

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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

**November 21, 2019  
Date of Report (Date of earliest event reported)**

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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 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)**

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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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class             | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|---------------------------------|----------------------|----------------------------------------------|
| Common Stock, \$0.004 per value | RMD                  | New York Stock Exchange                      |

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 5.07. Submission of Matters to a Vote of Security Holders.**

On November 21, 2019, at our annual meeting of stockholders, our stockholders (1) elected the three nominees listed below to serve on our board of directors; (2) ratified the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2020; and (3) approved, on an advisory basis, the compensation of our named executive officers (“say-on-pay”).

|                                                                                                                                                   | For         | Against    | Abstain | Broker<br>Non-Votes |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|---------|---------------------|
| <i>Item of Business No. 1: Elect the following three nominees to serve for three-year terms until our annual meeting of stockholders in 2022:</i> |             |            |         |                     |
| Carol Burt                                                                                                                                        | 107,734,172 | 1,255,799  | 169,663 | 6,405,499           |
| Jan De Witte                                                                                                                                      | 108,960,896 | 63,450     | 135,288 | 6,405,499           |
| Rich Sulpizio                                                                                                                                     | 105,184,218 | 3,855,596  | 119,820 | 6,405,499           |
|                                                                                                                                                   | For         | Against    | Abstain | Broker<br>Non-Votes |
| <i>Item No. 2: Ratify KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2020.</i>                 |             |            |         |                     |
|                                                                                                                                                   | 112,545,822 | 2,886,007  | 133,304 |                     |
|                                                                                                                                                   | For         | Against    | Abstain | Broker<br>Non-Votes |
| <i>Item No.3: Approve, on an advisory basis, the compensation of ResMed’s named executive officers.</i>                                           |             |            |         |                     |
|                                                                                                                                                   | 96,498,840  | 12,525,801 | 134,993 | 6,405,499           |

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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.

**RESMED INC.**

Date: November 22, 2019

By: /s/ David Pendarvis

David Pendarvis

Chief administrative officer, global general counsel and secretary