Inc. The notes are currently convertible at a conversion price of \$60.60 per share, which is equal to a conversion rate of 16.5017 shares per \$1,000 principal amount of notes, subject to adjustment.

We may redeem some or all of the notes at any time on or after June 22, 2004, but prior to June 20, 2005, at a redemption price equal to 101.6% of the principal amount of notes redeemed, and at any time after June 19, 2005, at a redemption price of 100.8% of the principal amount of notes, plus in any case accrued and unpaid interest, if any, to the redemption date, if the closing price of our common stock has exceeded 130% of the conversion price then in effect for at least 20 trading days within a period of 30 consecutive trading days ending on the trading day before the date of mailing of the optional redemption notice.

The notes are general unsecured obligations and are subordinated to all of our existing and future senior indebtedness and will be effectively subordinated to all of the indebtedness and liabilities of our subsidiaries. The indenture governing the notes does not limit us or our subsidiaries from incurring senior indebtedness or other indebtedness.

Interest is paid on the notes on June 20 and December 20 of each year.

RESMED INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(9) Restructuring Expenses

Restructuring expenses incurred during the three months and six months ended December 31, 2004 were \$1.0 million (\$0.6 million net of tax) and \$2.9 million (\$1.8 million net of tax), respectively. Restructuring expenses (predominantly one-time termination benefits) are associated with the Company's decision to integrate the separate operations of ResMed Germany and MAP into a single operating unit. This will involve the relocation of our ResMed Germany operation (currently located in Moechengladbach) to Munich and integration of the back office functions including customer service, logistics and administration. It will also involve integration of the sales and marketing teams. The total restructure expenses including the expenses recognized in the six months ended December 31, 2004, are estimated to be \$4.5 million (\$2.7 million net of tax). We expect to incur the balance of the restructure expenses over the course of the 2005 fiscal year.

Following is a summary of the restructuring liabilities related to the restructure and integration of the separate operations of ResMed Germany and MAP into a single operating unit, that were recorded during the six-months ended December 31, 2004 (in thousands):

	<u>Accrued employee costs</u>	<u>Other accrued costs</u>	<u>Total accrued costs</u>
Balance at July 1, 2004	—	—	—
Restructuring expenses	\$ 2,865	61	2,926
Cash payments	(1,267)	(43)	(1,310)
Balance at December 31, 2004	\$ 1,598	18	1,616

Substantially all of the accrued obligations are expected to be paid by June 30, 2005. Restructuring expenses incurred are recorded in the consolidated statement of income as restructuring expenses.

(10) Commitments and Contingencies

In the normal course of business, we are subject to routine litigation incidental to our business. While the results of this litigation cannot be predicted with certainty, we believe that their final outcome will not have a material adverse effect on our consolidated financial statements taken as a whole.

During September and October 2004, the Company received tax assessment notices for the audit of one of its German subsidiaries by the German tax authorities for the years 1996 through 1998. Certain of these adjustments are being contested and appealed to the German tax authority office. We believe no additional provision is necessary for any tax adjustment that may result from the tax audit. However, the outcome of the audit cannot be predicted with certainty. Should any tax audit issues be resolved in a manner not consistent with management's expectations, the Company could be required to adjust its provision for income tax in the period of resolution.

RESMED INC AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(10) Commitments and Contingencies, Continued

We have given guarantees totaling \$1.3 million relating to guarantees required by statutory authorities as a pre-requisite to developing our site at Norwest Business Park, near Sydney, Australia, and to guarantees required by contracts with insurance companies transacting with our German subsidiaries.

(11) Business Acquisitions

Six months ended December 31, 2004

On December 1, 2004 we acquired substantially all the assets of Resprecare BV, our Dutch distributor for consideration of \$5.8 million in cash. Under the purchase agreement, we may also be required to make up to \$1.4 million of additional future payments based on the achievement of certain performance milestones following the acquisition through to December 31, 2005, of which \$0.6 million became payable at December 31, 2004, as a result of the successful achievement of a performance milestone. The acquisition has been accounted for as a purchase and accordingly, the results of operations of Resprecare have been included within our consolidated financial statements from December 1, 2004. An amount of \$5.3 million, representing the excess of the purchase price over the fair value of preliminary identifiable net assets acquired of \$1.1 million (comprising inventory and fixed assets), has currently been recorded as goodwill. We have engaged an independent third party to prepare a valuation of identifiable assets, including intangibles, associated with the Resprecare acquisition. As a result of this valuation, any value assigned to identifiable intangibles will be reclassified from goodwill and will be amortized over their estimated useful life. We expect to complete our review and allocation of the purchase price in the three-month period ending March 31, 2005.

Pro-forma financial information associated with the acquisition of Resprecare are not included as the effects would not be significant to the consolidated financial statements.

Fiscal year ended June 30, 2004

On July 2, 2003, we acquired the assets of Respro Medical Company Limited ("Respro"), our Hong Kong distributor for total consideration of \$184,000 in cash. The acquisition has been accounted for as a purchase and accordingly, the results of operations of Respro has been included within our consolidated financial statements from July 2, 2003. An amount of \$89,000, representing the excess of the purchase price over the fair value of net identifiable assets acquired of \$95,000, has been recorded as goodwill.

RESMED INC. AND SUBSIDIARIES
Management Discussion and Analysis of Financial Condition and Results of Operations

Overview

The following is an overview of the results of the three-month and six-month periods ended December 31, 2004. It should be read together with the detail provided in the individual sections below.

We are a developer, manufacturer, and marketer of medical equipment for the diagnosis, treatment and management of sleep-disordered breathing. We offer a comprehensive range of product in over 60 countries. We derive our revenue primarily from the sale of medical devices and accessories to treat individuals who suffer from sleep-disordered breathing.

During the three-month and six-month periods ended December 31, 2004, our net revenue increased by 26% and 23%, respectively, and gross profit increased by 30% and 25%, respectively, when compared to the three-month and six-month periods ended December 31, 2003. These results were primarily driven by increasing unit sales of our products. Earnings per share for the three-month period ended December 31, 2004 increased to \$0.49 per share, up from \$0.40 per share in the December 2003 quarter. Earnings per share for the six-month period ended December 31, 2004 increased to \$0.89 per share, up from \$0.75 per share in the December 2003 quarter. We experienced a favorable product mix due to increased sales of higher margin products during the three-month and six-month periods ended December 31, 2004, and this resulted in improved gross margins compared to the prior year periods. For the three-month and six-month periods ended December 31, 2004, we recognized restructuring expenses of \$2.9 million and \$0.9 million respectively, associated with the integration of our German operations.

