
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported):
January 22, 2015

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 Blvd.
San Diego, California 92123
(Address of Principal Executive Offices)

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

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 January 22, 2015 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 December 31, 2014.

Item 8.01. Other Events.

On January 22, 2015, we announced that our board of directors declared a cash dividend of US \$0.28 per share of outstanding common stock. The dividend will be payable on March 19, 2015, with a record date of February 12, 2015. 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 CHESS Depository Instruments (CDIs) trading on the Australian Securities Exchange (ASX) at an equivalent amount in Australian currency, based on the exchange rate on February 12, 2015, and reflecting the 10:1 ratio between CDIs and NYSE shares. The ex-dividend date will be February 10, 2015 for CDI holders and common stock holders. ResMed has 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 February 10, 2015 through February 12, 2015, inclusive.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibits:</u> | <u>Description of Document</u> |
|------------------|--|
| 99.1 | Press Release dated January 22, 2015 regarding results of operations |

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: January 22, 2015

RESMED INC.
(registrant)

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

EXHIBIT INDEX

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|------------------|--|
| 99.1 | Press Release dated January 22, 2015 regarding results of operations |



ResMed Inc. Announces Results for the Second Quarter of Fiscal Year 2015

Second quarter revenue increased 10% to \$423 million; up 14% on a constant currency basis

Second quarter GAAP diluted earnings per share of \$0.64

Second quarter operating cash flow of \$106.0 million

Company repurchased 667,000 shares in the second quarter

San Diego, January 22, 2015 – ResMed Inc. (NYSE: RMD) today announced results for its quarter ended December 31, 2014. Revenue for the quarter was \$423.0 million, a 10 percent increase compared to the quarter ended December 31, 2013 (a 14 percent increase on a constant currency basis). Net income was \$91.2 million, an increase of 5 percent compared to the quarter ended December 31, 2013. Diluted earnings per share for the quarter were \$0.64, an increase of 7 percent compared to the quarter ended December 31, 2013.

“We are pleased to report strong double-digit revenue growth, demonstrating excellent progress with our new product launches,” said Mick Farrell, ResMed’s chief executive officer. “We achieved robust commercial performance across all regions, including double-digit growth in the Americas.”

“During the quarter, we continued to roll out the ResMed **Air Solutions** Platform with the launch of our **AirCurve™ 10** series of cloud-connected bilevel devices. We also continued the global roll-out of our new life support ventilation system, the **Astral™** platform. We drove consumer awareness of sleep by launching the **S+ by ResMed**, the world’s first non-contact sleep management solution that helps you monitor and improve your sleep health; we also integrated the S+ with Apple HealthKit. On the legal front, we won a patent infringement lawsuit as we defend our broad portfolio of over 5,000 patents and designs,” said Farrell. “We drove top-line revenue growth in the first half of this fiscal year by launching a strong, innovative portfolio of products and solutions. Longer term, we are focused on our strategy to continue to grow our core sleep apnea market, as well as to invest in high-potential growth opportunities: helping patients with COPD, neuromuscular disease, and cardio-respiratory conditions. Our results this quarter show that our solutions continue to meet the needs of our key customer groups, including patients, physicians, healthcare providers and payers. We are executing to our mission: improving patient quality-of-life, lowering healthcare costs, and preventing chronic disease progression.”

Analysis of second quarter results

In the second quarter of fiscal year 2015, revenue in the Americas was \$231.0 million, a 12 percent increase over the prior year’s quarter. Revenue in combined Europe and Asia Pacific was \$192.0 million, an 8 percent increase compared to the quarter ended December 31, 2013 (a 16 percent increase on a constant currency basis).

Gross margin in the second quarter was 62.2 percent, lower than the prior year, mainly due to an unfavorable product mix and declines in average selling prices, which were partially offset by manufacturing and supply chain improvements.

Selling, general and administrative expenses were \$122.5 million for the quarter, a 10 percent increase (a 15 percent increase on a constant currency basis) over the quarter ended December 31, 2013. SG&A expenses were 29.0 percent of revenue in the quarter, compared to 29.1 percent in the quarter ended December 31, 2013, primarily due to higher marketing costs associated with recent product releases and an increase in variable employee compensation costs.

Research and development expenses were \$29.3 million for the quarter, or 6.9 percent of revenue. R&D expenses decreased by 1 percent (a 7 percent increase on a constant currency basis) compared to the quarter ended December 31, 2013.

Operating profit for the quarter was \$109.1 million and cash flow from operations was \$106.0 million.

