

Edgar Filing: ICU MEDICAL INC/DE - Form S-8

ICU MEDICAL INC/DE
Form S-8
May 20, 2004

As filed with the Securities and Exchange Commission on May 19, 2004
Registration No.

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

33-0022692
(I.R.S. Employer
Identification No.)

951 Calle Amanecer
San Clemente, California 92673
(Address of Registrant's Principal Executive Offices) (Zip Code)

ICU MEDICAL, INC.
1993 STOCK INCENTIVE PLAN
(Full Title of Plan)

FRANCIS J. O'BRIEN
Secretary, Treasurer and Chief Financial Officer
ICU Medical, Inc.
951 Calle Amanecer
San Clemente, California 92673
(Name and Address of Agent for Service)
(949) 366-2183
(Telephone Number, Including Area Code, of Agent for Service)

With a Copy to:

STEPHEN E. NEWTON, Esq.
Heller Ehrman White & McAuliffe LLP
601 South Figueroa Street
Los Angeles, California 90017
(213) 689-0200

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common Stock	3,000,000 shares	\$ 32.25 (2)	\$96,750,000

- (1) The provisions of Rule 416 under the Securities Act of 1933 shall apply to this Registration Statement, and the number of shares registered on this Registration Statement automatically shall increase or decrease as a result of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(h). The average of the high and low prices of the Common Stock reported by the Nasdaq National Market on May 18, 2004 was \$32.25.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This registration statement is filed in accordance with the provisions of General Instruction E to Form S-8 for the purpose of registering additional shares of common stock for offer and sale under the ICU Medical, Inc. 1993 Stock Incentive Plan, for which registration statements on Form S-8 (File Nos. 333-04171 and 333-58024) are already effective. Except to the extent that exhibits are filed herewith, the contents of ICU Medical, Inc.'s registration statements on Form S-8 (File Nos. 333-04171 and 333-58024) are hereby incorporated by reference.

Item 8. Exhibits.

Number	Description
--------	-------------

- | | |
|------|---|
| 5.1 | Opinion of Heller Ehrman White & McAuliffe LLP |
| 23.1 | Consent of Heller Ehrman White & McAuliffe LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Deloitte & Touche LLP |
| 24.1 | Power of Attorney of certain officers and directors (included in signature page in Part II of the Registration Statement) |
| 99.1 | Amendment to ICU Medical, Inc. 1993 Stock Incentive Plan |

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SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Clemente, State of California, on May 19, 2004.

ICU MEDICAL, INC.

By /s/ GEORGE A. LOPEZ

George A. Lopez
Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints George A. Lopez and Francis J. O'Brien, or either of them, his or her attorneys-in-fact, with full power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
GEORGE A. LOPEZ ----- George A. Lopez	Chairman of the Board and Chief Executive Officer, (Principal Executive Officer)	May 19, 2004
FRANCIS J. O'BRIEN ----- Francis J. O'Brien	Secretary, Treasurer and Chief Financial Officer (Principal Financial Officer)	May 19, 2004
SCOTT E. LAMB ----- Scott E. Lamb	Controller (Principal Accounting Officer)	May 19, 2004
JACK W. BROWN ----- Jack W. Brown	Director	May 19, 2004
JOHN J. CONNORS ----- John J. Connors	Director	May 19, 2004
MICHAEL T. KOVALCHIK, III ----- Michael T. Kovalchik, III	Director	May 19, 2004
JOSEPH R. SAUCEDO	Director	May 19, 2004

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Joseph R. Saucedo

RICHARD H. SHERMAN

Director

May 19, 2004

Richard H. Sherman

ROBERT S. SWINNEY

Director

May 19, 2004

Robert S. Swinney

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EXHIBIT INDEX

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