

---

---

**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 21, 2014  
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 8.01. Other Events.**

On February 21, 2014, our board of directors approved a new share repurchase program, authorizing us to acquire up to an aggregate of 20 million shares of our common stock. The program allows us to repurchase shares from time to time for cash in the open market, or in negotiated or block transactions, as market and business conditions warrant and subject to applicable legal requirements. As of February 21, 2014, the 20 million authorization amount represented approximately 14% of our outstanding common stock, excluding treasury shares we already hold.

This program cancels and replaces our previous share repurchase program, and the 20 million shares the new program authorizes us to purchase are in addition to the shares we repurchased on or before February 21, 2014 under our previous program. As of February 21, 2014, there were approximately 1.9 million remaining shares authorized for repurchase under the previous program, which was cancelled and replaced with the new program.

There is no expiration date for this program, and the program may be accelerated, suspended, delayed or discontinued at any time at the discretion of our board. All share repurchases after February 21, 2014 will be executed under this program, subject to future authorizations, if any. The shares repurchased will be classified as treasury stock pending future use.

---

**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, as amended.

**RESMED INC.**

Date: February 27, 2014

By: /s/ David Pendarvis

Name: David Pendarvis

Its: Chief administrative officer, global general counsel and secretary