

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

**February 20, 2013
Date of Report (Date of earliest event reported)**

ResMed Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-15317
(Commission
File Number)

98-0152841
(I.R.S. Employer
Identification No.)

**9001 Spectrum Center Boulevard
San Diego, California 92123**
(Address of Principal Executive Offices) (Zip Code)

(858) 836-5000
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02(b), (c), (d). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Chief Executive Officer, Director and Executive Chairman

On February 20, 2013, the Board of Directors (the “Board”) of ResMed Inc. (the “Company”) approved the appointment of Michael Farrell, age 40, as the Company’s chief executive officer, to be effective March 1, 2013. Mr. Farrell has served as the Company’s president – Americas since May 2011. He was previously our senior vice president, strategic business unit – sleep from July 2007 to May 2011, and before that role he was our vice president, marketing for the Americas from June 2005 through July 2007, and our vice president, business development. Before joining the Company in September 2000, Mr. Farrell worked in management consulting and biotechnology, as well as in chemicals and steel manufacturing at Arthur D. Little, Genzyme Corporation, The Dow Chemical Company, and BHP Billiton. Mr. Farrell sits on the board of directors of the American Association for Homecare, the Museum of Photographic Arts, San Diego, and the New Children’s Museum, San Diego. Mr. Farrell holds a bachelor of engineering, with first-class honors, from the University of New South Wales, a master of science in chemical engineering from the Massachusetts Institute of Technology, and an M.B.A. from the MIT Sloan School of Management. In addition to his appointment as chief executive officer, Mr. Farrell was appointed to serve as a director on the Board effective as of March 1, 2013. At this time, we do not expect Mr. Farrell to serve on any of the Board’s committees.

On February 20, 2013, and in connection with the appointment of Michael Farrell as the Company’s chief executive officer, the Board determined that Peter Farrell, the current chairman of the Board, president, and chief executive officer of the Company, will serve solely as executive chairman of the Board effective as of March 1, 2013. As executive chairman, Dr. Farrell will remain an executive officer and employee of the Company with responsibility for advising senior management with respect to the strategy, management and operations of the Company. At this time, we expect Dr. Farrell to transition to non-executive chairman of the board as of January 1, 2014, when he will no longer be an executive officer or employee of the Company.

The compensation arrangements in connection with Michael Farrell’s service as the Company’s chief executive officer have not yet been determined. Mr. Farrell will not be entitled to additional compensation for his service as a director.

The compensation arrangements in connection with Peter Farrell’s service as executive chairman have also not yet been determined.

Michael Farrell is the son of Peter Farrell. During the first two quarters of the current fiscal year, the Company made sales in the amount of US \$1,451,332 to ResSleep Pty Ltd. ResSleep Pty Ltd. is an Australian customer of the Company that is owned by Paul Farrell, son of Peter Farrell and brother of Michael Farrell. Paul Farrell is chairman and chief executive officer of ResSleep Pty Ltd. Sales transactions between ResSleep Pty Ltd. and the Company’s Australian sales subsidiary are managed independently by the Company’s president – Asia Pacific.

Other Management Appointments

On February 20, 2013, the Board determined that the Company’s current chief operating officer, Robert Douglas, age 53, will also serve as the Company’s president, effective as of March 1, 2013. Mr. Douglas has served as our chief operating officer since September 2011, and his former roles with the Company include president – Asia Pacific and chief, global supply operations from May 2011 thru September 2008, responsible for global manufacturing and commercial distribution and sales operations in the Asia Pacific region; chief operating officer – Asia Pacific from July 2008 through May 2011; chief operating officer – Sydney from 2005 through July 2008, responsible for the Company’s manufacturing and research and development; vice president of operations from 2003 - 2005 responsible for the Company’s manufacturing; and vice president of bilevel division from 2000 – 2003. Mr. Douglas first joined the Company in 2001 in the role of vice president of corporate marketing. Mr. Douglas has a master of business administration from Macquarie University, a bachelor’s degree in electrical engineering with first-class honors and a B.Sc. (computer sciences) from the University of New South Wales, Sydney.

The compensation arrangements in connection with Mr. Douglas’ service as president and chief operating officer have not yet been determined.

Mr. Douglas is not a party to any transaction with the Company or any subsidiary of the Company and has no family relationships with any member of the Board or any other executive officer of the Company.

