

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT***Under  
THE SECURITIES ACT OF 1933***ResMed Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)98-0152841  
(I.R.S. Employer  
Identification Number)14040 Danielson Street  
Poway, California 92064-6857  
(Address of Principal Executive Offices including Zip Code)**AMENDED AND RESTATED RESMED INC.  
2006 INCENTIVE AWARD PLAN**  
(Full Title of the Plan)DAVID PENDARVIS  
Senior Vice President, General Counsel and  
Secretary  
ResMed Inc.  
14040 Danielson Street  
Poway, California 92064-6857  
(858) 746-2400(Name and Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)*Copy to:*  
Regina M. Schlatter, Esq.  
Latham & Watkins LLP  
650 Town Center Drive, Twentieth Floor  
Costa Mesa, California 92626  
(714) 540-1235

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒Non-accelerated filer ☐ (Do not check if a smaller reporting company)Accelerated filer ☐Smaller reporting company ☐**CALCULATION OF REGISTRATION FEE**

	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$.004 per share	2,100,000	\$35.71	\$74,991,000	\$2,948

- (1) The Amended and Restated ResMed Inc 2006 Incentive Award Plan (the “Plan”) currently authorizes the issuance of 9,900,000 shares of the Registrant’s common stock, par value \$.004 (including the shares registered hereby). The Registrant has previously registered 7,800,000 shares for issuance under the Plan, representing the initial authorized number of shares. This registration statement is registering the additional 2,100,000 shares previously authorized by the Registrant’s stockholders for issuance under the Plan. In accordance with Rule 416(a) of the Securities Act of 1933, as amended, this registration statement will also cover any additional shares of common stock which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or similar transaction.
- (2) Estimated solely for the purposes of calculating the registration fee under Rule 457(h) and (c) under the Securities Act of 1933, as amended (the “Securities Act”), and is based on the average of the high and low sales price (\$35.71) of the Common Stock, as reported on the New York Stock Exchange on December 4, 2008, for the 2,100,000 additional shares issuable under the Plan.

**Proposed issuances to take place as soon after the effective date of the Registration Statement as practicable.**

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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

We are not filing with or including in this Form S-8 the information called for in Part I of Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Registration of Additional Securities**

The Plan currently authorizes the issuance of 9,900,000 shares of the Registrant's common stock, par value \$0.004 (which includes the shares being registered hereby). The Registrant has previously registered 7,800,000 shares for issuance under the Plan by a Registration Statement on Form S-8 filed with the Commission on January 31, 2007, Registration No. 333-140351 (the "Prior Registration Statement"), representing the initial authorized number of shares. This registration statement is registering the additional 2,100,000 shares previously authorized by our stockholders for issuance under the Plan. The contents of the Prior Registration Statement are incorporated by reference herein to the extent not modified or superseded thereby or by any subsequently filed document that is incorporated by reference herein or therein.

**Experts**

The consolidated financial statements and schedules of ResMed Inc. and its subsidiaries as of June 30, 2008 and 2007, and for each of the years in the three-year period ended June 30, 2008, and management's assessment of the effectiveness of internal control over financial reporting as of June 30, 2008 have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

**Item 8. Exhibits**

See Index to Exhibits on page 7.

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## SIGNATURES

In accordance with the requirements of the Securities Act of 1933, ResMed Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused and authorized the officers whose signatures appear below to sign this Registration Statement on its behalf by, in the City of Poway, State of California, USA, and in the City of Sydney, State of New South Wales, Australia on December 10, 2008.

### RESMED INC.

By: /s/ Kieran Gallahue  
Kieran Gallahue, Chief Executive Officer and President

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

## POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Kieran Gallahue and Brett Sandercock as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this registration statement and other documents in connection with the registration statement, with the Securities and Exchange Commission, granting to those attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done.

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of December 10, 2008.