Net Revenue

Net revenue increased for the three months ended December 31, 2004 to \$103.9 million from \$82.3 million for the three months ended December 31, 2003, an increase of \$21.6 million or 26%. For the six months ended December 31, 2004 net revenue increased to \$191.6 million from \$155.2 million for the six months ended December 31, 2003, an increase of \$36.4 million or 23%. Both the three month and six month increases in net revenue are primarily attributable to an increase in unit sales of our flow generators and masks. Sales also benefited from an appreciation of international currencies against the U.S. dollar (increasing sales by approximately \$3.7 million and \$6.8 million for the three and six month periods respectively).

Net revenue in North and Latin America increased for the three months ended December 31, 2004 to \$52.3 million from \$41.1 million for the three months ended December 31, 2003, an increase of \$11.2 million or 27%. For the six months ended December 31, 2004, North and Latin America net revenue increased to \$97.9 million from \$75.7 million for the six months ended December 31, 2003, an increase of \$22.2 million or 29%. We believe this growth primarily reflects increased public and physician awareness of sleep-disordered breathing.

RESMED INC. AND SUBSIDIARIES
Management Discussion and Analysis of Financial Condition and Results of Operations

Net Revenue, Continued

Net revenue in international markets for the three months ended December 31, 2004 increased to \$51.6 million from \$41.2 million for the three months ended December 31, 2003, an increase of \$10.4 million or 25%. For the six months ended December 31, 2004, net revenue in international markets increased to \$93.7 million from \$79.5 million for the six months ended December 31, 2003, an increase of \$14.2 million or 18%. International sales growth for both the three-month and six-month periods ended December 31, 2004 reflect organic growth in the overall sleep-disordered breathing market and appreciation of international currencies against the U.S. dollar.

Revenue from sales of flow generators for the three months ended December 31, 2004 increased by 27% compared to the three months ended December 31, 2003 including increases of 21% in North and Latin America and 32% elsewhere. Revenue from sales of mask systems, motors and other accessories increased by 25% including increases of 32% in North and Latin America and 17% elsewhere, for the three months ended December 31, 2004 compared to the three months ended December 31, 2003. These increases primarily reflect growth in the overall sleep-disordered breathing market and appreciation of international currencies against the U.S. dollar.

For the six months ended December 31, 2004, revenue from sales of flow generators increased by 20% compared to the six months ended December 31, 2003; 20% in North and Latin America and 19% internationally. Revenue from sales of mask systems, motors and other accessories increased by 27%; 37% in North and Latin America and 16% internationally, for the six months ended December 31, 2004 compared to the six months ended December 31, 2003. These increases primarily reflect growth in the overall sleep-disordered breathing market and appreciation of international currencies against the U.S. dollar.

Gross Profit

Gross profit increased for the three months ended December 31, 2004 to \$68.4 million from \$52.4 million for the three months ended December 31, 2003, an increase of \$16.0 million or 30%. Gross profit as a percentage of net revenue for the three months ended December 31, 2004 was 66%, compared to 64% for the three months ended December 31, 2003, reflecting a more favorable product mix (due to increased sales of higher margin masks and new product introductions) partially offset by the impact of higher manufacturing costs in our Australian manufacturing facility resulting from a stronger Australian dollar against the U.S. dollar, as the majority of manufacturing labor and overhead costs are incurred in Australia.

For the six-months ended December 31, 2004 gross profit increased to \$124.8 million from \$99.6 million in the same period of fiscal 2003, an increase of \$25.2 million or 25%. Gross profit as a percentage of net revenue for the six-months ended December 31, 2004 was 65% compared to 64% for the six months ended December 31, 2003. This also reflects a more favorable product mix (due to increased sales of higher margin masks and new product introductions) partially offset by higher manufacturing labor and overhead costs resulting from a stronger Australian dollar against the U.S. dollar, as the majority of manufacturing labor and overhead costs are incurred in Australia.

RESMED INC. AND SUBSIDIARIES

Management Discussion and Analysis of Financial Condition and Results of Operations

Selling, General and Administrative Expenses, Continued

Selling, general and administrative expenses increased for the three months ended December 31, 2004 to \$33.5 million from \$25.8 million for the three months ended December 31, 2003, an increase of \$7.7 million or 30%. As a percentage of net revenue, selling, general and administrative expenses for the three months ended December 31, 2004 was 32% compared to 31% for the three months ended December 31, 2003. The increase in selling, general and administrative expenses was primarily due to an increase in the number of sales and administrative personnel and other expenses related to the increase in our sales. The increase in SG&A expenses was also attributable to appreciation of international currencies against the US dollar, which added approximately \$1.4 million to our expenses as reported in U.S. dollars.

Selling, general and administrative expenses for the six months ended December 31, 2004 increased to \$60.1 million from \$48.0 million for the six months ended December 31, 2003, an increase of \$12.1 million or 25%. As a percentage of net revenue selling, general and administration expenses of 31% for the six months ended December 31, 2004 was consistent with the six months ended December 31, 2003. The increase in selling, general and administrative expenses was primarily due to an increase in the number of sales and administrative personnel and other expenses related to the increase in our sales. The increase in SG&A expenses was also attributable to appreciation of international currencies against the US dollar, which added approximately \$2.6 million to our expenses as reported in U.S. dollars.

Research and Development Expenses

Research and development expenses increased for the three months ended December 31, 2004 to \$7.8 million from \$6.8 million for the three months ended December 31, 2003, an increase of \$1.0 million or 15%. As a percentage of net revenue, research and development expenses were 8% for the three-months ended December 31, 2004, consistent with the three months ended December 31, 2003. The increase in research and development expenses was due to increased salaries associated with an increase in personnel and increased charges for consulting fees, clinical trials and technical assessments incurred to facilitate development of new products. The increase also reflects an appreciation of the Australian dollar against the U.S. dollar, as the majority of research and development costs are incurred in Australian dollars. The appreciation of international currencies against the U.S. dollar added approximately \$0.4 million to our research and development expenses as reported in U.S. dollars.

For the six-month period ended December 31, 2004 research and development expenses increased to \$14.7 million from \$12.8 million for the same period in fiscal 2003, an increase of \$1.9 million or 15%. As a percentage of net revenue, research and development expenses were 8% for the six months ended December 31, 2004, consistent with the six-months ended December 31, 2003. The increase in research and development expenses was due to increased salary costs associated with an increase in personnel and increased charges for consulting fees, clinical trials and technical assessments incurred to facilitate development of new products. To a large extent, it also reflects an appreciation of the Australian dollar against the U.S. dollar, as the majority of research and development costs are incurred in Australian dollars. For the six months ended December 31, 2004, the appreciation of international currencies against the U.S. dollar added approximately \$0.8 million to our research and development expenses as reported in U.S. dollars.

