

OMNICELL INC /CA/  
Form 8-K  
December 13, 2005

**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**



# OMNICELL, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-33043**  
(Commission File Number)

**94-3166458**  
(IRS Employer  
Identification Number)

**1201 Charleston Road**  
**Mountain View, CA 94043**

(Address of principal executive offices, including zip code)

**(650) 251-6100**

(Registrant's telephone number, including area code)

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

On December 7, 2005, at a meeting of the Compensation Committee (the Committee) of the Board of Directors of Omnicell, Inc. (the Company), the Committee approved the terms of the Quarterly Executive Bonus Plan for the 2006 fiscal year (the 2006 Bonus Plan) which is applicable to the Company's management team, director level and above, including Section 16(b) officers.

For the participants to be eligible for the quarterly bonus, the 2006 Bonus Plan requires the Company to achieve both a minimum profitability target and revenue growth target as set by the Committee each quarter. If the Company's targets are achieved, the participants are eligible to receive 50% of their bonus amount. Each participant will also have individual quarterly performance targets set by management, that, if achieved, will allow the participant to receive up to the remaining 50% of their bonus amount. No bonuses are paid under the 2006 Bonus Plan in any quarter where the Company targets are not achieved. Also, in any quarter where the quarterly Company targets are achieved and the profitability target is exceeded, each participant can earn an additional 10% of his or her quarterly bonus for each incremental target achieved, as set by the Committee. The bonus is computed as a percentage of the participant's quarterly base salary, which is established by the Committee. In fiscal 2006, the bonus target levels range from 25% of quarterly salary to 60% of quarterly salary depending on the seniority level of the participant. The Committee may alter the incentive payout based on such factors as achievement of publicly announced targets, product milestones, strategic goals, cross-functional teamwork and collaboration, and unforeseen changes in the economy and/or geopolitical climate.

The foregoing description is subject to, and qualified in its entirety by, the 2006 Bonus Plan, which is attached hereto as Exhibit 10.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
10.1	Omnicell Quarterly Executive Bonus Plan

**SIGNATURE**

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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.

**OMNICELL, INC.**

Dated: December 13, 2005

By: /s/ Dan S. Johnston  
Dan S. Johnston,  
*Senior Vice President  
and General Counsel*

**INDEX TO EXHIBITS**

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4

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