

NVE CORP /NEW/  
Form 8-K/A  
December 18, 2009

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

**FORM 8-K/A**

**(Amendment No. 2)  
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 15, 2009**

**NVE Corporation**

(Exact name of registrant as specified in its charter)

**Minnesota**

**000-12196**

**41-1424202**

(State or other jurisdiction of incorporation)

(Commission File Number)  
(IRS Employer Identification No.)

**11409 Valley View Road, Eden Prairie, Minnesota**

**55344**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(952) 829-9217**

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(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))
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**Explanatory Note**

This Amendment Number 2 to Form 8-K is being filed to disclose a second amendment to our Supplier Partnering Agreement dated January 3, 2006, as amended by Amendment Number 1 to the Agreement dated September 6, 2007, by and between Pacesetter, Inc., a St. Jude Medical Company, d.b.a. St. Jude Medical Cardiac Rhythm Management Division ( St. Jude ), and us.

**Item 1.01 Entry into a Material Definitive Agreement**

***General information***

We supply spintronic sensors to St. Jude intended for use in medical devices under the Agreement as amended.

***Description of the Terms and Conditions of the Amendment***

On December 15, 2009 we executed Amendment Number 2 to the Agreement, which extends the term of the Agreement as amended through December 31, 2010 and modifies the unit price. Amendment Number 2 is filed herein as Exhibit 10.4 to this Current Report on Form 8-K/A.

**Item 9.01 Financial Statements and Exhibits**

**Exhibit #**  
**Description**

10.1 Indemnification Agreement by and between Pacesetter, Inc., a St. Jude Medical Company, d.b.a. St. Jude Medical Cardiac Rhythm Management Division, and the company (incorporated by reference to our Current Report on Form 8-K filed September 27, 2005).

10.2+ Supplier Partnering Agreement by and between Pacesetter, Inc., a St. Jude Medical Company, d.b.a. St. Jude Medical Cardiac Rhythm Management Division, and the company (incorporated by reference to our Current Report on Form 8-K filed January 4, 2006).

10.3+ Amendment Number 1 dated September 6, 2007 to Supplier Partnering Agreement between Pacesetter, Inc., a St. Jude Medical Company, d.b.a. St. Jude Medical Cardiac Rhythm Management Division, and the company (incorporated by reference to our Current Report on Form 8-K/A filed September 10, 2007).

10.4+ Amendment Number 2 dated December 15, 2009 to Supplier Partnering Agreement between Pacesetter, Inc., a St. Jude Medical Company, d.b.a. St. Jude Medical Cardiac Rhythm Management Division, and the company (filed with this Current Report on Form 8-K/A).  
+Confidential portions of this exhibit have been deleted and filed separately with the SEC under a request for confidential treatment pursuant to Rule 24b-2 or Rule 406.

**SIGNATURE**

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.

Date **December 18, 2009** **NVE CORPORATION**  
(Registrant)

/s/ DANIEL A. BAKER  
Daniel A. Baker  
President and Chief Executive Officer