
**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**

**November 5, 2018
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)

98-0152841
(I.R.S. Employer
Identification No.)

**9001 Spectrum Center Boulevard
San Diego, California 92123**
(Address of Principal Executive Offices) (Zip Code)

(858) 836-5000
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

On November 5, 2018, ResMed Inc. (“ResMed”) issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing its entry into an Agreement and Plan of Merger (the “Merger Agreement”) with ResMed Operations Inc., (“ResMed Operations”), a Delaware corporation and wholly owned subsidiary of ResMed, Evolved Sub, Inc. a Delaware corporation and a wholly owned subsidiary of ResMed Operations (“Merger Sub”), MatrixCare Holdings, Inc., a Delaware corporation (“MatrixCare”), and OPE LGI Holdings Limited, a Canadian private company, in its capacity as the agent acting on behalf of the holders of common stock of MatrixCare, providing for the merger of Merger Sub with and into MatrixCare, such that MatrixCare will become the surviving company and a wholly owned subsidiary of ResMed Operations (the “Merger”).

The information contained in this Item 7.01 of Form 8-K (including Exhibit 99.1 attached hereto) is being furnished and shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

The information relating solely to the Merger Agreement and the proposed Merger set forth above in Item 7.01 is incorporated herein by reference, except for Exhibit 99.1, which shall not be deemed “filed” and is not incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<u>Press Release dated November 5, 2018</u>

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, as amended.

RESMED INC.

Date: November 5, 2018

By: /s/ David Pendarvis

Name: David Pendarvis

Its: Chief administrative officer, global general counsel and secretary

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ResMed to Acquire MatrixCare, Expands Out-of-Hospital SaaS Portfolio into Long-Term Care Settings

- *Expands ResMed's out-of-hospital software portfolio into skilled nursing and senior living verticals*
- *Enhances ResMed's ability to improve patient transitions of care and provider efficiencies*
- *Purchase price \$750 million, accretive to non-GAAP gross margin and non-GAAP diluted earnings per share*

SAN DIEGO – November 5, 2018 – ResMed (NYSE: RMD, ASX: RMD) today announced it has signed a definitive agreement to acquire privately held MatrixCare, a leader in U.S. long-term post-acute care software, serving more than 15,000 providers across skilled nursing, life plan communities, senior living and private duty.

These care settings are complementary to ResMed's current software-as-a-service (SaaS) offerings in home medical equipment, home health and hospice, delivered through Brightree and HEALTHCAREfirst.

Named "Best in KLAS" for long-term post-acute care software in 2017 and 2018, Minnesota-based MatrixCare's electronic health record (EHR) solution supports a wide range of long-term care settings, enabling providers to increase patient management efficiencies and deliver superior clinical care. Its wide range of offerings includes point of care, lead and referral management, claims processing, payroll and nutrition management, among others.

"The acquisition of MatrixCare is an excellent addition to the out-of-hospital software portfolio that we can offer our healthcare provider customers," said ResMed CEO Mick Farrell. "ResMed is the world's leading tech-driven medical device company and is well positioned to be the leading out-of-hospital software provider in the market. With our portfolio including Brightree, HEALTHCAREfirst, and MatrixCare, we will streamline transitions of care, creating better outcomes for patients, caregivers, and out-of-hospital healthcare providers."

"By establishing a technology footprint across these major care settings, ResMed will drive an integrated ecosystem of solutions, such as maintaining single-patient records across multiple care settings, generating analytics and insights that can be applied to individuals and whole populations, and streamlining processes for healthcare providers across the care continuum," said ResMed SaaS President Raj Sodhi.

"We're thrilled to be part of a global healthcare leader that shares our mission, leveraging technology to improve the quality of life for seniors and those who care for them," said MatrixCare CEO John Damgaard. "Out-of-hospital care today is incredibly fragmented, with those struggling to navigate across care settings, and providers often unable to assist. Like MatrixCare, ResMed's software solutions smooth the path to faster, better care, and a smarter way for clinicians to do business. The entire MatrixCare team and I look forward to joining forces with them."

Terms of the transaction

Under the agreement terms, ResMed will acquire MatrixCare for \$750 million, which ResMed will fund primarily with its credit facility. In calendar year 2018, MatrixCare pro forma net revenue is estimated to be approximately \$122 million, with a pro forma EBITDA of approximately \$30 million.

The transaction is expected to be immediately accretive to non-GAAP gross margin and non-GAAP diluted earnings per share after close and beyond. The purchase price of \$750 million represents a valuation multiple of 25 times the expected calendar year 2018 pro forma EBITDA of \$30 million.

The transaction is expected to close by the end of the second quarter of ResMed's fiscal year 2019, subject to customary closing conditions and any applicable regulatory approvals. Following completion of the transaction, ResMed intends to suspend its share repurchase program.

On completion of the transaction, MatrixCare will continue to operate as a standalone business within ResMed's SaaS portfolio, with targeted commercial, technical and operating links to ResMed and Brightree. There will be no immediate changes to management, locations or business processes. MatrixCare CEO John Damgaard will continue in his current role, reporting to Raj Sodhi.

About ResMed

ResMed (NYSE: RMD, ASX: RMD), a world-leading connected health company with more than 6 million cloud-connected devices for daily remote patient monitoring, changes lives with every breath. Its award-winning devices and software solutions help treat and manage sleep apnea, chronic obstructive pulmonary disease and other respiratory conditions. Its 6,000-member team strives to improve patients' quality of life, reduce the impact of chronic disease and save healthcare costs in more than 120 countries. ResMed.com

About MatrixCare

Current and multi-time winner of the prestigious Best in KLAS for Long-Term Care Software award, MatrixCare is the complete solution for growing organizations that need to successfully manage risk in care delivery across the long-term post-acute care (LTPAC) spectrum. Trusted by more than 13,000 facility-based care settings and more than 2,500 home care, home health and hospice organizations, MatrixCare's solutions help Accountable Care Organizations, skilled nursing and senior living providers, life plan communities, and home health organizations to connect, collaborate and prosper as we migrate to a fee-for-value healthcare system. In addition to electronic health record components purpose-built for any LTPAC care-setting, MatrixCare also includes solutions to systematically increase clinical quality: Enterprise Analytics, robust Clinical Decision Support and the industry's first Care Coordination platform to create a true, person-centric, e-longitudinal health record and enable LTPAC providers to efficiently manage the populations under their care. Visit www.matrixcare.com and www.carecommunity.com for more information.

Forward-looking statements

Statements contained in this news release that are not historical facts are "forward-looking" statements as contemplated by the Private Securities Litigation Reform Act of 1995. These forward-looking statements – including statements regarding ResMed's projections of future revenue or earnings, expenses, new product development, new product launches and new markets for its products and the integration of acquisitions – are subject to risks and uncertainties that could cause actual results to materially differ from those projected or implied in the forward-looking statements. Additional risks and uncertainties are discussed in ResMed's periodic reports on file with the U.S. Securities & Exchange Commission. ResMed does not undertake to update its forward-looking statements.

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