RESMED INC. AND SUBSIDIARIES
Management Discussion and Analysis of Financial Condition and Results of Operations

Donations to Foundations

In the three-month period ended December 31, 2004 we committed a donation of \$0.5 million to the ResMed Foundations. The foundations were established to promote awareness of and research into the serious medical consequences of untreated sleep disordered breathing.

Restructuring Expenses

Restructuring expenses incurred during the three months ended December 31, 2004 were \$1.0 million (\$0.6 million net of tax) and consisted of restructuring charges associated with our decision to integrate the separate operations of ResMed Germany and MAP into a single operating unit. This will involve the relocation of our ResMed Germany operation (currently located in Moenchengladbach) to Munich and integration of the back office functions including customer service, logistics and administration. It will also involve integration of the sales and marketing teams. The total restructure expenses including the expenses recognized in the current quarter, are estimated at \$4.5 million (\$2.7 million net of tax). We expect to incur the balance of the restructure expenses over the course of fiscal year 2005.

Other Income (Expense), Net

Other income, net for the three months ended December 31, 2004 was \$0.5 million compared to \$1.5 million for the three months ended December 31, 2003. Other income, net primarily reflects gains on foreign exchange and interest income from cash and marketable securities, partially offset by interest expense associated with our convertible subordinated notes. The decrease in other income, net was predominantly attributable to lower foreign currency exchange gains.

Other income, net for the six months ended December 31, 2004 was \$0.2 million compared to income of \$0.5 million for the six months ended December 31, 2003. The decrease in other income was predominantly attributable to lower net foreign currency exchange gains.

Income Taxes

Our effective income tax rate for the three months ended December 31, 2004 was 33.4% compared to 32.3% for the three months ended December 31, 2003 and for the six-month period ended December 31, 2004 increased to 33.0% from 32.0% for the six-month period ended December 31, 2003. The higher tax rate was primarily attributable to the geographical mix of taxable income, partially offset by the tax benefit associated with our restructuring expenses. We continue to benefit from the Australian corporate tax rate of 30%, as we generate a majority of our taxable income in Australia.

ResMed Inc. and Subsidiaries
Management Discussion and Analysis of Financial Condition and Results of Operations

Business Acquisitions

On December 1, 2004, we acquired substantially all the assets of Resprecare BV, our Dutch distributor for consideration of \$5.8 million in cash. Under the purchase agreement, we may also be required to make up to \$1.4 million of additional future payments based on the achievement of certain performance milestones following the acquisition through to December 31, 2005, of which \$0.6 million became payable at December 31, 2004 as a result of the successful achievement of a performance milestone. The acquisition has been accounted for as a purchase and accordingly, the results of operations of Resprecare have been included within our consolidated financial statements from December 1, 2004. An amount of \$5.3 million, representing the excess of the purchase price over the fair value of preliminary identifiable net assets acquired of \$1.1 million (comprising inventory and fixed assets), has currently been recorded as goodwill. We have engaged an independent third party to prepare a valuation of identifiable assets, including intangibles, associated with the Resprecare acquisition. As a result of this valuation, any value assigned to identifiable intangibles will be reclassified from goodwill and will be amortized over their estimated useful life. We expect to complete our review and allocation of the purchase price in the three-month period ending March 31, 2005.

Pro-forma financial information associated with the acquisition of Resprecare are not included as the effects would not be significant to the consolidated financial statements.

Liquidity and Capital Resources

As of December 31, 2004 and June 30, 2004, we had cash and cash equivalents and marketable securities available-for-sale of approximately \$165.0 million and \$140.9 million, respectively. Working capital was approximately \$249.9 million and \$217.2 million at December 31, 2004 and June 30, 2004 respectively.

Inventories at December 31, 2004 increased by \$8.0 million or 14% to \$64.9 million compared to December 31, 2003 inventories of \$56.9 million. The percentage increase in inventories was less than the 26% increase in revenues in the three-month period ended December 31, 2004 compared to the three-month period ended December 31, 2003. The lower inventory growth reflects improved inventory management throughout the group with the majority of inventory increases being in raw materials to accommodate our increasing production volumes. Accounts receivable at December 31, 2004 were \$76.9 million, an increase of \$18.7 million or 32% over the December 31, 2003 accounts balance of \$58.2 million. Account receivable days outstanding were 66 days for the quarter ended December 31, 2004, compared to 63 days for the quarter ended December 31, 2003.

During the six-month period ended December 31, 2004, we generated cash of \$38.9 million from operations, primarily as a result of increased profit partially offset by higher working capital, particularly in respect of inventories. During the six-month period ended December 31, 2003 approximately \$26.0 million of cash was generated from operations.

RESMED INC AND SUBSIDIARIES
Management Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources, Continued

Capital expenditures for the six months ended December 31, 2004 and 2003 aggregated \$16.0 million and \$27.0 million, respectively. The majority of the expenditures for the three months ended December 31, 2004 related to the construction of our new sleep center, research and development and office facilities at our Campus in Norwest Business Park in Sydney, Australia, acquisition of computer hardware and software and purchase of production tooling and equipment. As a result of these capital expenditures, our balance sheet reflects net property, plant and equipment of approximately \$166.4 million at December 31, 2004 compared to \$147.3 million at June 30, 2004.

We may from time to time seek to retire our convertible subordinated notes through cash purchases and/or exchanges for equity securities in open market purchases, privately negotiated transactions, or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, and our current or future contractual obligations, if any, that may directly or indirectly apply to such transactions. We did not repurchase any convertible subordinated notes during the six-month period ended December 31, 2004 or during the year ended June 30, 2004.

In April 2002, we acquired a 30-acre site at Norwest Business Park, located in the northwest of Sydney, Australia. The site was acquired to develop a campus to accommodate our global manufacturing operations and research and development group as well as a sleep center and administration functions. The first building, our manufacturing facility, was completed in May 2004. We expect to complete our new sleep center in the first half of calendar 2005 and to complete our new research and development and office facilities in the second half of calendar year 2006. We estimate that the additional building costs for the new sleep center, research and development and office facilities will be approximately \$52 million.

On June 6, 2002, the Board of Directors authorized us to repurchase up to 4.0 million shares of our outstanding common stock. For the six-month period ended December 31, 2004, we repurchased 241,090 shares at a cost of \$11.0 million. As at December 31, 2004, we have repurchased a total of 1,127,459 shares at a cost of \$41.4 million. We may continue to repurchase shares of our common stock for cash in the open market, or in negotiated or block transactions, from time to time as market and business conditions warrant.