Amortization of acquired intangible assets was \$2.3 million (\$1.7 million, net of tax) during the quarter. Stock-based compensation costs incurred during the quarter of \$11.7 million (\$8.1 million, net of tax) consisted of expenses associated with employee equity grants, and the company's employee stock purchase plan.

Share repurchase program

During the quarter, the company repurchased 667,000 shares at a cost of \$33.5 million, as part of its ongoing capital management program.

Dividend program

The ResMed board of directors today declared a quarterly dividend of \$0.28 per share. The dividend will have a record date of February 12, 2015, payable on March 19, 2015. The dividend will be paid in U.S. currency to holders of ResMed's common stock trading on the New York Stock Exchange. Holders of Chess Depositary Instruments 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. The ex-dividend date will be February 10, 2015 for common stock holders and for CDI holders. ResMed has received 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 February 10, 2015 through February 12, 2015, inclusive.

Webcast details

ResMed will discuss its financial and business results and its business outlook on its webcast at 1:30 p.m. U.S. Pacific Standard Time today. The live webcast of the call can be accessed on ResMed's website at www.resmed.com. Please allow extra time before 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 after the live call on ResMed's website. In addition, a telephone replay of the conference call will be available approximately two hours after the call by dialing 630-652-3042 (U.S.) and +1 630-652-3042 (international) and entering a passcode of 38663898. The telephone replay will be available until February 5, 2015.

About ResMed

ResMed changes lives by developing, manufacturing and distributing medical equipment for treating, diagnosing, and managing sleep-disordered breathing, chronic obstructive pulmonary disease, and other

chronic diseases. We develop innovative products and solutions to improve the health and quality of life of those who suffer from these conditions, and we work to raise awareness of the potentially serious health consequences of untreated sleep-disordered breathing. For more information on ResMed, visit www.resmed.com.

Safe harbor statement

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 ResMed’s projections of future revenue or earnings, expenses, new product development, new product launches and new markets for its 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. Additional risks and uncertainties are discussed in ResMed’s periodic reports on file with the U.S. Securities & Exchange Commission. ResMed does not undertake to update its forward-looking statements.

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RESMED INC AND SUBSIDIARIES
Condensed Consolidated Statements of Income (Unaudited)
(In thousands, except per share data)

| | Three Months Ended December 31, | | Six Months Ended December 31, | |
|--|------------------------------------|------------------|----------------------------------|------------------|
| | 2014 | 2013 | 2014 | 2013 |
| Net revenue | \$422,952 | \$384,341 | \$803,351 | \$742,003 |
| Cost of sales | <u>159,730</u> | <u>135,582</u> | <u>302,816</u> | <u>265,263</u> |
| Gross profit | <u>263,222</u> | <u>248,759</u> | <u>500,535</u> | <u>476,740</u> |
| Operating expenses: | | | | |
| Selling, general and administrative | 122,520 | 111,748 | 233,041 | 213,071 |
| Research and development | 29,294 | 29,537 | 59,318 | 56,900 |
| Amortization of acquired intangible assets | 2,262 | 2,454 | 4,355 | 4,866 |
| Total operating expenses | <u>154,076</u> | <u>143,739</u> | <u>296,714</u> | <u>274,837</u> |
| Income from operations | <u>109,146</u> | <u>105,020</u> | <u>203,821</u> | <u>201,903</u> |
| Other income (expenses), net: | | | | |
| Interest income (expense), net | 5,418 | 6,752 | 11,003 | 13,166 |
| Other, net | <u>947</u> | <u>(2,311)</u> | <u>2,617</u> | <u>(3,539)</u> |
| Total other income (expenses), net | <u>6,365</u> | <u>4,441</u> | <u>13,620</u> | <u>9,627</u> |
| Income before income taxes | 115,511 | 109,461 | 217,441 | 211,530 |
| Income taxes | <u>24,330</u> | <u>22,825</u> | <u>43,001</u> | <u>43,964</u> |
| Net income | <u>\$ 91,181</u> | <u>\$ 86,636</u> | <u>\$174,440</u> | <u>\$167,566</u> |
| Basic earnings per share | \$ 0.65 | \$ 0.61 | \$ 1.25 | \$ 1.18 |
| Diluted earnings per share | \$ 0.64 | \$ 0.60 | \$ 1.22 | \$ 1.15 |
| Basic shares outstanding | 140,048 | 142,202 | 140,104 | 142,103 |
| Diluted shares outstanding | 142,202 | 145,335 | 142,468 | 145,412 |

