

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**