

NATUS MEDICAL INC
Form 10-K/A
March 12, 2018

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

FORM 10-K/A
Amendment No. 1

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended
December 31, 2017

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period
from to .

Commission
file number:
000-33001

NATUS MEDICAL INCORPORATED
(Exact name of Registrant as specified in its charter)
Delaware 77-0154833
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)
6701 Koll Center Parkway, Suite 120, Pleasanton, CA 94566
(Address of principal executive offices) (Zip Code)
(925) 223-6700
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

| | |
|---|--|
| Title of each class | Name of each exchange on which registered |
| Common Stock, \$0.001 par value per share | The NASDAQ Stock Market LLC (Nasdaq Global Select Market) |

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

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information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2017, the last business day of Registrant's most recently completed second fiscal quarter, there were 33,149,439 shares of Registrant's common stock outstanding, and the aggregate market value of such shares held by non-affiliates of Registrant (based upon the closing sale price of such shares on the Nasdaq Global Select Market on June 30, 2017) was \$1,236,474,075. Shares of Registrant's common stock held by each executive officer and director and by each entity that owns 5% or more of Registrant's outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

On February 18, 2018, the registrant had 33,160,428 shares of its common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The Registrant has incorporated by reference, into Part III of this Form 10-K, portions of its Proxy Statement for the 2018 Annual Meeting of Stockholders.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this "Amendment") to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, initially filed with the Securities and Exchange Commission ("SEC") on March 1, 2018 (the "Original Filing"), is being filed to amend and restate Item 15(a)(3) in Part IV of the Original Filing in order to update the Exhibit Index referred to therein.

Also included in this Amendment are (i) signature page and (ii) certifications required of the principal executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are contained within this Amendment, we are not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

No attempt has been made in this Amendment to modify or update the other disclosures presented in the Original Filing. This Amendment does not reflect events occurring after the filing of the Original Filing or modify or update those disclosures, including the exhibits to the Original Filing, affected by subsequent events. Accordingly, this Amendment should be read in conjunction with the Original Filing and our other filings made with the SEC.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a)(3) Exhibits

The Exhibits listed in the Index to Exhibits, which appears immediately following the signature page and is incorporated herein by reference, are filed as part of this 10-K/A.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-K to be signed on its behalf by the undersigned thereunto duly authorized.

NATUS MEDICAL INCORPORATED

By /s/ JAMES B. HAWKINS
James B. Hawkins
President and Chief Executive Officer

By /s/ JONATHAN A. KENNEDY
Jonathan A. Kennedy
Executive Vice President and Chief Financial Officer
Dated: March 12, 2018

EXHIBIT INDEX

| Exhibit No. | Exhibit | Incorporated By Reference | | | |
|----------------|--|---------------------------|-------------|-----------|-----------|
| | | Filing | Exhibit No. | File No. | File Date |
| <u>3.1</u> | <u>Natus Medical Incorporated Amended and Restated Certificate of Incorporation</u> | S-1 | 3.1.1 | 333-44138 | 8/18/2000 |
| <u>3.2</u> | <u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation</u> | 8-K | 3.1 | 000-33001 | 9/13/2012 |
| <u>3.3</u> | <u>Natus Medical Incorporated Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock</u> | 8-A | 3.1.2 | 000-33001 | 9/6/2002 |
| <u>3.4</u> | <u>Bylaws of Natus Medical Incorporated</u> | 8-K | 3.1 | 000-33001 | 6/18/2008 |
| <u>3.5</u> | <u>Amended and Restated Bylaws of Natus Medical Incorporated</u> | 10-Q | 3.1 | 000-33001 | 5/9/2012 |
| <u>10.1</u> | <u>Form of Indemnification Agreement between Natus Medical Incorporated and each of its directors and officers</u> | S-1 | 10.1 | 333-44138 | 8/18/2000 |
| <u>10.2*</u> | <u>Natus Medical Incorporated Amended and Restated 2000 Stock Awards Plan</u> | 8-K | 10.1 | 000-33001 | 1/4/2006 |
| <u>10.2.1*</u> | <u>Form of Option Agreement under the Amended and Restated 2000 Stock Awards Plan</u> | S-1 | 10.3.1 | 333-44138 | 8/18/2000 |
| <u>10.2.2*</u> | <u>Form of Restricted Stock Purchase Agreement under the Amended and Restated 2000 Stock Awards Plan</u> | 10-Q | 10.2 | 000-33001 | 8/9/2006 |
| <u>10.2.3*</u> | <u>Form of Restricted Stock Unit Agreement under the Amended and Restated 2000 Stock Awards Plan</u> | 10-K | 10.2.3 | 000-33001 | 3/14/2008 |
| <u>10.3*</u> | <u>Natus Medical Incorporated 2000 Director Option Plan</u> | 10-Q | 10.02 | 000-33001 | 5/9/2008 |
| <u>10.3.1*</u> | <u>Form of Option Agreement under the 2000 Director Option Plan</u> | S-1 | 10.4.1 | 333-44138 | 8/18/2000 |
| <u>10.4*</u> | <u>Natus Medical Incorporated 2000 Supplemental Stock Option Plan</u> | S-1 | 10.15 | 333-44138 | 2/9/2001 |
| <u>10.4.1*</u> | <u>Form of Option Agreement for 2000 Supplemental Stock Option Plan</u> | S-1 | 10.15.1 | 333-44138 | 2/9/2001 |
| <u>10.5*</u> | <u>Natus Medical Incorporated 2000 Employee Stock Purchase Plan and form of subscription agreement thereunder</u> | 8-K | 10.2 | 000-33001 | 1/4/2006 |
| <u>10.6*</u> | <u>[Amended] 2011 Stock Awards Plan</u> | 14-A | — | 000-33001 | 4/20/2011 |
| <u>10.6.1*</u> | <u>Form of Stock Option Award Agreement under the [Amended] 2011 Stock Plan</u> | 10-Q | 10.1 | 000-33001 | 11/7/2011 |
| <u>10.6.2*</u> | <u>Form of Restricted Stock Award Purchase Agreement</u> | 10-Q | 10.2 | 000-33001 | 11/7/2011 |
| <u>10.6.3*</u> | <u>Form of Restricted Stock Unit Agreement</u> | 10-Q | 10.3 | 000-33001 | 11/7/2011 |
| <u>10.7*</u> | <u>2011 Employee Stock Purchase Plan</u> | 14-A | — | 000-33001 | 4/20/2011 |
| <u>10.7.1*</u> | <u>2011 Employee Stock Purchase Plan Subscription Agreement</u> | 14-A | — | 000-33001 | 4/20/2011 |
| <u>10.8*</u> | <u>Form of Employment Agreement between Natus Medical Incorporated and each of its executive officers other than its Chief Executive Officer and Chief Financial Officer</u> | 10-K | 10.10 | 000-33001 | 3/10/2009 |