Details of contractual obligations at December 31, 2004 are as follows:

In \$000's	Total	Payments Due by Period			
		Less than 1 year	1-3 years	4-5 years	After 5 years
Long-Term Debt	\$113,250	—	113,250	—	—
Operating Leases	11,853	3,595	7,063	1,195	—
Unconditional Purchase Obligations ⁽¹⁾	8,578	8,578	—	—	—
Total Contractual Cash Obligations	\$133,681	12,173	120,313	1,195	—

⁽¹⁾ The figure includes unconditional purchase obligations of \$8.6 million relating to the construction of our sleep center, research and development and office facilities at Norwest, in Sydney, Australia.

RESMED INC AND SUBSIDIARIES
Management Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources, Continued

Details of other commercial commitments at December 31, 2004 are as follows:

In \$000's	Total Amounts Committed	Amount of Commitment Expiration Per Period			
		Less than 1 year	1-3 years	4- 5 years	Over 5 years
Lines of Credit	\$ 139	139	—	—	—
Standby Letters of Credit	—	—	—	—	—
Guarantees*	1,275	—	214	—	1,061
Standby Repurchase Obligations	—	—	—	—	—
Other Commercial Commitments	—	—	—	—	—
Total Commercial Commitments	\$ 1,414	\$ 139	\$ 214	—	\$ 1,061

* The above guarantees relate to guarantees required by statutory authorities as a pre-requisite to developing our site at Norwest and requirements under contractual obligations with insurance companies transacting with our German subsidiaries.

The results of our international operations are affected by changes in exchange rates between currencies. Changes in exchange rates may negatively affect our consolidated net revenue and gross profit margins from international operations. We are exposed to the risk that the dollar value equivalent of anticipated cash flows would be adversely affected by changes in foreign currency exchange rates. We manage this risk through foreign currency option contracts.

We expect to satisfy all of our short-term and long-term liquidity requirements through a combination of cash on hand, cash generated from operations and a \$15.0 million undrawn revolving line of credit with Union Bank of California.

Critical Accounting Principles and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and judgments that affect our reported amounts of assets and liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. On an ongoing basis we evaluate our estimates, including those related to allowance for doubtful accounts, inventory reserves, warranty obligations, goodwill, impaired assets, intangible assets, income taxes and contingencies.

We state these accounting policies in the notes to the financial statements and at relevant sections in this discussion and analysis. The estimates are based on the information that is currently available to us and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could vary from those estimates under different assumptions or conditions.

RESMED INC AND SUBSIDIARIES
Management Discussion and Analysis of Financial Condition and Results of Operations

Critical Accounting Principles and Estimates, Continued

We believe that the following critical accounting policies affect the more significant judgments and estimates used in the preparation of our financial statements:

- (1) Allowance for Doubtful Accounts. We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments, which results in bad debt expense. We determine the adequacy of this allowance by continually evaluating individual customer receivables, considering a customer's financial condition, credit history and current economic conditions. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.
- (2) Inventory Adjustments. Inventories are stated at lower of cost or market and are determined by the first-in, first-out method. We review the components of inventory on a regular basis for excess, obsolete and impaired inventory based on estimated future usage and sales. The likelihood of any material inventory write-downs is dependent on changes in competitive conditions, new product introductions by us or our competitors, or rapid changes in customer demand.
- (3) Valuation of Goodwill, Intangible and Other Long-Lived Assets. We use assumptions in establishing the carrying value, fair value and estimated lives of our long-lived assets and goodwill. The criteria used for these evaluations include management's estimate of the asset's continuing ability to generate positive income from operations and positive cash flow in future periods compared to the carrying value of the asset, as well as the strategic significance of any identifiable intangible asset in our business objectives. If assets are considered to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Useful lives and related amortization or depreciation expense are based on our estimate of the period that the assets will generate revenues or otherwise be used by us.

Factors that would influence the likelihood of a material change in our reported results include significant changes in the asset's ability to generate positive cash flow, loss of legal ownership or title to the asset, a significant decline in the economic and competitive environment on which the asset depends, significant changes in our strategic business objectives, utilization of the asset, and a significant change in the economic and/or political conditions in certain countries.

- (4) Valuation of Deferred Income Taxes. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The likelihood of a material change in our expected realization of these assets is dependent on future taxable income, our ability to deduct tax loss carry forwards against future taxable income, the effectiveness of our tax planning and strategies among the various tax jurisdictions that we operate in, and any significant changes in the tax treatment received on our business combinations.
- (5) Provision for Warranty. We provide for the estimated cost of product warranties at the time the related revenue is recognized. The amount of this provision is determined by using a financial model, which takes into consideration actual, historical expenses and potential risks associated with our different products. This financial model is then used to calculate the future probable expenses related to warranty and the required level of the warranty provision. Although we engage in product improvement programs and processes, our warranty obligation is affected by product failure rates and costs incurred to correct those product failures. Should actual product failure rates or estimated costs to repair those product failures differ from our estimates, revisions to our estimated warranty provision would be required.

RESMED INC AND SUBSIDIARIES
Management Discussion and Analysis of Financial Condition and Results of Operations

Critical Accounting Principles and Estimates, Continued

(6) Revenue Recognition. Revenue on product sales is recorded at the time of shipment, at which time title transfers to the customer. Revenue on product sales which require customer acceptance is not recorded until acceptance is received. Royalty revenue from license agreements is recorded when earned. Service revenue received in advance from service contracts is initially deferred and recognized ratably over the life of the service contract. Revenue received in advance from rental unit contracts is initially deferred and recognized ratably over the life of the rental contract. Revenue from sale of marketing and distribution rights is initially deferred and recognized ratably as revenue over the life of the contract. Freight charges billed to customers are included in revenue. All freight-related expenses are charged to cost of sales.

We do not recognize revenues to the extent that we offer a right of return or other recourse with respect to the sale of our products, other than returns for product defects or other warranty claims, nor do we recognize revenues if we offer variable sale prices for subsequent events or activities. As part of our sales processes we may provide upfront discounts for large orders, one time special pricing to support new product introductions, sales rebates for centralized purchasing entities or price-breaks for regular order volumes. The costs of all such programs are recorded as an adjustment to revenue. In our domestic sales activities we use a number of manufacturer representatives to sell our products. These representatives are paid a direct commission on sales and act as an integral component of our domestic sales force. We do not sell our products to these representatives, and do not recognize revenue on such shipments. Our products are predominantly therapy-based equipment and require no installation. As such, we have no significant installation obligations.

