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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**  
**Under Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 24, 2013**

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**ResMed Inc.**

**(Exact Name of Registrant as Specified in Charter)**

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**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-15317**  
**(Commission**  
**File Number)**

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

**9001 Spectrum Center Blvd.**  
**San Diego, California 92123**  
**(Address of Principal Executive Offices)**

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

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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))
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**Item 2.02. Disclosure of Results of Operations and Financial Condition.**

On October 24, 2013 we issued the press release attached as Exhibit 99.1. It is incorporated into this report by reference. The press release describes the results of our operations for the quarter ended September 30, 2013.

**Item 8.01. Other Events.**

On October 24, 2013, we announced that our board of directors declared a cash dividend of US \$0.25 per share of outstanding common stock. The dividend will be payable on December 18, 2013, with a record date of November 19, 2013. We will pay the dividend in US currency to holders of our common stock trading on the New York Stock Exchange (NYSE). We will pay the dividend to holders of CHES Depositary Instruments (CDIs) trading on the Australian Securities Exchange (ASX) at an equivalent amount in Australian currency, based on the exchange rate on November 19, 2013, and reflecting the 10:1 ratio between CDIs and NYSE shares. Because the two exchanges have different settlement and transfer procedures, the ex-dividend periods before the record date will be different for common stock and for CDIs. The ex-dividend date will be November 13, 2013 for CDI holders and November 15, 2013 for common stock holders. As a result of these differences, we have received a waiver from the ASX's settlement operating rules, which will allow us to defer processing conversions between its common stock and CDI registers from November 13, 2013 through November 19, 2013, inclusive.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibits:</u>	<u>Description of Document</u>
99.1	Press Release dated October 24, 2013 regarding results of operations

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**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: October 24, 2013

**RESMED INC.**  
(registrant)

By: /s/ Brett Sandercock  
Name: Brett Sandercock  
Its: Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibits:</u>	<u>Description of Document</u>
99.1	Press Release dated October 24, 2013 regarding results of operations



**RESMED INC. ANNOUNCES RECORD FINANCIAL RESULTS FOR THE  
QUARTER ENDED SEPTEMBER 30, 2013**

SAN DIEGO, October 24, 2013 - ResMed Inc. (NYSE: RMD) today announced record results for the quarter ended September 30, 2013. Revenue for the quarter ended September 30, 2013 was \$357.7 million, a 5% increase (a 4% increase on a constant currency basis) over the quarter ended September 30, 2012. For the quarter ended September 30, 2013, net income was \$80.9 million, an increase of 14% compared to the quarter ended September 30, 2012. Diluted earnings per share for the quarter ended September 30, 2013 were \$0.56, a 14% increase compared to the quarter ended September 30, 2012.

SG&A expenses were \$101.3 million for the quarter ended September 30, 2013, an increase of \$3.0 million, or 3% (a 4% increase on a constant currency basis) compared to the quarter ended September 30, 2012. SG&A costs were 28.3% of revenue in the quarter ended September 30, 2013, compared to 28.9% for the quarter ended September 30, 2012. SG&A expenses were favorably impacted by the depreciation of the Australian dollar against the U.S. dollar.

R&D expenses were \$27.4 million for the quarter ended September 30, 2013, or 7.7% of revenue. R&D expenses increased by 1% (a 9% increase on a constant currency basis) compared to the quarter ended September 30, 2012. R&D expenses were favorably impacted by the depreciation of the Australian dollar against the U.S. dollar.

Amortization of acquired intangibles totalled \$2.4 million (\$1.8 million, net of tax) during the quarter ended September 30, 2013. Stock-based compensation costs incurred during the quarter ended September 30, 2013 of \$10.8 million (\$8.8 million, net of tax) consisted of expenses associated with stock options, restricted stock units, and our employee stock purchase plan.

Mick Farrell, chief executive officer, commented, "In the first quarter of fiscal 2014, revenue in the Americas increased by 4% over the prior year's quarter, to \$201.5 million. Revenue outside the Americas was \$156.2 million, a 5% increase on a constant currency basis, over the prior year's quarter. Global revenue growth was driven primarily by sales of higher valued flow generators, like our S9 AutoSet™ and S9™ bilevels, while mask spares and accessories did particularly well this quarter. Operating profit for the September quarter was \$96.9 million, cash flow from operations was \$90.4 million, while gross margin increased to 63.7%, all demonstrating excellent operating performance.

"We continued to face a tough competitive product cycle this quarter. We have only just released our new mask products, but we were encouraged by their early sales. The Quattro™ Air is on its way to being one of the best mask launches ever. The Swift™ FX Nano, which was already selling well in Europe, was just launched in the U.S. in September with good reception. We have a rich pipeline of products scheduled for introduction over the course of this fiscal year, providing us with plenty of opportunities for robust growth ahead.

"The opportunities in sleep and respiratory care remain attractive; we continue to provide our customers with the right solutions to better manage their businesses while providing high quality products to improve compliance and patient care. We are focused on continuing to improve the quality of life for patients who suffer from sleep-disordered breathing and its related co-morbidities, such as cardiology and diabetes; respiratory disorders, including chronic obstructive pulmonary disease; preventing disease progression; and saving both in-patient and out-patient costs."

