

ICU MEDICAL INC/DE  
Form 8-K  
November 21, 2013

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) November 19, 2013

ICU MEDICAL, INC.

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| DELAWARE  | 0-19974                  | 33-0022692                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 951 Calle Amanecer, San Clemente, California | 92673      |
| (Address of principal executive offices)     | (Zip Code) |

(949) 366-2183

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 (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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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At a meeting held on November 19, 2013, the Compensation Committee of the Board of Directors of ICU Medical, Inc. ("the Company") approved retention agreements and increased bonus targets to the Company's executive officers and approved increases to annual base salaries for certain executive officers of the Company. The terms of the retention agreements are based on the executive's tier. The Chief Executive Officer, Steve Riggs, is in Tier 1. All other executive positions are in Tier 2. The target bonus adjustments and annual base salary adjustments begin January 1, 2014.

The approved increases in bonus targets are as follows:

| Officer             | Bonus<br>Target<br>2014 |   |
|---------------------|-------------------------|---|
| Steve C. Riggs      | 65                      | % |
| Scott E. Lamb       | 65                      | % |
| Alison D. Burcar    | 60                      | % |
| Richard A. Costello | 55                      | % |

The approved increases in the annual base salaries are as follows:

| Officer          | Annual Base Salary<br>2014 |
|------------------|----------------------------|
| Scott E. Lamb    | \$395,131                  |
| Alison D. Burcar | \$315,000                  |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 21, 2013

ICU Medical, Inc.

/s/ SCOTT E. LAMB

Scott E. Lamb

Secretary, Treasurer and Chief Financial Officer