

**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) **December 31, 2019**

**ICU MEDICAL, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-34634</b>	<b>33-0022692</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<b>951 Calle Amanecer , San Clemente , California</b>	<b>92673</b>
(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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common stock, par value \$0.10 per share	ICUI	The Nasdaq Stock Market LLC (Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On December 31, 2019, the Compensation Committee of the Board of Directors of ICU Medical, Inc. (the “Company”) adopted and approved an amendment (the “Amendment”) to the ICU Medical, Inc. Executive Severance Plan (the “Executive Severance Plan”). The Amendment, amends the Executive Severance Plan to extend the expiration date by three years to December 31, 2022.

The foregoing summary of the Executive Severance Plan Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Form 8-K, and is incorporated herein by reference.

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

(d) Exhibits

[10.1](#) First Amendment to the ICU Medical, Inc. Executive Severance Plan

104 Cover Page Interactive Data File (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)

**SIGNATURE**

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

ICU MEDICAL, INC.

Date: January 6, 2020

By: /s/ Scott E. Lamb  
Scott E. Lamb  
Chief Financial Officer and Treasurer

**FIRST AMENDMENT TO  
ICU MEDICAL, INC. EXECUTIVE SEVERANCE PLAN**

THIS FIRST AMENDMENT TO THE ICU MEDICAL, INC. EXECUTIVE SEVERANCE PLAN (this "First Amendment"), dated as of December 31, 2019, is made and adopted by the Compensation Committee (the "Committee") of the Board of Directors of ICU Medical, Inc., a Delaware corporation (the "Corporation"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Plan (as defined below).

**RECITALS**

WHEREAS, the Corporation maintains the ICU Medical, Inc. Executive Severance Plan (the "Plan");

WHEREAS, pursuant to Section 3 of the Plan, the Committee has the authority to amend the Plan; and

WHEREAS, the Corporation desires to amend the Plan to extend the term of the Plan from December 31, 2019 to December 31, 2022.

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended as set forth herein.

**AMENDMENT**

1. The second and third sentences of Section 2 of the Plan are hereby amended and restated in their entirety as follows:

“In the event that a Change in Control does not occur on or prior to December 31, 2022, the Plan shall thereupon automatically terminate and have no force or effect. In the event that a Change in Control occurs on or prior to December 31, 2022, then the Plan shall automatically terminate on the later of December 31, 2022 and the date on which all Participants who are eligible to receive Severance Benefits pursuant to the Plan have received each such payments and/or benefits in accordance with the Plan.”

2. This First Amendment shall be and is hereby incorporated in and forms a part of the Plan.

3. Except as expressly provided herein, all terms and provisions of the Plan shall remain in full force and effect.

*[Signature Page Follows]*

I hereby certify that the foregoing Plan was duly adopted by the Committee of the Board of Directors of the Corporation on December 31, 2019.

Executed on this 31<sup>st</sup> day of December, 2019.

Signature: /s/ Scott Lamb

Name: Scott Lamb

Title: Chief Financial Officer and Treasurer