

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

ICU MEDICAL, INC.
(Name of Issuer)

Common stock, par value \$0.10 per share
(Title of Class of Securities)

44930G107
(CUSIP Number)

Matthew Whyte
Company Secretary
Smiths Group plc
Level 10, 255 Blackfriars Road
London, United Kingdom, SE1 9AX
+44 (0) 20 7004 1600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with a copy to:

Taryn C. Zucker
Paul K. Humphreys
Freshfields Bruckhaus Deringer US LLP
3 World Trade Center, 175 Greenwich Street
New York, NY 10007

July 16, 2024
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this **Schedule 13D**, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Smiths Group plc	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 470,000 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 470,000 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 470,000 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.9% (2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Smiths Group International Holdings Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 470,000 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 470,000 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 470,000 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.9% (2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Consists of 470,000 shares of common stock, par value \$0.10 per share (“Common Stock”), held by Smiths Group International Holdings Limited (the “Shareholder”). Smiths Group plc may be deemed to have beneficial ownership over such shares since the Shareholder is a direct wholly owned subsidiary of Smiths Group plc.

(2) Based on the quotient obtained by dividing (a) the number of shares of Common Stock beneficially owned by the Shareholder by (b) 24,365,990 shares of Common Stock outstanding as of April 30, 2024, as reported by the ICU Medical, Inc. (the “Issuer”) in its Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 7, 2024 (the “10-Q”).

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 (this “Amendment”) amends and supplements the statement on Schedule 13D originally filed with the SEC on January 12, 2022, as amended and supplemented by Amendment No. 1 filed with the SEC on March 1, 2024 (the “Original Schedule 13D” and, as amended and supplemented by this Amendment, the “Schedule 13D”), relating to the Common Stock of the Issuer, and is filed by (i) Smiths Group plc, a public limited company incorporated in England and Wales and listed on the London Stock Exchange and (ii) Smiths Group International Holdings Limited, a private limited company incorporated in England and Wales (collectively, the “Reporting Persons”). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Original Schedule 13D. Capitalized terms used but not defined herein shall have the same meanings as are ascribed to them in the Original Schedule 13D. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

On July 16, 2024, the Reporting Persons sold 1,200,000 shares of Common Stock in the transaction described herein and, as a result, each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer. As such, the filing of this Amendment represents the final amendment to the Original Schedule 13D and constitutes an exit filing for the Reporting Persons.

The following Items of the Schedule 13D are hereby amended and supplemented as follows:

Item 2. Identity and Background.

This Amendment amends Item 2 of the Original Schedule 13D by replacing in its entirety Schedule A, incorporated therein by reference, with Schedule A hereto, which Schedule A is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

(a) - (b) The information relating to the beneficial ownership of the Common Stock by each of the Reporting Persons set forth in Rows 7 through 13 of the cover pages hereto is incorporated by reference herein. The percentages set forth in Row 13 for all cover pages filed herewith are calculated based upon 24,365,990 shares of Common Stock outstanding as of April 30, 2024, as reported in the 10-Q. Smiths Group plc may be deemed to have beneficial ownership over such 470,000 shares of Common Stock since the Shareholder is a direct wholly owned subsidiary of Smiths Group plc. The Reporting Persons share power to vote or to direct the vote of and power to dispose or to direct the disposition of such 470,000 shares of Common Stock.

(c) On July 16, 2024, the Shareholder sold 1,200,000 shares of Common Stock held by it in accordance with the Form 144 that was filed by the Shareholder on the same day. The shares of Common Stock were sold through a trade order executed by a broker-dealer at a price of \$126.55 per share of Common Stock. The aforementioned transaction is the only transaction in the Common Stock by the Reporting Persons in the sixty days preceding the date of this Amendment, or since the most recent filing of the Original Schedule 13D by the Reporting Persons, whichever is less.

(d) No person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities covered by this Amendment.

(e) As a result of the transaction described herein, on July 16, 2024, each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer.