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RESMED INC AND SUBSIDIARIES
Condensed Consolidated Balance Sheets (Unaudited - In thousands)

| | December 31, 2014 | June 30, 2014 |
|---|----------------------|------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 880,695 | \$ 905,730 |
| Accounts receivable, net | 340,427 | 359,593 |
| Inventories | 218,062 | 165,418 |
| Prepayments, deferred income taxes and other current assets | 119,307 | 125,468 |
| Total current assets | 1,558,491 | 1,556,209 |
| Property, plant and equipment, net | 408,219 | 434,277 |
| Goodwill and other intangible assets, net | 320,966 | 334,510 |
| Deferred income taxes and other non-current assets | 38,886 | 35,966 |
| Total non-current assets | 768,071 | 804,753 |
| Total assets | \$ 2,326,562 | \$ 2,360,962 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 80,004 | \$ 85,405 |
| Accrued expenses | 134,071 | 130,656 |
| Deferred revenue | 36,883 | 42,370 |
| Income taxes payable | 8,027 | 10,392 |
| Deferred income taxes | 625 | 717 |
| Current portion of long-term debt | 0 | 18 |
| Total current liabilities | 259,610 | 269,558 |
| Non-current liabilities: | | |
| Deferred income taxes | 9,615 | 10,716 |
| Deferred revenue | 17,472 | 16,352 |
| Income taxes payable | 1,754 | 5,318 |
| Non-current portion of long-term debt | 449,663 | 300,770 |
| Total non-current liabilities | 478,504 | 333,156 |
| Total liabilities | 738,114 | 602,714 |
| Stockholders' Equity: | | |
| Common stock | 562 | 561 |
| Additional paid-in capital | 1,161,335 | 1,117,644 |
| Retained earnings | 1,876,359 | 1,780,396 |
| Treasury stock | (1,368,308) | (1,291,910) |
| Accumulated other comprehensive income | (81,500) | 151,557 |
| Total stockholders' equity | \$ 1,588,448 | \$ 1,758,248 |
| Total liabilities and stockholders' equity | \$ 2,326,562 | \$ 2,360,962 |

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RESMED INC AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows (Unaudited - In thousands)

| | Six Months Ended December 31, 2014 | Six Months Ended December 31, 2013 |
|--|---|---|
| Cash flows from operating activities: | | |
| Net income | \$ 174,440 | \$ 167,566 |
| Adjustment to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 37,451 | 36,450 |
| Gain on disposal of business | (709) | — |
| Stock-based compensation costs | 23,084 | 21,460 |
| Foreign currency revaluation | 390 | 1,970 |
| Excess tax benefit from stock-based compensation arrangements | (10,889) | (9,486) |
| Changes in operating assets and liabilities, net of effect of acquisitions: | | |
| Accounts receivable, net | 11,067 | 22,061 |
| Inventories, net | (64,406) | (29,634) |
| Prepaid expenses, net deferred income taxes and other current assets | (4,309) | 2,094 |
| Accounts payable, accrued expenses and other liabilities | 26,419 | (37,891) |
| Net cash provided by operating activities | <u>192,538</u> | <u>174,590</u> |
| Cash flows from investing activities: | | |
| Purchases of property, plant and equipment | (39,675) | (36,426) |
| Patent registration costs | (4,810) | (3,343) |
| Business acquisitions, net of cash acquired | (17,781) | (3,172) |
| Investments in cost-method investments | (10,500) | (1,525) |
| Proceeds from sale of business | 468 | — |
| Purchases of foreign currency options | — | (405) |
| Payments on maturity of foreign currency contracts | (28,300) | (4,079) |
| Net cash used in investing activities | <u>(100,598)</u> | <u>(48,950)</u> |
| Cash flows from financing activities: | | |
| Proceeds from issuance of common stock, net | 9,931 | 10,136 |
| Excess tax benefit from stock-based compensation arrangements | 10,889 | 9,486 |
| Purchases of treasury stock | (84,055) | (93,592) |
| Payment of business combination contingent consideration | (458) | (442) |
| Proceeds from borrowings, net of borrowing costs | 149,000 | 492,908 |
| Repayment of borrowings | (19) | (360,019) |
| Dividends paid | (78,477) | (71,125) |
| Net cash (used in) / provided by financing activities | <u>6,811</u> | <u>(12,648)</u> |
| Effect of exchange rate changes on cash | <u>(123,786)</u> | <u>(16,365)</u> |
| Net increase / (decrease) in cash and cash equivalents | (25,035) | 96,627 |
| Cash and cash equivalents at beginning of period | 905,730 | 876,048 |
| Cash and cash equivalents at end of period | <u>880,695</u> | <u>976,574</u> |

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