NATUS MEDICAL INC Form 10-K/A March 02, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

, Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended $^{\circ}$ December 31, 2016

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to . Commission

file number: 000–33001

NATUS MEDICAL INCORPORATED

(Exact name of Registrant as specified in its charter) Delaware 77-0154833 (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification Number) 6701 Koll Center Parkway, Suite 120, Pleasanton, CA 94566 (Address of principal executive offices) (Zip Code) (925) 223-6700 (Registrant's telephone number, including area code) Securities Registered Pursuant to Section 12(b) of the Act: Title of each class Name of each exchange on which registered The NASDAQ Stock Market LLC Common Stock, \$0.001 par value per share (Nasdaq Global Select Market) Securities Registered Pursuant to Section 12(g) of the Act: None Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No " Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes " No ý Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such requirements for the past 90 days. Yes \acute{v} No " Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No " Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

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information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. ý Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer \acute{y} Accelerated filer \neg

Non-accelerated filer \neg Smaller reporting company \neg

(Do not check if a smaller

reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the

Act). Yes " No ý

As of June 30, 2016, the last business day of Registrant's most recently completed second fiscal quarter, there were 32,942,199 shares of Registrant's common stock outstanding, and the aggregate market value of such shares held by non-affiliates of Registrant (based upon the closing sale price of such shares on the Nasdaq Global Select Market on June 30, 2016) was \$1,245,215,122. Shares of Registrant's common stock held by each executive officer and director and by each entity that owns 5% or more of Registrant's outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

On February 17, 2017, the registrant had 32,866,703 shares of its common stock outstanding. DOCUMENTS INCORPORATED BY REFERENCE

The Registrant has incorporated by reference, into Part III of this Form 10-K, portions of its Proxy Statement for the 2017 Annual Meeting of Stockholders.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this "Amendment") to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, initially filed with the Securities and Exchange Commission ("SEC") on February 24, 2017 (the "Original Filing"), is being filed to amend Exhibit 23.1, the Consent of Independent Registered Public Accounting Firm.

Also included in this Amendment are (i) signature page and (ii) certifications required of the principal executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements are contained within this Amendment, we are not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

No attempt has been made in this Amendment to modify or update the other disclosures presented in the Original Filing. This Amendment does not reflect events occurring after the filing of the Original Filing or modify or update those disclosures, including the exhibits to the Original Filing, affected by subsequent events. Accordingly, this Amendment should be read in conjunction with the Original Filing and our other filings made with the SEC.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a)(3) Exhibits

The Exhibits listed in the Index to Exhibits, which appears immediately following the signature page and is incorporated herein by reference, are filed as part of this 10-K/A.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-K to be signed on its behalf by the undersigned thereunto duly authorized.

NATUS MEDICAL INCORPORATED

- By /s/ JAMES B. HAWKINS James B. Hawkins President and Chief Executive Officer
- By /s/ JONATHAN A. KENNEDY Jonathan A. Kennedy Executive Vice President and Chief Financial Officer Dated: March 2, 2017