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|----------------|---|---------------------------|-------------|---------------------|
| | | Filing | Exhibit No. | File No. File Date |
| <u>10.8.1*</u> | <u>Form of Amendment to Employment Agreement between Natus Medical Incorporated and each of its executive officers other than its Chief Executive Officer and Chief Financial Officer</u> | 10-K | | 000-33001 3/16/2015 |
| <u>10.9*</u> | <u>Amended employment agreement between Natus Medical Incorporated and its Chief Executive Officer, James B. Hawkins dated April 19, 2013</u> | 8-K | 99.1 | 000-33001 4/22/2013 |
| <u>10.10*</u> | <u>Form of Employment Agreement between Natus Medical Incorporated and Jonathan A. Kennedy dated April 8, 2013</u> | 10-Q | 10.1 | 000-33001 8/8/2013 |
| <u>10.11</u> | <u>Credit Agreement between Natus Medical Incorporated and CitiBank, NA dated October 9, 2015</u> | 8-K | 10.1 | 000-33001 10/9/2015 |
| <u>10.12</u> | <u>Agreement For the Acquisition of Medical Devices between Medix ICSA and the Ministry of Health of the Republic of Venezuela dated October 15, 2015</u> | 10-Q | | 000-33001 2/29/2016 |
| <u>10.13</u> | <u>Amendment to Agreement For the Acquisition of Medical Devices between Medix ICSA and the Ministry of Health of the Republic of Venezuela dated October 15, 2015</u> | 10-Q | 10.2 | 000-33001 11/3/2016 |
| <u>10.14</u> | <u>Credit Agreement, dated September 23, 2016, between the Company, JP Morgan Chase Bank, N.A. and Citibank, N.A.</u> | 10-Q | 10.1 | 000-33001 11/3/2016 |
| <u>10.15</u> | <u>Master Purchase Agreement, dated September 25, 2016, between GN Hearing A/S, GN Nord A/S and the Company</u> | 10-Q | 10.3 | 000-33001 11/3/2016 |
| <u>16.1</u> | <u>Letter Regarding Change in Certifying Accountant</u> | 8-K | 16.1 | 000-33001 3/28/2014 |
| <u>21.1#</u> | <u>Significant Subsidiaries of the Registrant</u> | | | |
| <u>23.1#</u> | <u>Consent of Independent Registered Public Accounting Firm</u> | | | |
| <u>24.1</u> | <u>Power of Attorney (included on signature page)</u> | | | |
| <u>31.1#</u> | <u>Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> | | | |
| <u>31.2#</u> | <u>Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> | | | |
| <u>31.3</u> | <u>Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> | | | |
| <u>31.4</u> | <u>Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> | | | |
| <u>32.1#</u> | <u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> | | | |

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| Exhibit No. | Exhibit | Incorporated By Reference | | |
|-------------|---|---------------------------|-------------|--------------------|
| | | Filing | Exhibit No. | File No. File Date |
| 101.INS# | XBRL Instance Document | | | |
| 101.SCH# | XBRL Taxonomy Extension Schema Document | | | |
| 101.CAL# | XBRL Taxonomy Extension Label Calculation Linkbase Document | | | |
| 101.DEF# | XBRL Taxonomy Extension Definition Document | | | |
| 101.LAB# | XBRL Taxonomy Extension Label Linkbase Document | | | |
| 101.PRE# | XBRL Taxonomy Extension Presentation Linkbase Document | | | |

* Indicates a management contract or compensatory plan or arrangement

Previously filed with Annual Report on Form 10-K for year ended December 31, 2017