

ICU MEDICAL INC/DE
Form 8-K/A
April 21, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
Amendment No. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) April 21, 2017(February 3, 2017)

ICU MEDICAL, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation)
001-34634 33-0022692
(Commission File Number) (IRS Employer Identification No.)

951 Calle Amanecer, San Clemente, California 92673
(Address of principal executive offices) (Zip Code)
(949) 366-2183
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 (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))

Indicate by check mark whether
the registrant is an emerging
growth company as defined in
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. o

EXPLANATORY NOTE

On February 9, 2017, ICU Medical, Inc. ("ICU"), a Delaware corporation (the "Company") filed a Current Report on Form 8-K (the "Original Report") to report under Item 2.01 thereof the completion on February 3, 2017 of the acquisition of Hospira Infusion Systems ("HIS"), Pfizer, Inc.'s global infusion therapy business, for \$275 million in cash, 3.2 million shares of ICU stock and a potential \$225 million Earnout.

This Amendment No. 1 on Form 8-K/A is being filed by the Company to amend the Original Report on February 9, 2017 solely to provide certain audited combined consolidated financial statements of HIS as required by Item 9.01(a) of Form 8-K and the unaudited pro forma consolidated financial information required by Item 9.01(b) of Form 8-K, which were excluded from the Original Report in reliance on Items 9.01(a)(4) and 9.01(b)(2) of Form 8-K. Except as provided herein, the disclosures made in the Original Report remain unchanged.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

Audited combined financial statements of HIS as of, October 2, 2016 and December 31, 2015 and for the period from January 1, 2016 to October 2, 2016 and for the years ended December 31, 2015 and 2014 are filed as Exhibit 99.1, and incorporated herein by reference.

(b) Pro Forma Financial Information

Unaudited pro forma condensed consolidated financial information as of and for the nine months ended September 30, 2016 and as of, and for the year ended, December 31, 2015 are filed as Exhibit 99.2 to this Form 8-K/A and are incorporated herein by reference.

(d) Exhibits

Exhibit No.	Description
23.1	Consent of KPMG
99.1	Audited Combined Financial Statements of Pfizer Infusion Systems as of October 2, 2016 and December 31, 2015 and for the period from January 1, 2016 to October 2, 2016 and for the years ended December 31, 2015 and 2014
99.2	Unaudited Pro Forma Condensed Combined Financial Information as of, and for the nine months ended, September 30, 2016, and for the year ended December 31, 2015

SIGNATURE

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

Date: April 21, 2017

ICU MEDICAL, INC.

/s/ SCOTT E. LAMB
Scott E. Lamb
Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit Description

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