On February 20, 2013, the Board approved the appointment of Jim Hollingshead, age 49, to succeed Michael Farrell as the Company’s president – Americas, effective March 1, 2013. Mr. Hollingshead joined the Company in March 2010 as vice president of strategy and business development. In August 2011, his role was expanded to include the leadership of ResMed ventures and initiatives, the unit within the Company responsible for growing early stage businesses. Before joining the Company, Mr. Hollingshead spent 18 years in strategy consulting, where he worked with senior executives across a wide range of industries. From September 2008 to February 2010, he was a senior partner in the strategy and life sciences practices in Deloitte Consulting, based in San Francisco. Before that Mr. Hollingshead was managing partner, west coast for Monitor Group, a leading global strategy consulting firm. While at Monitor Group, Mr. Hollingshead worked in various offices around the world, and successfully launched and ran three different practices, including a pan-European marketing strategy practice based in London.

Item 8.01 Other Events.

On February 20, 2013, the Company issued a press release announcing the management transition changes described under Item 5.02. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated here by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibits:</u>	<u>Description of Document</u>
99.1	Press Release dated February 20, 2013

SIGNATURES

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

Date: February 26, 2013

RESMED INC.

By: /s/ David Pendarvis

Name: David Pendarvis

Its: Chief administrative officer, global general counsel and
secretary

EXHIBIT INDEX

Exhibits:

Description of Document

99.1

Press Release dated February 20, 2013



**RESMED APPOINTS MICHAEL FARRELL AS CHIEF EXECUTIVE OFFICER;
ROBERT DOUGLAS APPOINTED PRESIDENT AND CHIEF OPERATING OFFICER**

San Diego, California, Feb. 20, 2013 - ResMed Inc. (NYSE: RMD) announced today that effective March 1, 2013, Michael (“Mick”) Farrell will succeed Dr. Peter C. Farrell as ResMed’s chief executive officer (CEO) and be appointed to its board of directors. Robert (“Rob”) Douglas will become ResMed’s president and chief operating officer (COO). Current CEO, chairman of the board and founder, Dr. Farrell, will become executive chairman. Together, Mr. Farrell and Mr. Douglas will comprise the office of the CEO and Dr. Farrell will work together with them on an as-needed basis through the end of calendar year 2013, when he will transition to non-executive chairman. In addition, Dr. Jim Hollingshead has been named president, Americas.

“A thorough review of potential candidates to succeed Peter was conducted by the board’s CEO succession committee, working closely with the nominating and governance committee and a top-tier executive search consultancy,” commented Dr. Gary Pace, lead director of ResMed’s board and chairman of the board’s succession committee. “It was easily determined that members of the very talented and experienced team that have driven much of the company’s great success over the past decade would be best suited to lead the company to its next stages of growth and development. Mick led the team in the Americas that grew sales over 30 percent during the seven quarters that he was president of that region. He also established a vision for the organization that extended beyond driving revenue and market share to include a focus on the number of lives enhanced by ResMed products. Mick’s strengths and accomplishments leading sales, marketing, business development and commercial strategy teams equip him well to become ResMed’s next CEO. Rob’s expertise and excellent track record of increasing productivity and efficiencies of global operations, as well as success in growing sales, make him the ideal choice for COO and president. In addition, he was instrumental in creating our successful manufacturing presence in both Australia and Singapore. At this time, we also want to thank Peter for resuming the role of CEO over the past couple of years and now turning over the helm to Mick and Rob while staying on as executive chairman of the board.”

“I have little doubt that Mick and Rob will build on ResMed’s momentum as a global driving force in sleep and respiratory medicine, and as a leader in the medical device industry,” said Dr. Peter Farrell. “Mick has been with us for more than 12 years; Rob for more than 11. This is a deeply experienced and accomplished duo to lead ResMed. They have also played an integral role in developing and preserving the unique culture established within ResMed which has proved to be an extremely important component of the success of the company. The board and I are extremely confident in the ability of our senior management, as well as the talent at all levels throughout ResMed.”