Additionally, the board of directors has today declared a quarterly dividend of \$0.25 per share, which will have a record date of November 19, 2013, and be payable on December 18, 2013. The dividend will be paid in U.S. currency to holders of ResMed's common stock trading on the New York Stock Exchange (NYSE). Holders of Chess Depositary Instruments (CDIs) trading on the Australian Securities Exchange, will receive an equivalent amount in Australian currency, based on the exchange rate on the record date, and reflecting the 10:1 ratio between CDIs and NYSE shares. Because the two exchanges have different settlement and transfer procedures, the ex-dividend periods before the record date will be different for common stock and for CDIs. The ex-dividend date will be November 13, 2013 for CDI holders and November 15, 2013 for common stock holders. As a result of these differences, ResMed has been granted a waiver from the ASX's settlement operating rules, which will allow ResMed to defer processing conversions between its common stock and CDI registers from November 13, 2013 through November 19, 2013, inclusive.

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**About ResMed**

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](http://www.resmed.com).

ResMed will host a conference call at 1:30 p.m. U.S. Pacific Time today to discuss these quarterly results. Individuals wishing to access the conference call may do so via ResMed's Website at [www.resmed.com](http://www.resmed.com) or by dialing 847-585-4405 (domestic) or +1 847-585-4405 (international) and entering conference pass code no. 35765718. Please allow extra time prior to the call to visit the Website and download the streaming media player (Windows Media Player) required to listen to the Internet broadcast. The online archive of the broadcast will be available approximately 30 minutes after the live call and will be available for two weeks. A telephone replay of the conference call is available by dialing 630-652-3042 (domestic) and +1 630-652-3042 (international) and entering conference I.D. No. 35765718.

Further information can be obtained by contacting Constance Bienfait at ResMed Inc., San Diego, at 858-836-5971; Brett Sandercock at +612-8884-2090; or by visiting the company's multilingual Website at [www.resmed.com](http://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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**RESMED INC AND SUBSIDIARIES**  
Condensed Consolidated Statements of Income (Unaudited)  
(In US\$ thousands, except per share data)

	Three Months Ended September 30,	
	2013	2012
Net revenue	\$357,662	\$339,731
Cost of sales	<u>129,680</u>	<u>131,083</u>
Gross profit	<u>227,982</u>	<u>208,648</u>
Operating expenses		
Selling, general and administrative	101,323	98,303
Research and development	27,363	27,220
Amortization of acquired intangible assets	<u>2,412</u>	<u>2,636</u>
Total operating expenses	<u>131,098</u>	<u>128,159</u>
Income from operations	<u>96,884</u>	<u>80,489</u>
Other income (expenses), net:		
Interest income, net	6,414	8,471
Other, net	<u>(1,228)</u>	<u>1,941</u>
Total other income, net	<u>5,186</u>	<u>10,412</u>
Income before income taxes	102,070	90,901
Income taxes	<u>21,140</u>	<u>19,636</u>
Net income	<u>\$ 80,930</u>	<u>\$ 71,265</u>
Basic earnings per share	\$ 0.57	\$ 0.50
Diluted earnings per share	\$ 0.56	\$ 0.49
Basic shares outstanding	142,005	142,651
Diluted shares outstanding	145,456	146,055

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**RESMED INC AND SUBSIDIARIES**  
Condensed Consolidated Balance Sheets (Unaudited - In US\$ thousands)

	September 30, 2013	June 30, 2013
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 976,574	\$ 876,048
Accounts receivable, net	282,425	318,349
Inventories	175,355	145,847
Prepayments, deferred income taxes and other current assets	123,580	108,605
Total current assets	<u>1,557,934</u>	<u>1,448,849</u>
Property, plant and equipment, net	416,745	411,433
Goodwill	283,445	274,829
Other intangibles	48,673	49,639
Deferred income taxes and other non-current assets	27,838	25,971
Total non-current assets	<u>776,701</u>	<u>761,872</u>
Total assets	<u>\$ 2,334,635</u>	<u>\$ 2,210,721</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	57,125	60,688
Accrued expenses	135,847	137,674
Deferred revenue	43,908	44,953
Income taxes payable	13,453	30,090
Deferred income taxes	731	627
Current portion of long-term debt	<u>360,018</u>	<u>300,017</u>
Total current liabilities	<u>611,082</u>	<u>574,049</u>
Non-current liabilities:		
Deferred income taxes	14,539	9,895
Deferred revenue	12,125	11,928
Income taxes payable	3,564	3,564
Non-current portion of long-term debt	<u>790</u>	<u>769</u>
Total non-current liabilities	<u>31,018</u>	<u>26,156</u>
Total liabilities	<u>642,100</u>	<u>600,205</u>
<b>Stockholders' Equity:</b>		
Common stock	568	568
Additional paid-in capital	1,044,489	1,025,064
Retained earnings	1,622,093	1,576,641
Treasury stock	(1,104,906)	(1,083,845)
Accumulated other comprehensive income	<u>130,291</u>	<u>92,088</u>
Total stockholders' equity	<u>1,692,535</u>	<u>1,610,516</u>
Total liabilities and stockholders' equity	<u>\$ 2,334,635</u>	<u>\$ 2,210,721</u>

- End -