

RESMED INC  
Form 8-K/A  
January 05, 2006

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

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**FORM 8-K/A**

**AMENDMENT NO. 1 TO CURRENT REPORT**

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

Date of Report (Date of earliest event reported): December 22, 2005

**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.)

**14040 Danielson Street**  
  
**Poway, California 92064-6857**

(Address of Principal Executive Offices)(Zip Code)

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(858) 746-2400

(Registrant's telephone number, including area code)

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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))

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ResMed Inc. (the Company) hereby amends the following item of its Current Report on Form 8-K filed on December 29, 2005 as follows:

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Principal Officer Appointment.**

On December 22, 2005, ResMed Inc. announced that Brett Sandercock has been appointed as the Company's Chief Financial Officer effective January 1, 2006. Mr. Sandercock, age 38, replaces Adrian Smith who has received the full-time appointment of the Company's Chief Operating Officer for Europe, a position he has held since November of 2004. Mr. Sandercock joined the Company in 1998 and has held a variety of positions, most recently as Vice President, Treasury and Finance since November of 2004.

Mr. Sandercock's employment with the Company is on an at-will basis and the material terms of his employment arrangement are: base compensation of AUD \$285,000 per year, a performance bonus with a target amount of 40% of base salary, a pension contribution of 9% of base salary and options to purchase 10,000 shares of the Company's common stock at an exercise price of USD \$40.80 per share, which will vest over a period of four years, issued on December 1, 2005.

A copy of the press release relating to the appointment is attached as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

<u>Exhibits:</u>	<u>Description of Document</u>
99.1*	Press Release dated December 22, 2005

\* Previously filed

**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 5, 2005

**RESMED INC.**

(registrant)

By: /s/ David Pendarvis  
Name: David Pendarvis  
Its: Global General Counsel, Senior Vice President  
Organizational Development and Corporate Secretary

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**EXHIBIT INDEX**

<u>Exhibits:</u>	<u>Description of Document</u>
99.1*	Press Release dated December 22, 2005

\* Previously filed