“Rob and I have worked in collaboration with the entire organization at ResMed for more than a decade to help drive the success of our core business by producing the best products on the market, becoming the preferred mask brand by patients and promoting the awareness of sleep-disordered breathing,” commented Mick Farrell. “I am extremely excited to be taking the reins of a company that will contribute to the well-being and improved quality of life of millions of patients suffering from sleep-disordered breathing. Looking forward, we have huge opportunities to leverage current ResMed offerings and our product pipeline to change the lives of millions of patients who suffer from such co-morbidities as congestive heart failure and chronic obstructive pulmonary disease. Our future success will be accelerated by ResMed’s intense focus on innovation, breaking down barriers to diagnosis and treatment, and an emphasis on our culture, which attracts world-class talent who learn to share our passion for changing lives, one breath at a time.”

“I am looking forward to working together with Mick and the rest of the team to build on the success and achievements of ResMed,” said Rob Douglas. “We are uniquely positioned in healthcare. We improve patients’ quality of life, slow down and even improve other medical co-morbidities, and reduce the cost of healthcare. I am confident we will continue to succeed in the future.”

About Mick Farrell

Michael “Mick” Farrell, joined ResMed in 2000 and became president, Americas in 2011, responsible for Americas sales and commercial operations. Previously, Mick was senior vice president, sleep strategic business unit from 2007 to 2011, where he led the global team that executed the design, development and launch of the very successful S9™ platform of flow generator products. Before that, he held the positions of vice president, marketing for the Americas and vice president, business development. Before joining ResMed, Mick worked in management consulting and biotechnology, as well as in chemicals and steel manufacturing at Arthur D. Little, Genzyme Corporation, The Dow Chemical Company and BHP Billiton. Mick holds a bachelor of engineering, with first-class honors, from the University of New South Wales, a master of science in chemical engineering from the Massachusetts Institute of Technology (MIT) and an M.B.A. from the MIT Sloan School of Management. He sits on the board of directors of the American Association for Homecare. Mick is the son of Dr. Peter Farrell.

About Rob Douglas

Rob Douglas, as chief operating officer, holds full operational responsibility for ResMed and its subsidiaries and is also now being appointed as president. He joined ResMed in 2001 as vice president of corporate marketing and has since excelled in additional ResMed roles including president – Asia Pacific and chief, global supply operations, responsible for global manufacturing and commercial distribution and sales operations in the Asia Pacific region; COO – Asia Pacific, and COO – Sydney. Before joining ResMed, Rob had various roles at Keycorp, an Australian electronics commerce company, managing strategy and new business, marketing and research and development. Prior to that, he was head of operations, project management and engineering at Teletronics Pty Ltd., an Australian medical electronics company. Rob has a master’s of business administration from Macquarie University, a bachelor’s degree in electrical engineering with first-class honors and a bachelor of science (computer sciences) from the University of New South Wales.

Jim Hollingshead Becomes President, Americas

As Mick Farrell transitions to the CEO role, current ResMed chief strategy officer and president, ventures & initiatives strategic business unit, Jim Hollingshead, will replace Farrell as president, Americas. Jim joined ResMed in 2010 as vice president of strategy & business development. In 2011 his role was expanded to include leadership of ResMed ventures & initiatives, the unit within ResMed responsible for growing early stage businesses. Before ResMed, Jim spent 18 years in strategy consulting, where he worked across a wide range of industries, with senior roles at Deloitte Consulting and Monitor Group. Jim holds a bachelor of arts degree in history and international relations with distinction from Stanford University, and an MA and PhD in political science from the University of California at Berkeley, where he was awarded a prestigious graduate student fellowship by the National Science Foundation.

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ResMed is a global leader in the development, manufacturing and marketing of medical products for the diagnosis, treatment and management of respiratory disorders, with a focus on sleep-disordered breathing. The company is dedicated to developing innovative products to improve the lives of those who suffer from these conditions and to increasing awareness among patients and healthcare professionals of the potentially serious health consequences of untreated sleep-disordered breathing. For more information on ResMed, visit www.resmed.com.

Statements contained in this release that are not historical facts are “forward-looking” statements as contemplated by the Private Securities Litigation Reform Act of 1995. These forward-looking statements, including statements regarding the company’s future revenue, earnings or expenses, new product development and new markets for the company’s products, are subject to risks and uncertainties, which could cause actual results to materially differ from those projected or implied in the forward-looking statements. Those risks and uncertainties are discussed in the company’s Annual Report on Form 10-K for its most recent fiscal year and in other reports the company files with the U.S. Securities & Exchange Commission. Those reports are available on the company’s website.

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