EXHIBIT INDEX

Exhibit No.	Exhibit	Incorporated By Reference Filing Exhibit No. File No.			File Date
3.1	Natus Medical Incorporated Amended and Restated Certificate of Incorporation	S-1	3.1.1	333-44138	8/18/2000
3.2	Natus Medical Incorporated Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock	8-A	3.1.2	000-33001	9/6/2002
3.3	Bylaws of Natus Medical Incorporated	8-K	3.1	000-33001	6/18/2008
10.1	Form of Indemnification Agreement between Natus Medical Incorporated and each of its directors and officers	S-1	10.1	333-44138	8/18/2000
10.2*	Natus Medical Incorporated Amended and Restated 2000 Stock Awards Plan	8-K	10.1	000-33001	1/4/2006
10.2.1*	Form of Option Agreement under the Amended and Restated 2000 Stock Awards Plan	S-1	10.3.1	333-44138	8/18/2000
10.2.2*	Form of Restricted Stock Purchase Agreement under the Amended and Restated 2000 Stock Awards Plan	10-Q	10.2	000-33001	8/9/2006
10.2.3*	Form of Restricted Stock Unit Agreement under the Amended and Restated 2000 Stock Awards Plan	10-K	10.2.3	000-33001	3/14/2008
10.3*	Natus Medical Incorporated 2000 Director Option Plan	10-Q	10.02	000-33001	5/9/2008
10.3.1*	Form of Option Agreement under the 2000 Director Option Plan	S-1	10.4.1	333-44138	8/18/2000
10.4*	Natus Medical Incorporated 2000 Supplemental Stock Option Plan	S-1	10.15	333-44138	2/9/2001
10.4.1*	Form of Option Agreement for 2000 Supplemental Stock Option Plan	S-1	10.15.1	333-44138	2/9/2001
10.5*	Natus Medical Incorporated 2000 Employee Stock Purchase Plan and form of subscription agreement thereunder	8-K	10.2	000-33001	1/4/2006
10.6*	[Amended] 2011 Stock Awards Plan	14-A	_	000-33001	4/20/2011
10.6.1*	Form of Stock Option Award Agreement under the [Amended] 2011 Stock Plan	10-Q	10.1	000-33001	11/7/2011
10.6.2*	Form of Restricted Stock Award Purchase Agreement	10-Q		000-33001	
10.6.3*	Form of Restricted Stock Unit Agreement	10-Q		000-33001	
10.7*	2011 Employee Stock Purchase Plan	14-A		000-33001	
10.7.1*	2011 Employee Stock Purchase Plan Subscription Agreement	14-A	_	000-33001	4/20/2011
10.8*	Form of Employment Agreement between Natus Medical Incorporated and each of its executive officers other than its Chief Executive Officer and Chief Financial Officer	10 - K	10.10	000-33001	3/10/2009
10.8.1*	Form of Amendment to Employment Agreement between Natus Medical Incorporated and each of its executive officers other than its Chief Executive Officer and Chief Financial Officer				

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		Incorporated By Reference			
Exhibit No.	Exhibit	Filing	Exhibit No	.File No.	File Date
	Amended employment agreement between Natus Medical				
10.9*	Incorporated and its Chief Executive Officer, James B.	8-K	99.1	000-33001	4/22/2013
	Hawkins dated April 19, 2013				
10.10*	Form of Employment Agreement between Natus Medical	10-Q	10.1	000-33001	8/8/2013
	Incorporated and Jonathan A. Kennedy dated April 8, 2013	10 X			
10.11	Credit Agreement between Natus Medical Incorporated and	8-K	10.1	000-33001	10/9/2015
	CitiBank, NA dated October 9, 2015				
10.12	Agreement For the Acquisition of Medical Devices between	8-K		000-33001	10/15/2015
	Medix ICSA and the Ministry of Health of the Republic of				
	Venezuela dated October 15, 2015				
10.13	Amendment to Agreement For the Acquisition of Medical	10-Q	10.2	000-33001	11/3/2016
	Devices between Medix ICSA and the Ministry of Health of				
	the Republic of Venezuela dated October 15, 2015				
10.14	Credit Agreement, dated September 23, 2016, between the	10-Q	10.1	000-33001	11/3/2016
	Company, JP Morgan Chase Bank, N.A. and Citibank, N.A.				
10.15	Master Purchase Agreement, dated September 25, 2016, hatwaan CN Haaring A/S. CN Nord A/S and the Company	10-Q	10.3	000-33001	11/3/2016
16.1	between GN Hearing A/S, GN Nord A/S and the Company Letter Regarding Change in Certifying Accountant	8-K	16.1	000-33001	3/28/2014
21.1#	Significant Subsidiaries of the Registrant	0-17	10.1	000-55001	512012014
Δ1.1π	Significant Substituties of the Registrant				

23.1 Consent of Independent Registered Public Accounting Firm