Recently Issued Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board ("FASB") issued a revised statement of Financial Accounting Statement ("SFAS") 123, Accounting for Stock-based compensation. The Statement requires companies to recognize in the income statement the grant-date fair value of stock options and other equity-based compensation issued to employees. We are required to adopt revised SFAS 123 at the beginning of the first interim period beginning after June 15, 2005. We are currently evaluating the impact of this statement.

RESMED INC. AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Foreign Currency Market Risk

Our functional currency is the U.S. dollar, although we transact business in various foreign currencies, including a number of major European currencies as well as the Australian dollar. We have significant foreign currency exposure through both our Australian manufacturing activities and international sales operations.

We have established a foreign currency hedging program using purchased currency options to hedge foreign-currency-denominated financial assets, liabilities and manufacturing expenditure. The goal of this hedging program is to economically guarantee or lock in the exchange rates on our foreign currency exposures denominated in Euro's and the Australian dollar. Under this program, increases or decreases in our foreign-currency-denominated financial assets, liabilities, and firm commitments are partially offset by gains and losses on the hedging instruments.

The table below provides information in U.S. dollar equivalents on our foreign-currency denominated financial assets by legal entity functional currency as at December 31, 2004 (in thousands):

	Foreign Currency Financial Assets								
	Australian Dollar	US Dollar	Euro	Great Britain Pound	Singapore Dollar	New Zealand Dollar	Swedish Krona	Swiss Franc	Japanese Yen
AUD Functional Currency Entities:									
Assets	—	\$ 54,458	\$ 19,504	\$ 7,844	\$ 968	\$ 755	\$ 1,061	\$ 895	\$ —
Liability	—	(11,977)	(392)	(11,835)	—	(12)	—	(4)	(200)
Net Total		\$ 42,481	\$ 19,112	\$ (3,991)	\$ 968	\$ 743	\$ 1,061	\$ 891	\$ (200)
USD Functional Currency Entities:									
Assets	\$ 23,721	—	\$ 4,540	—	—	—	—	—	—
Liability	—	—	—	—	—	—	—	—	—
Net Total	\$ 23,721	—	\$ 4,540	—	—	—	—	—	—
Euro Functional Currency Entities:									
Assets	\$ 4,652	—	—	—	—	—	—	—	—
Liability	—	(181)	—	(1)	—	—	—	(1,136)	—
Net Total	\$ 4,652	\$ (181)	—	\$ (1)	—	—	—	\$(1,136)	—

The table below provides information about our foreign currency derivative financial instruments and presents the information in U.S. dollar equivalents. The table summarizes information on instruments and transactions that are sensitive to foreign currency exchange rates, including foreign currency call options held at December 31, 2004. The table presents the notional amounts and weighted average exchange rates by contractual maturity dates for our foreign currency derivative financial instruments. These notional amounts generally are used to calculate payments to be exchanged under our option contracts.

(In thousands except exchange rates)

Foreign Exchange Call Options					Fair Value Assets / (Liabilities)	
	FY 2005	FY 2006	FY 2007	Total	Dec 31, 2004	Jun 30, 2004
Receive AUD/Pay USD						
Option amount	\$30,000	\$66,000	\$12,000	\$108,000	\$ 3,511	\$ 2,026
Ave. contractual exchange rate	AUD 1 = USD 0.705	AUD1 = USD 0.747	AUD1= USD 0.77	AUD 1 = USD 0.737		
Receive AUD/Pay Euro						
Option amount	\$8,132	\$16,264	—	\$24,396	\$ 235	\$ 552
Ave. contractual exchange rate	AUD 1 = Euro 0.58	AUD 1 = Euro 0.60		AUD 1 = Euro 0.593		
Total					\$ 3,746	\$ 2,578

RESMED INC AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Interest Rate Risk

We are exposed to risk associated with changes in interest rates affecting the return on our investments.

At December 31, 2004, we maintained a portion of our cash and cash equivalents in financial instruments with original maturities of three months or less. We maintain a short-term investment portfolio containing financial instruments of which the majority have original maturities of greater than three months but less than twelve months. These financial instruments, principally comprised of corporate obligations, are subject to interest rate risk and will decline in value if interest rates increase.

A hypothetical 100 basis point change in interest rates during the six months ended December 31, 2004, would have resulted in approximately \$0.4 million change in pretax income. In addition, the value of our marketable securities would change by less than \$0.2 million following a hypothetical 100 basis point change in interest rates. We do not use derivative financial instruments in our investment portfolio.

Forward-Looking Statements

This report contains or may contain certain forward-looking statements and information that are based on the beliefs of our management as well as estimates and assumptions made by, and information currently available to our management. The words “believe,” “expect,” “anticipate,” “estimate,” “plan,” “future” and other similar expressions generally identify forward-looking statements, including, in particular, statements regarding the development and approval of new products and product applications, market expansion, pending litigation and the development of new markets for our products, such as cardiovascular and stroke markets. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on these forward-looking statements. Such forward-looking statements reflect the views of our management at the time such statements are made and are subject to a number of risks, uncertainties, estimates and assumptions, including, without limitation, and in addition to those identified in the text surrounding such statements, those identified below and elsewhere in this report. In addition, important factors to consider in evaluating such forward-looking statements include changes or developments in social, economic, market, legal or regulatory circumstances, changes in our business or growth strategy or an inability to execute our strategy due to changes in our industry or the economy generally, the emergence of new or growing competitors, the actions or omissions of third parties, including suppliers, customers, competitors and governmental authorities, and various other factors. Should any one or more of these risks or uncertainties materialize, or the underlying estimates or assumptions prove incorrect, actual results may vary significantly from those expressed in such forward-looking statements, and there can be no assurance that the forward-looking statements contained in this report will in fact occur.

RESMED INC AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Risk Factors

The risks and uncertainties that may affect our business, financial condition or results of operations include the following:

Our inability to compete successfully in our markets may harm our business. The markets for our sleep-disordered breathing products are highly competitive and are characterized by frequent product improvements and evolving technology. Our ability to compete successfully depends, in part, on our ability to develop innovative new products and to be the first to market with those products. The development of innovative new products by our competitors or the discovery of alternative treatments or potential cures for the conditions that our products treat could make our products noncompetitive or obsolete.

