

RESMED INC
Form 8-K
June 05, 2008

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

May 30, 2008

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)

14040 Danielson Street

Poway, California 92064-6857

(Address of Principal Executive Offices) (Zip Code)

98-0152841
(I.R.S. Employer

Identification No.)

(858) 746-2400

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(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))

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

(b) On May 30, 2008, during a regularly-scheduled meeting of our board of directors, our current director Donagh McCarthy notified us that he will decline to stand for re-election to the board of directors at our 2008 Annual Shareholder Meeting. Thereafter, the board unanimously agreed that, effective as of the 2008 Annual Shareholder Meeting, the number of directors on our board will be reduced to eight.

Also during our regularly-scheduled board meeting on May 30, 2008, our board unanimously decided that our current Executive Chairman of the Board, Peter C. Farrell, Ph. D, will continue to hold the office of Executive Chairman of the Board after June 30, 2008. Accordingly, Dr. Farrell will not become non-executive chairman of the Board on June 30, 2008, as discussed in the 8-K we filed on August 31, 2007.

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: June 5, 2008

RESMED INC.

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