
**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**

**November 13, 2018
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.01 Completion of Acquisition or Disposition of Assets.

On November 13, 2018, ResMed Operations Inc. ("ResMed Operations") completed its previously announced acquisition of MatrixCare Holdings, Inc., a Delaware corporation ("MatrixCare"), in accordance with an Agreement and Plan of Merger (the "Merger Agreement"), dated November 5, 2018, with Evolved Sub, Inc., a Delaware corporation and a wholly owned subsidiary of ResMed Operations ("Merger Sub"), ResMed Inc. ("ResMed"), and OPE LGI Holdings Limited, a Canadian private company in its capacity as the agent acting on behalf of the holders of common stock and common stock options of MatrixCare. Pursuant to the Merger Agreement, Merger Sub merged with and into MatrixCare, with MatrixCare continuing as the surviving entity and a wholly-owned subsidiary of ResMed Operations (the "Merger").

On the Merger's closing (the "Closing"), ResMed Operations paid \$750 million in cash (subject to certain adjustments set forth in the Merger Agreement) (the "Merger Consideration") to the holders of all issued and outstanding MatrixCare common stock and all outstanding options, warrants, and other rights to receive MatrixCare common stock. At the Closing, \$27.5 million of the Merger Consideration was placed in escrow for potential indemnification claims in accordance with the indemnification provisions in the Merger Agreement. Any of the escrow funds that have not been reduced by any claims by ResMed Operations and are not subject to any unresolved claims, will be released to the stockholders of MatrixCare at specified periods of time after the Closing in accordance with the Merger Agreement.

This description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which was filed as Exhibit 2.1 to ResMed's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on November 8, 2018 and is incorporated here by reference.

Item 7.01 Regulation FD Disclosure.

On November 14, 2018, ResMed issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing the completion of the Merger.

The information contained in this Item 7.01 of Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any filing.

Item 9.01 Financial Statements and Exhibits.**(a) Financial statements of businesses acquired.**

ResMed intends to file with the SEC the financial statements relating to MatrixCare under cover of Form 8-K/A, no later than 71 calendar days after the date the information provided under Item 2.01 on this Current Report on Form 8-K was required to be filed.

(b) Pro forma financial information

ResMed intends to furnish with the SEC pro forma financial information relating to the Merger described in Item 2.01 above under cover of Form 8-K/A with the Securities and Exchange Commission no later than 71 calendar days after the date the information provided under Item 2.01 on this Current Report on Form 8-K was required to be filed.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
2.1	<u>Agreement and Plan of Merger, dated November 5, 2018, by and among ResMed Operations Inc., Evolved Sub, Inc., ResMed Inc., OPE LGI Holdings Limited, in its capacity as the agent acting on behalf of the holders of common stock of MatrixCare Holdings, Inc., and MatrixCare Holdings, Inc., (incorporated by reference to Exhibit 2.1 to ResMed Inc.'s Current Report on Form 8-K, filed with the SEC on November 8, 2018).</u>
99.1	<u>Press Release, dated November 14, 2018.</u>

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: November 14, 2018

By: /s/ David Pendarvis

Name: David Pendarvis

Its: Chief administrative officer, global general counsel
and secretary

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ResMed Completes Acquisition of MatrixCare

- Establishes ResMed as a leader in out-of-hospital software-as-a-service offerings
- Expands ResMed's SaaS offerings into additional care settings, including skilled nursing and senior living
- Purchase price \$750 million, accretive to non-GAAP gross margin and non-GAAP diluted earnings per share

SAN DIEGO – November 14, 2018 – ResMed (NYSE: RMD, ASX: RMD), a leader in cloud-connected medical devices and out-of-hospital software-as-a-service (SaaS) business solutions, today announced it has completed its \$750 million acquisition of Minnesota-based MatrixCare, a leader in software solutions for more than 15,000 providers across skilled nursing, life plan communities, senior living and private duty.

These care settings are complementary to ResMed's other SaaS offerings in home medical equipment, home health and hospice, delivered through Brightree and HEALTHCAREfirst, acquired by ResMed in April 2016 and July 2018, respectively. ResMed will drive an integrated ecosystem of solutions across these platforms to maintain single-patient records across multiple care settings, generate analytics and insights that can be applied to individuals and whole populations, and streamline processes across the care continuum.

"We're all excited to have quickly closed this important deal and can officially welcome MatrixCare to the ResMed family," said ResMed CEO Mick Farrell. "ResMed is the world's top tech-driven medical device company, and we are well on our way to being the top provider of out-of-hospital software. It all fits into our mission of changing millions of people's lives, whether it's by treating and preventing the advance of chronic disease or helping someone easily navigate out-of-hospital healthcare settings so they and their loved ones can live their best life."

MatrixCare will continue to operate as a standalone business within ResMed's SaaS portfolio, with targeted commercial, technical and operating links to ResMed and Brightree. There will be no immediate changes to management, locations or business processes. MatrixCare CEO John Damgaard continues in his current role, reporting to ResMed SaaS President Raj Sodhi.

The final \$750 million purchase price is subject to certain adjustments as set forth in the Merger Agreement.

About ResMed

ResMed (NYSE: RMD, ASX: RMD), a world-leading connected health company with more than 6 million cloud-connected devices for daily remote patient monitoring, changes lives with every breath. Its award-winning devices and software solutions help treat and manage sleep apnea, chronic obstructive pulmonary disease and other respiratory conditions. Its 6,000-member team strives to improve patients' quality of life, reduce the impact of chronic disease and save healthcare costs in more than 120 countries. ResMed.com

About MatrixCare

Current and multi-time winner of the prestigious Best in KLAS for Long-Term Care Software award, MatrixCare is the complete solution for growing organizations that need to successfully manage risk in care delivery across the long-term post-acute care (LTPAC) spectrum. Trusted by more than 13,000 facility-based care settings and more than 2,500 home care, home health and hospice organizations, MatrixCare's solutions help Accountable

Care Organizations, skilled nursing and senior living providers, life plan communities, and home health organizations to connect, collaborate and prosper as we migrate to a fee-for-value healthcare system. In addition to electronic health record components purpose-built for any LTPAC care-setting, MatrixCare also includes solutions to systematically increase clinical quality: Enterprise Analytics, robust Clinical Decision Support and the industry's first Care Coordination platform to create a true, person-centric, e-longitudinal health record and enable LTPAC providers to efficiently manage the populations under their care. Visit www.matrixcare.com and www.carecommunity.com for more information.

Forward-looking statements

Statements contained in this news 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 and the integration of acquisitions – are subject to risks and uncertainties that 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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