Additionally, some of our competitors have greater financial, research and development, manufacturing and marketing resources than we do. The past several years have seen a trend towards consolidation in the health care industry and in the markets for our products. Industry consolidation could result in greater competition if our competitors combine their resources or if our competitors are acquired by other companies with greater resources than ours. This competition could increase pressure on us to reduce the selling prices of our products or could cause us to increase our spending on research and development and sales and marketing. If we are unable to develop innovative new products, maintain competitive pricing, and offer products that consumers perceive to be as reliable as those of our competitors, our sales or gross margins could decrease which would harm our business.

Our business depends on our ability to market effectively to dealers of home health care products and sleep clinics. We market our products primarily to home health care dealers and to sleep clinics that diagnose obstructive sleep apnea and other sleep disorders. We believe that home health care dealers and sleep clinics play a significant role in determining which brand of product a patient will use. The success of our business depends on our ability to market effectively to home health care dealers and sleep clinics to ensure that our products are properly marketed and sold by these third parties.

We have limited resources to market to the more than 2,500 U.S. sleep clinics and the more than 4,000 home health care dealer branch locations, most of which use, sell or recommend several brands of products. In addition, home health care dealers have experienced price pressures as government and third-party reimbursement have declined for home care products, and home health care dealers are requiring price discounts and longer periods of time to pay for products purchased from us. Sleep clinic physicians may not continue to prescribe our products, and home health care dealers or patients may substitute competing products when a prescription specifying our products has been written.

We have expanded our marketing activities to target the population with a predisposition to sleep-disordered breathing as well as primary care physicians and various medical specialists. These marketing efforts may not be successful in increasing awareness of our products.

RESMED INC AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Risk Factors, Continued

Any inability to effectively market our products outside the U.S. could impact our profitability. Approximately half our revenues are generated outside the U.S., in approximately 60 different countries. Many of these countries have unique regulatory, medical, and business environments. If we are unable to effectively market our products outside the U.S., our overall financial performance could decline.

If we are unable to support our continued growth, our business could suffer. We have experienced rapid and substantial growth. As we continue to grow, the complexity of our operations increases, placing greater demands on our management. Our ability to manage our growth effectively depends on our ability to implement and improve our financial and management information systems on a timely basis and to effect other changes in our business. Unexpected difficulties during expansion, the failure to attract and retain qualified employees, the failure to successfully replace or upgrade our management information systems, the failure to manage costs or our inability to respond effectively to growth or plan for future expansion could cause our growth to stop. If we fail to manage our growth, our business could suffer.

If we fail to integrate our acquisitions with our operations, our business could suffer. The integration of our acquired operations requires significant efforts from our company and the acquired entity, for several years after each acquisition. Although we acquired our MAP subsidiary in February 2001, our Labhardt subsidiary in November 2001, and our Servo Magnetics subsidiary in May 2002, we continue to adjust our business strategies, equipment, and personnel to achieve maximum efficiencies and success. For example, during the first quarter of fiscal year 2005, we began combining the business operations in Germany of MAP and our ResMed subsidiary in Germany. We expect to continue that process during the balance of fiscal year 2005. If we are not able to successfully integrate the operations of our acquired entities, we may not fully realize the anticipated benefits of the acquisitions.

We manufacture substantially all of our products outside the U.S. and sell a significant portion of our products in non-U.S. markets, subjecting us to various risks relating to international activities that could adversely affect our overall profitability. Sales outside North and Latin America accounted for approximately 51%, 52%, and 51% of our net revenues in fiscal years 2004, 2003 and 2002, respectively. We expect that sales within these areas will account for approximately 50% of our net revenues in the foreseeable future. Our sales outside of North America and our operations in Europe, Australia and Asia are subject to several difficulties and risks that are separate and distinct from those we face in our U.S. operations, including:

- fluctuations in currency exchange rates;
- tariffs and other trade barriers;
- compliance with foreign medical device manufacturing regulations;
- reduction in third party payer reimbursement for our products;
- inability to obtain import licenses;
- changes in trade policies and in U.S. and foreign tax policies;
- possible changes in export or import restrictions; and
- the modification or introduction of other governmental policies with potentially adverse effects.

RESMED INC AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Risk Factors, Continued

Fluctuations in foreign currency exchange rates could result in declines in our reported sales and earnings. Since our international sales and a significant portion of our manufacturing costs are denominated in local currencies and not in U.S. dollars, our reported sales and earnings are subject to fluctuations in foreign exchange rates. We had foreign currency transaction losses in recent periods and may have further losses in the future. We expect that international sales will continue to be a significant portion of our business and that a significant portion of our manufacturing costs will continue to be denominated in Australian dollars.

Government and private insurance plans may not reimburse patients for our products, which could result in reductions in sales or selling prices for our products. Our ability to sell our products depends in large part on the extent to which reimbursement for the cost of our products will be available from government health administration authorities, private health insurers and other organizations. These third party payers are increasingly challenging the prices charged for medical products and services. Therefore, even if a product is approved for marketing, we cannot assure you that reimbursement will be allowed for the product, that the reimbursement amount will be adequate or, that the reimbursement amount even if initially adequate, will not subsequently be reduced. For example, in some markets, such as Spain, France and Germany, government reimbursement is currently available for purchase or rental of our products but is subject to constraints such as price controls or unit sales limitations. In other markets, such as Australia and the United Kingdom, there is currently limited or no reimbursement for devices that treat sleep-disordered breathing conditions. Additionally, future legislation or regulation concerning the health care industry or third party or governmental coverage and reimbursement, particularly legislation or regulation limiting consumers' reimbursement rights, may harm our business.

As we continue to develop new products, those products will generally not qualify for reimbursement, if at all, until they are approved for marketing. In the United States, we sell our products primarily to home health care dealers and to sleep clinics. Although we sell some products directly to agencies of the US Government, we do not file claims and bill governmental programs and other third party payers directly for reimbursement for the sale of our products to patients. However, we are still subject to laws and regulations relating to governmental reimbursement programs, particularly Medicaid and Medicare.

In particular, the federal Anti-Kickback Law prohibits persons from knowingly and willfully soliciting, receiving, offering or providing remuneration, directly or indirectly, to induce either the referral of an individual, or the furnishing, recommending or arranging for a good or service, for which payment may be made under a federal health care program such as the Medicare and Medicaid programs. The government has interpreted this law broadly to apply to the marketing and sales activities of manufacturers and distributors like us. Many states and other governments have adopted laws similar to the federal Anti-Kickback Law. We are also subject to other federal and state fraud laws applicable to payment from any third party payer. These laws prohibit persons from knowingly and willfully filing false claims or executing a scheme to defraud any health care benefit program, including private third party payers. These laws may apply to manufacturers and distributors who provide information on coverage, coding, and reimbursement of their products to persons who do bill third party payers. Any violation of these laws and regulations could result in civil and criminal penalties, including fines.

