

ABIOMED INC  
Form 8-K  
February 05, 2013

# **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 4, 2013**

## **ABIOMED, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-09585**  
**(Commission**

**File Number)**  
**22 Cherry Hill Drive**

**Danvers, MA 01923**

**04-2743260**  
**(IRS Employer**

**Identification Number)**

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(Address of principal executive offices) (Zip Code)

(978) 646-1400

(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 (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))

**Item 7.01 Regulation FD Disclosure.**

On February 4, 2013, an alleged stockholder of Abiomed filed a derivative action on behalf of Abiomed against Abiomed and each of its directors in the U.S. District Court for the District of Massachusetts. The complaint alleges that the directors breached their fiduciary duties to Abiomed and its stockholders in connection with disclosures related to the U.S. Food and Drug Administration and the marketing and labeling of our Impella 2.5 product and seeks damages in an unspecified amount. Abiomed has reviewed the complaint and believes that the allegations are without merit. Abiomed plans to vigorously defend itself against the allegations. Abiomed's policy is not to discuss pending litigation.

**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  
Vice President and Chief Financial Officer

Date: February 5, 2013