

NATUS MEDICAL INC  
Form 8-K  
February 25, 2003

---

# 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) February 14, 2003

---

## Natus Medical Incorporated

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction

000-33001  
(Commission

77-0154833  
(IRS Employer

of incorporation)

File Number)

Identification No.)

1501 Industrial Road, San Carlos, California 94070

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (650) 802-0400

Not applicable

(Former name or former address, if changed since last report)



**ITEM 5. OTHER EVENTS.**

On February 14, 2003, Natus Medical Incorporated ( Natus ) entered into a voting agreement with Perry Corp., a stockholder of Natus, and amended its stockholder rights plan to permit Perry Corp. to acquire up to 34% of Natus' outstanding common stock. The voting agreement and amendment to the rights plan are attached as exhibits hereto.

**ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.**

(4) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.2	Amendment No. 1 dated February 14, 2003 to Preferred Stock Rights Agreement between Natus Medical Incorporated and EquiServe Trust Company, N.A.
4.3	Voting Agreement dated February 14, 2003 between Natus Medical Incorporated and Perry Corp.

SIGNATURES

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.

NATUS MEDICAL INCORPORATED

By:

/s/ Tim C. Johnson

---

Dated: February 24, 2003

Tim C. Johnson  
President, Chief Executive Officer and Chief  
Operating Officer

**Index to Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
4.2	Amendment No. 1 dated February 14, 2003 to Preferred Stock Rights Agreement between Natus Medical Incorporated and EquiServe Trust Company, N.A.
4.3	Voting Agreement dated February 14, 2003 between Natus Medical Incorporated and Perry Corp.