<u>Signature</u>	<u>Title</u>
<u>/s/ Kieran Gallahue</u> Kieran Gallahue	Chief Executive Officer and President (Principal Executive Officer)
<u>/s/ Brett Sandercock</u> Brett Sandercock	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Peter C. Farrell</u> Peter C. Farrell	Executive Chairman of the Board
<u>/s/ Gary W. Pace</u> Gary W. Pace	Director
<u>/s/ Michael A. Quinn</u> Michael A. Quinn	Director
<u>/s/ Christopher G. Roberts</u> Christopher G. Roberts	Director
<u>/s/ Richard Sulpizio</u> Richard Sulpizio	Director
<u>/s/ Ronald Taylor</u> Ronald Taylor	Director
<u>/s/ John Wareham</u> John Wareham	Director

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## INDEX TO EXHIBITS

### EXHIBIT

- |       |                                                                                                                                                                                                                                                                                                                                                               |
|-------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1   | Form of Certificate Evidencing Shares of Common Stock (Incorporated by reference in the Company's Registration Statement on Form S-1 (No. 333-91094) declared effective on June 1, 1995).                                                                                                                                                                     |
| 4.3   | Indenture dated as of June 20, 2001 between ResMed Inc. and American Stock Transfer & Trust Company (Incorporated by reference in the Company's Report on Form 10-K dated June 30, 2001).                                                                                                                                                                     |
| 4.4   | Registration Rights Agreement dated as of June 20, 2001 by and between ResMed Inc., Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Banc Alex Brown Inc., William Blair & Company, L.L.C., MacQuarie Bank Limited and UBS Warburg LLC (Incorporated by reference in the Company's Report on Form 10-K dated June 30, 2001). |
| 4.5   | Registration Rights Agreement dated as of May 14, 2002 between ResMed Inc., and Mr. Leslie Hoffman (Incorporated by reference in the Company's Report on Form 10-K dated June 30, 2001).                                                                                                                                                                      |
| 5.1*  | Opinion of David Pendarvis                                                                                                                                                                                                                                                                                                                                    |
| 10.1  | Amended and Restated 2006 Incentive Award Plan (Incorporated by reference in the Company's 2008 Proxy Statement).                                                                                                                                                                                                                                             |
| 23.1* | Consent of David Pendarvis (included in Exhibit 5.1).                                                                                                                                                                                                                                                                                                         |
| 23.2* | Consent of KPMG LLP                                                                                                                                                                                                                                                                                                                                           |
| 24*   | Power of Attorney (included in the signature page to this Registration Statement).                                                                                                                                                                                                                                                                            |

\* Filed herewith.

ResMed Inc  
14040 Danielson Street  
Poway, California 92064-6857

Attn: Board of Directors

Re: Registration Statement on Form S-8

Gentlemen:

As the Senior Vice President, Global General Counsel and Corporate Secretary for ResMed Inc., a Delaware corporation (the “Company”), I render the following opinion in connection with the Company’s proposed issuance of up to 2,100,000 shares of its common stock, \$.004 par value per share (the “Shares”), under the Amended and Restated ResMed Inc. 2006 Incentive Award Plan (the “Plan”), and the registration of the Shares by a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Act”), to be filed with the Securities and Exchange Commission (the “Commission”) on the date hereof (the “Registration Statement”). I am furnishing this opinion in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act, I am not expressing any opinion in this letter as to any matter pertaining to the contents of the Registration Statement, other than as to the validity of the Shares.

For purposes of this opinion, I, or other employees under my supervision, have made legal and factual examinations and inquiries, including an examination of original or copies certified or otherwise identified to our satisfaction, of the documents, corporate records and other instruments that I have deemed necessary or appropriate for purposes of this opinion. I have obtained and relied on certificates and assurances from public officials to the extent I have deemed appropriate.

I am opining in this letter as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware (“DGCL”), and I express no opinion with respect to the applicability or the effect of any other laws or as to any matters of municipal law or any other local agencies within any state.

Subject to the matters stated above and in reliance on them, it is my opinion that upon the issuance and sale of the Shares in the manner contemplated by the Plan and subject to the Company completing all action and proceedings required on its part to be taken before issuing the Shares under the terms of the Plan, including, without limitation, receipt of legal consideration in excess of the par value of the Shares issued, the Shares will be validly issued, fully paid and nonassessable securities of the Company.

With your consent, I have assumed for purposes of the opinion paragraph immediately above that: (i) the Shares will be delivered through the Depository Trust Company’s automated system for deposits and withdrawals of securities, (ii) the issuance of the Shares will be recorded in the books of the Company, and (iii) the Company will comply with all applicable notice requirements of Section 151 of the DGCL.

I consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ David Pendarvis

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DAVID PENDARVIS

Senior Vice President, Organizational Development, Global General Counsel and Secretary

**INDEPENDENT AUDITORS' CONSENT**

The Board of Directors  
ResMed Inc.:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein and to the reference to our firm under the heading "Experts" in this registration statement.

(signed) KPMG LLP

San Diego, California  
Dated: December 5, 2008