

NATUS MEDICAL INC  
Form 8-K  
December 21, 2009

**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**

**Date of Report (Date of earliest event reported): December 17, 2009**

**Natus Medical Incorporated**

(Exact name of registrant as specified in its charter)

**000-33001**

(Commission File Number)

**Delaware**  
(State or other jurisdiction)

**77-0154833**  
(I.R.S. Employer)

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of incorporation)

1501 Industrial Road

Identification No.)

San Carlos, CA 94070

(Address of principal executive offices, with zip code)

650-802-0400

(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 (*see* General Instruction A.2. below):

- .. 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At its December 17, 2009 meeting, the Compensation Committee of the Board of Directors of Natus Medical Incorporated (the Company ) approved a cash bonus plan for executive officers of the Company based on the Company achieving its budgeted income before provision for income tax for 2010 ( pre-tax profit ). The cash bonuses may range from 50% to a maximum of 150% of the target amount, based on the amount of actual pre-tax profit relative to the budgeted amount. The target bonus for Mr. Hawkins is 80% of 2010 base salary and for each of Messrs. Mince and Murphy and Dr. Chung is 45% of 2010 base salary. Mr. Traverso s compensation is comprised of (i) his 2010 base salary, (ii) payments made pursuant to a sales commission plan that is paid on a regular basis, and (iii) a bonus for which the terms are the same as the other executive officers of the Company, except that his target bonus is 32% of his 2010 base salary. The payment of bonuses pursuant to this plan is at the discretion of the Board of Directors.

Base salaries for the Company s executive officers were not changed for 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NATUS MEDICAL INCORPORATED**  
*(Registrant)*

Dated: December 21, 2009

By: */s/ STEVEN J. MURPHY*  
**Vice President Finance and Chief Financial Officer**