

ABIOMED INC  
Form 8-K  
July 27, 2012

**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: July 27, 2012**

**(Date of earliest event reported)**

**ABIOMED, Inc.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
(State or other Jurisdiction

**04-2743260**  
(IRS Employer

of Incorporation)

**0-20584**

Identification Number)

(Commission File Number)

**22 Cherry Hill Drive**

**Danvers, MA 01923**

(Address of Principal Executive Offices, including Zip Code)

**(978) 777-5410**

(Registrant's Telephone Number, including Area Code)

**Not Applicable**

(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:

- ☐ 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))

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

On July 27, 2012, our Board of Directors approved an amendment to our 2008 Stock Incentive Plan. The amendment changed the definition of "change of control" in the plan. The amendment to the plan is described in Item 7.01 below and incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

Following its review of the recent ISS Proxy Advisory Services analysis of the proposals to be submitted to stockholders at our 2012 Annual Meeting of Stockholders, on July 27, 2012, our Board of Directors approved an amendment to our 2008 Stock Incentive Plan to revise the definition of "change of control" in the plan. This amendment to the plan is effective immediately.

As amended, Section 16(b) of the plan now reads as follows:

(b) "Change of Control" shall mean the occurrence of any one of the following events:

(i) any "person" (as such term is used in Sections 13(d) and 14(d)(2) of the Exchange Act) becomes, after the Effective Date of this Plan, a "beneficial owner" (as such term is defined in Rule 13d-3 promulgated under the Exchange Act) (other than the Company, any trustee or other fiduciary holding securities under an employee benefit plan of the Company, or any corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the combined voting power of the Company's then outstanding securities; or

(ii) the closing of a merger or consolidation of the Company with any other corporation or other entity, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than fifty percent (50%) of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation; or

(iii) a complete liquidation of the Company or the sale or disposition by the Company of all or substantially all of the Company's assets.

The 2008 Stock Incentive Plan, as amended to increase the number of shares of common stock that may be issued under the plan, remains subject to stockholder approval at the 2012 Annual Meeting of Stockholders to be held on Wednesday, August 8, 2012.

**SIGNATURES**

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 thereunto duly authorized.

ABIOMED, Inc.

By: /s/ Robert L. Bowen  
Robert L. Bowen  
Chief Financial Officer

Date: July 27, 2012