RESMED INC AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Risk Factors, Continued

In addition to reimbursement for our products, our customers depend in part on reimbursement by government and private health insurers for other products. During fiscal years 2004 and 2005, the U.S. Government proposed reductions in reimbursement rates for some of these other products. Such proposed reductions, if they occur, may have a material impact on our customers. Any material impact on our customers may indirectly affect our sales to those customers, or the collectibility of receivables we have from those customers.

Complying with Food and Drug Administration and other regulations is an expensive and time-consuming process, and any failure to comply could result in substantial penalties. We are subject to various federal, state, local and international regulations regarding our business activities. Failure to comply with these regulations could result in, among other things, recalls of our products, substantial fines and criminal charges against us or against our employees. A recall or other regulatory action could increase our costs, damage our reputation, and materially affect operating results.

Product sales, introductions or modifications may be delayed or canceled as a result of the FDA or similar foreign regulations, which could cause our sales and profits to decline. Before we can market or sell a new medical device in the United States, we must obtain FDA clearance, which can be a lengthy and time-consuming process. We generally receive clearance from the FDA to market our products in the United States under Section 510(k) of the Federal Food, Drug, and Cosmetic Act or our products are exempt from the 510(k) clearance process. We have modified some of our 510(k) approved products without submitting new 510(k) notices, which we do not believe were required. However, if the FDA disagrees with us and requires us to submit new 510(k) notifications for modifications to our existing products, we may be required to stop marketing the products while the FDA reviews the 510(k) notification.

Any new product introduction or existing product modification could be subjected to a lengthier, more rigorous FDA examination process. For example, in certain cases we may need to conduct clinical trials of a new product prior to submitting a 510(k) notice. Additionally, we may be required to obtain premarket approvals for our products. The requirements of these more rigorous processes could delay product introductions and increase the costs associated with FDA compliance. Marketing and sale of our products outside the United States are also subject to regulatory clearances and approvals, and if we fail to obtain these regulatory clearances and approvals, our sales could suffer.

We cannot assure you that any new products we develop will receive required regulatory clearances and approvals from U.S. or foreign regulatory agencies.

Off-label marketing of our products could result in substantial penalties. Clearance under Section 510(k) only permits us to market our products for the uses indicated on the labeling cleared by the FDA. We may request additional label indications for our current products, and the FDA may deny those requests outright, require additional expensive clinical data to support any additional indications or impose limitations on the intended use of any cleared products as a condition of clearance. If the FDA determines that we have marketed our products for off-label use, we could be subject to fines, injunctions or other penalties.

RESMED INC AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Risk Factors, Continued

Disruptions in the supply of components from our single source suppliers could result in a significant reduction in sales and profitability. We purchase uniquely configured components for our devices from various suppliers, including some who are single-source suppliers for us. We cannot assure you that a replacement supplier would be able to configure its components for our devices on a timely basis or, in the alternative, that we would be able to reconfigure our devices to integrate the replacement part. A reduction or halt in supply while a replacement supplier reconfigures its components, or while we reconfigure our devices for the replacement part, would limit our ability to manufacture our devices, which could result in a significant reduction in sales and profitability. We cannot assure you that our inventories would be adequate to meet our production needs during any prolonged interruption of supply.

Our intellectual property may not protect our products, and our products may infringe on the intellectual property rights of third parties. We rely on a combination of patents, trade secrets and non-disclosure agreements to protect our intellectual property. Our success depends, in part, on our ability to obtain and maintain United States and foreign patent protection for our products, their uses and our processes to preserve our trade secrets and to operate without infringing on the proprietary rights of third parties. We have a number of pending patent applications, and we do not know whether any patents will issue from any of these applications. We do not know whether any of the claims in our issued patents or pending applications will provide us with any significant protection against competitive products or otherwise be commercially valuable. Legal standards regarding the validity of patents and the proper scope of their claims are still evolving, and there is no consistent law or policy regarding the valid breadth of claims. Additionally, there may be third party patents, patent applications and other intellectual property relevant to our products and technology which are not known to us and that block or compete with our products.

We face the risks that:

- third parties will infringe our intellectual property rights;
- our non-disclosure agreements will be breached;
- we will not have adequate remedies for infringement;
- our trade secrets will become known to or independently developed by our competitors; or
- third parties will be issued patents that may prevent the sale of our products or require us to license and pay fees or royalties in order for us to be able to market some of our products.

Litigation may be necessary to enforce patents issued to us, to protect our proprietary rights, or to defend third party claims that we have infringed upon proprietary rights of others. The defense and prosecution of patent claims, including these pending claims, as well as participation in other inter-party proceedings, can be expensive and time consuming, even in those instances in which the outcome is favorable to us. If the outcome of any litigation or proceeding brought against us were adverse, we could be subject to significant liabilities to third parties, could be required to obtain licenses from third parties or could be required to cease sales of the affected products. Additionally, the laws regarding the enforceability of patents vary from country to country, and we cannot assure you that any patent issues we face will be uniformly resolved, or that local laws will provide us with consistent rights and benefits.

RESMED INC AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Risk Factors, Continued

We are subject to potential product liability claims that may exceed the scope and amount of our insurance coverage, which would expose us to liability for uninsured claims. We are subject to potential product liability claims as a result of the design, manufacture and marketing of medical devices. Any product liability claim brought against us, with or without merit, could result in the increase of our product liability insurance rates. In addition, we would have to pay any amount awarded by a court in excess of our policy limits. Our insurance policies have various exclusions, and thus we may be subject to a product liability claim for which we have no insurance coverage, in which case, we may have to pay the entire amount of any award. We cannot assure you that our insurance coverage will be adequate or that all claims brought against us will be covered by our insurance. Insurance varies in cost and can be difficult to obtain, and we cannot assure you that we will be able to obtain insurance in the future on terms acceptable to us or at all. A successful product liability claim brought against us in excess of our insurance coverage, if any, may require us to pay substantial amounts, which could harm our business.

We are subject to tax audits by various tax authorities in many jurisdictions. From time to time we may be audited by the tax authorities of the many jurisdictions in which we operate and we were subject to tax audits in Germany during the six months ended December 31, 2004. The German tax audit remains ongoing and any further assessments resulting from this audit could result in material changes to our past or future taxable income, tax payable or deferred tax assets, and could require us to pay penalties and interest that could materially adversely affect our financial results.

