

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)

9001 Spectrum Center Blvd.
San Diego, CA 92123
United States of America
(Address of Principal Executive Offices including Zip Code)

RESMED INC. 2009 INCENTIVE AWARD PLAN
(Full Title of the Plan)

DAVID PENDARVIS
Chief Administrative Officer,
Global General Counsel and Secretary
ResMed Inc.
9001 Spectrum Center Blvd.
San Diego, CA 92123
United States of America
(858) 836-5000
(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 ☒ Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	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	8,258,937	\$44.19	\$364,962,426	\$47,007.16

- (1) The ResMed Inc. 2009 Incentive Award Plan, as amended (formerly known as the ResMed Inc. 2006 Incentive Award Plan, as amended and restated) (the "Plan"), currently authorizes the issuance of 43,733,937 shares of our common stock, par value \$0.004 (including the shares registered by this registration statement.) (the "Common Stock"). We have previously registered 35,475,000 shares of Common Stock for issuance under the Plan. This registration statement is registering the additional 8,258,937 shares of Common Stock approved by our stockholders for issuance under the Plan. In accordance with Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), 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, and is based on the average of the high and low sales price (\$44.19) of the Common Stock, as reported on the New York Stock Exchange on February 26, 2014, for the 8,258,937 additional shares of Common Stock issuable under the Plan.

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

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 ResMed Inc. 2009 Incentive Award Plan (formerly known as the Amended and Restated ResMed Inc. 2006 Incentive Award Plan, as amended) (the “Plan”) currently authorizes the issuance of 43,733,937 shares of our common stock, par value \$0.004 (the “Common Stock”) which includes the shares being registered by this registration statement). We have previously registered 35,475,000 shares of Common Stock for issuance under the Plan by (i) a registration statement on form S-8 filed with the Commission on January 31, 2007, registration no. 333-140351, covering 15,600,000 shares of Common Stock, (ii) a registration statement on form S-8 filed with the Commission on December 11, 2008, registration no. 333-156065, covering 4,200,000 shares of Common Stock, (iii) a registration statement on form S-8 filed with the Commission on January 26, 2010, registration no. 333-164527, covering 3,121,650 shares of Common Stock and (iv) a registration statement on form S-8 filed with the Commission on May 12, 2012, registration no. 333-181317, covering 12,553,350 shares of Common Stock (collectively, the “Prior Registration Statements”). The contents of the Prior Registration Statements are incorporated here by reference to the extent not modified or superseded by the Prior Registration Statements or by any subsequently filed document that is incorporated by reference in this registration statement or in the Prior Registration Statements. The amount of Common Stock registered under the Prior Registration Statements referenced in (i), (ii) and (iii) has been doubled to reflect a two-for-one stock split on August 17, 2010. This registration statement is registering the additional shares recently approved by our stockholders for issuance under the Plan. The stockholders approved an increase of 8,345,000 shares, subject to reduction for certain grants that occurred between June 30, 2013 and our annual meeting. After accounting for such grants, our stockholders approved an increase of 8,258,937 shares.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

See Index to Exhibits included herein.

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, in the City of San Diego, State of California, USA, and in the City of Sydney, State of New South Wales, Australia on February 19, 2014.

RESMED INC.

By: /s/ Michael J. Farrell
Michael J. Farrell, Chief Executive Officer

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

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Michael J. Farrell and Brett A. 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 February 19, 2014.

<u>Signature</u>	<u>Title</u>
<u>/s/ Michael J. Farrell</u> Michael J. Farrell	Director and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Brett A. Sandercock</u> Brett A. Sandercock	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Peter C. Farrell</u> Peter C. Farrell	Chairman of the Board
<u>/s/ Carol J. Burt</u> Carol J. Burt	Director
<u>/s/ Gary W. Pace</u> Gary W. Pace	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

INDEX TO EXHIBITS

EXHIBIT

4.1	Form of Certificate Evidencing Shares of Common Stock (incorporated by reference to the Registrant's registration statement on form S-1 (No. 33-91094) declared effective on June 1, 1995)
5.1*	Opinion of David Pendarvis
10.1	ResMed Inc. 2009 Incentive Award Plan (incorporated by reference to Exhibit 10.1 of the Registrant's current report on Form 8-K filed on November 23, 2009)
10.2	Amendment No. 1 to the ResMed Inc. 2009 Incentive Award Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement filed on October 4, 2011)
10.3	Amendment No. 2 to the ResMed Inc. 2009 Incentive Award Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement filed on October 2, 2013)
23.1*	Consent of David Pendarvis (included in Exhibit 5.1)
23.2*	Consent of KPMG LLP, Independent Registered Public Accounting Firm
24*	Power of Attorney (included in the signature page to this registration statement)

* Filed herewith.

February 20, 2014

ResMed Inc.
9001 Spectrum Center Blvd.
San Diego, CA 92123

Attn: Board of Directors

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As the global general counsel for ResMed Inc., a Delaware corporation (the “Company”), I render the following opinion in connection with the Company’s proposed issuance of up to 8,258,937 shares of its common stock, \$.004 par value per share (the “Shares”), under the ResMed Inc. 2009 Incentive Award Plan, as amended (formerly known as the ResMed Inc. 2006 Incentive Award Plan, as amended and restated) (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 non-assessable 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.

Sincerely,

/s/ David Pendarvis

David Pendarvis
Global General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
ResMed Inc.:

We consent to the use of our reports dated August, 12, 2013, with respect to the consolidated balance sheets of ResMed Inc. and subsidiaries as of June 30, 2013, and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended June 30, 2013, the related financial statement schedule, and the effectiveness of internal control over financial reporting as of June 30, 2013, incorporated by reference herein.

/s/ KPMG LLP

San Diego, California
February 27, 2014