Item 7.**Material to be Filed as Exhibits.**

Exhibit No.	Description
99.1	Power of Attorney of Smiths Group plc
99.2	Power of Attorney of Smiths Group International Holdings Limited
99.3	Joint Filing Agreement, dated as of January 12, 2022, by and between Smiths Group plc and Smiths Group International Holdings Limited (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by Smiths Group plc and Smiths Group International Holdings Limited on January 12, 2022).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 18, 2024

Smiths Group plc

By: /s Matthew John Whyte

Name: Matthew John Whyte, attorney-in-fact

Smiths Group International Holdings Limited

By: /s/ Matthew John Whyte

Name: Matthew John Whyte, attorney-in-fact

SCHEDULE A**Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of Smiths Group plc**

The business address of each director and executive officer is c/o Smiths Group plc, Level 10, 255 Blackfriars Road, London, UK, SE1 9AX. Unless otherwise indicated, each director and executive officer is a citizen of the United Kingdom.

NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND CITIZENSHIP
Steve Williams Chairman of the Board, Director	Chairman of the Board, Smiths Group plc and company director Mr. Williams is a citizen of the United States and the United Kingdom
Roland Carter Chief Executive Officer, Director	Director, Chief Executive Officer, Smiths Group plc Mr. Carter is a citizen of the United Kingdom
Clare Scherrer Chief Financial Officer, Director	Director, Chief Financial Officer, Smiths Group plc Ms. Scherrer is a citizen of the United States and United Kingdom
Pam Cheng Non-Executive Director	Director, Smiths Group plc and Executive Vice-President, Global Operations, IT and Chief Sustainability Officer for AstraZeneca plc Ms. Cheng is a citizen of the United States
Alister Cowan Non-Executive Director	Director, Smiths Group plc and company director Mr. Cowan is a citizen of Canada and the United Kingdom
Ann Dame Dowling Non-Executive Director	Director, Smiths Group plc and Deputy Vice Chancellor and an Emeritus Professor of Mechanical Engineering at the University of Cambridge Dame Ann Dowling is a citizen of the United Kingdom
Richard Howes Non-Executive Director	Director, Smiths Group plc and Chief Financial Officer, Bunzl plc Mr. Howes is a citizen of the United Kingdom
Karin Hoeing-Cosentino Non-Executive Director	Director Smiths Group plc and Group ESG, Culture and Business Transformation Director, BAE Systems plc Ms. Hoeing-Consentino is a citizen of Germany
Mark Seligman Senior Independent Director	Director, Smiths Group plc and company director Mr. Seligman is a citizen of the United Kingdom
Noel Tata Non-Executive Director	Director, Smiths Group plc and company director Mr. Tata is a citizen of Ireland
Di Houghton Group Head of Strategy and Communication	Group Head of Strategy and Communication, Smiths Group plc Ms. Houghton is a citizen of the United Kingdom
Vera Parker Chief People Officer	Chief People Officer, Smiths Group plc Ms. Parker is a citizen of the United Kingdom
James Down Group General Counsel	Group General Counsel, Smiths Group plc Mr. Down is a citizen of the United Kingdom
Ted Wan President, Smiths China	President, Smiths China, Smiths Group plc Mr. Wan is a citizen of China
Julian Fagge President, Smiths Interconnect	President, Smiths Interconnect Mr. Fagge is a citizen of the United Kingdom
Pat McCaffrey President, Flex-Tek	President, Flex-Tek Mr. McCaffrey is a citizen of the United States
Bernard Cicut President, John Crane	President, John Crane Mr. Cicut is a citizen of France
Jerome de Chassey President, Smiths Detection	President, Smiths Detection Mr. de Chassey is a citizen of France
Kini Pathmanathan Head of Smiths Excellence & Sustainability	Head of Smiths Excellence & Sustainability Ms. Pathmanathan is a citizen of the United Kingdom

**Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of
Smiths Group International Holdings Limited**

The business address of each director and executive officer is c/o Smiths Group plc, Level 10, 255 Blackfriars Road, London, UK, SE1 9AX. Unless otherwise indicated, each director and executive officer is a citizen of the United Kingdom.

NAME AND POSITION	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND CITIZENSHIP
Matthew Whyte Director	Director, Smiths Group International Holdings Limited and Group Company Secretary, Smiths Group plc
Alexander Kenny Director	Director, Smiths Group International Holdings Limited and Group Treasury Director, Smiths Group plc
Tim Boucher Director	Director, Smiths Group International Holdings Limited and Group Financial Controller, Smiths Group plc