Our quarterly operating results are subject to fluctuation for a variety of reasons. Our operating results have, from time to time, fluctuated on a quarterly basis and may be subject to similar fluctuations in the future. These fluctuations may result from a number of factors, including:

- the introduction of new products by us or our competitors;
- the geographic mix of product sales;
- the success of our marketing efforts in new regions;
- changes in third party reimbursement;
- timing of regulatory clearances and approvals;
- timing of orders by distributors;
- expenditures incurred for research and development;
- competitive pricing in different regions;
- seasonality;
- the cost and effect of promotional and marketing programs;
- the effect of foreign currency transaction gains or losses; and
- other activities of our competitors.

RESMED INC AND SUBSIDIARIES
Quantitative and Qualitative Disclosures About Market and Business Risk

Risk Factors, Continued

If a natural or man-made disaster strikes our manufacturing facilities, we will be unable to manufacture our products for a substantial amount of time and our sales and profitability will decline. Our facilities and the manufacturing equipment we use to produce our products would be costly to replace and could require substantial lead-time to repair or replace. The facilities may be affected by natural or man-made disasters and in the event it was affected by a disaster, we would be forced to rely on third party manufacturers. Although we believe we possess adequate insurance for damage to our property and the disruption of our business from casualties, such insurance may not be sufficient to cover all of our potential losses and may not continue to be available to us on acceptable terms, or at all.

Delaware law, provisions in our charter and our shareholder rights plan could make it difficult for another company to acquire us. Provisions of our certificate of incorporation may have the effect of delaying or preventing changes in control or management which might be beneficial to us or our security holders. In particular, our board of directors is divided into three classes, serving for staggered three-year terms. Because of this classification it will require at least two annual meetings to elect directors constituting a majority of our board of directors.

Additionally, our board of directors has the authority to issue up to 2,000,000 shares of preferred stock and to determine the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without further vote or action by the stockholders. Under our stockholder rights plan, we have also issued purchase rights to the holders of our common stock that entitle those holders to purchase our Series A Junior Participating Preferred Stock at a discount, under certain circumstances. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control, may discourage bids for our common stock at a premium over the market price of our common stock and may adversely affect the market price of our common stock and the voting and other rights of the holders of our common stock.

You may not be able to enforce the judgments of U.S. courts against some of our assets or officers and directors. A substantial portion of our assets are located outside the United States. Additionally, two of our seven directors and two of our five executive officers reside outside the United States, along with all or a substantial portion of the assets of these persons. As a result, it may not be possible for investors to enforce judgments of U.S. courts relating to any liabilities under U.S. securities laws against our assets, those persons or their assets. In addition, we have been advised by our Australian counsel that some doubt exists as to the ability of investors to pursue claims based on U.S. securities laws against these assets or these persons in Australian courts.

RESMED INC AND SUBSIDIARIES
Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance management necessarily was required to apply its judgment in evaluating the cost benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2004. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

RESMED INC. AND SUBSIDIARIES

Item 1 Legal Proceedings
Refer Note 10 to the Condensed Consolidated Financial Statements

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds
Purchases of equity securities. The following table summarizes purchases by us of our common stock during the six months ended December 31, 2004.

<u>Period</u>	<u>Total Number of Shares</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾</u>	<u>Maximum Number of Shares that May yet be Purchased Under the Plans or Programs⁽¹⁾</u>
Opening balance at July 1, 2004	886,369	\$ 34.34	886,369	3,113,631
July 2004	Nil	—	—	—
August 2004	241,090	\$ 45.48	241,090	(241,090)
September 2004	Nil	—	—	—
October 2004	Nil	—	—	—
November 2004	Nil	—	—	—
December 2004	Nil	—	—	—
Closing balance at December 31, 2004	1,127,459	\$ 36.72	1,127,459	2,872,541

⁽¹⁾ On June 6, 2002, the Board of Directors authorized us to repurchase up to 4.0 million shares of our outstanding common stock. For the three month period ended September 30, 2004 and the year ended June 30, 2004, we repurchased 241,090 and 471,004 shares at a cost of \$11.0 million and \$19.0 million respectively. Since the inception of the share buyback program, we have repurchased 1,127,459 shares at a cost of \$41.4 million.

Item 3 Defaults Upon Senior Securities
None

Item 4 Submission of Matters to a Vote of Security Holders.
The Company's Annual Meeting of Shareholders was held on November 18, 2004. The holders of 28,840,365 shares of the Company's stock (approximately 83% of the outstanding shares) were present at the meeting in person or by proxy. The matters voted upon at the meeting were (1) to elect two directors to serve for a three-year term, and (2) to ratify the selection of auditors of the Company for the fiscal year ending June 30, 2005.

(1) Michael A. Quinn and Christopher Bartlett, nominated by the Company's Board of Directors, were elected to serve until 2007. There were no other nominees. Shares were voted as follows:

<u>Name</u>	<u>For</u>	<u>Withholding Vote For</u>
Michael A. Quinn	28,246,683	593,682
Christopher Bartlett	28,628,141	212,224

(2) The selection of KPMG LLP as independent public accountants for the 2005 fiscal year was ratified: affirmative votes, 28,231,002 shares; negative votes 593,891.

[Table of Contents](#)

PART II - OTHER INFORMATION

Item 1-6

RESMED INC. AND SUBSIDIARIES

Item 5 Other Information
None.

Item 6 Exhibits

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

RESMED INC. AND SUBSIDIARIES
Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATED February 8, 2005

ResMed Inc.

/s/ PETER C. FARRELL

Peter C. Farrell
Chairman and Chief Executive Officer

/s/ ADRIAN M. SMITH

Adrian M. Smith
Senior Vice President Finance and Chief Financial Officer

RESMED INC AND SUBSIDIARIES
CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Peter C. Farrell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ResMed Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 8, 2005

/s/ **PETER C. FARRELL**

Peter C. Farrell
Chairman and Chief Executive Officer

RESMED INC AND SUBSIDIARIES
CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Adrian M. Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ResMed Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 8, 2005

/s/ **ADRIAN M. SMITH**

Adrian M. Smith
Senior Vice President Finance and Chief Financial Officer

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of ResMed Inc., a Delaware corporation (the "Company"), hereby certifies, to his knowledge, that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the period ended December 31, 2004 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 8, 2005

/s/ **PETER C. FARRELL**

Peter C. Farrell
Chairman and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to ResMed Inc. and will be retained by ResMed Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of ResMed Inc., a Delaware, corporation (the "Company"), hereby certifies, to his knowledge, that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the period ended December 31, 2004 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 8, 2005

/s/ **ADRIAN M. SMITH**

Adrian M. Smith
Senior Vice President Finance and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to ResMed Inc. and will be retained by ResMed Inc. and furnished to the Securities and Exchange Commission or its staff upon request.