

Edgar Filing: RESMED INC - Form SC 13G/A

RESMED INC  
Form SC 13G/A  
December 06, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G  
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)  
(AMENDMENT NO. 3 ) (1)  
-----

RESMED INC

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

761152107

-----  
(CUSIP Number)

NOVEMBER 19, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)

[X] Rule 13d-1(c)

[ ] Rule 13d-1(d)

(1) 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 the disclosures provided in a prior cover page.

The information required in 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

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Notes).

-----  
CUSIP No. 761152107 13G  
-----

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY).

Commonwealth Bank of Australia

IRS Identification No. - N/A - Foreign Corporation  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Australia  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

5. Sole Voting Power

-----  
6. Shared Voting Power 3,311,713  
-----

7. Sole Dispositive Power

-----  
8. Shared Dispositive Power 3,311,713  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

3,311,713  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.06%(2)  
-----

12. TYPE OF REPORTING PERSON\* CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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(2) See Item 4(a).

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CUSIP No. 761152107 13G  
-----

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS (ENTITIES ONLY).

Colonial First State Investment Group Limited

IRS Identification No. - N/A - Foreign Corporation  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Australia  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

5. Sole Voting Power  
-----

6. Shared Voting Power 2,902,642  
-----

7. Sole Dispositive Power  
-----

8. Shared Dispositive Power 2,902,642  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
2,902,642  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* [ ]  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.82%  
-----

12. TYPE OF REPORTING PERSON\* CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(a). Name of Issuer:

ResMed Inc

ITEM 1(b). Address of Issuer's Principal Executive Offices:

14040 Danielson St.  
Poway CA 92064-6857

ITEM 2(a). Name of Person Filing:

Commonwealth Bank of Australia

ITEM 2(b). Address of Principal Business Office or, if none, Residence:

48 Martin Place, Level 2  
Sydney NSW 1155

ITEM 2(c). Citizenship:

Australia

ITEM 2(d). Title of Class of Securities:

Common Stock

ITEM 2(e). CUSIP Number:

761152107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR RULE 13d-2(b) OR (c), CHECK THE PERSON FILING IS a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);

- (h) [ ] A savings associations as defined in Section 3 (Federal Deposit Insurance Act (12 U.S.C.181
- (i) [ ] A church plan that is excluded from the definit investment company under section 3(c)(14) of th Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii) (

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the cla of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
3,311,713 as represented by 33,117,132 CHESS Depository Interests(3)
- (b) Percent of class:  
10.06%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:

-----  
 (3) The first Reporting Person, the Commonwealth Bank of Australia ("CBA"), beneficially owns 33,117,132 CHESS Depository Interests ("CDIs") with such CDIs representing 3,311,713 shares of Common Stock of ResMed Inc. The CDIs are traded on the Australian Stock Exchange (the "ASX"). Except as specified below, the CDIs of ResMed Inc were acquired on the ASX by Colonial First State Investment Group Limited ("Colonial First State"), Commonwealth Investment Services Limited ("CISL") and Commonwealth Funds Management Limited ("CFML"), all of which are wholly owned subsidiaries of CBA (collectively the "CBA Fund Managers"). The second Reporting Person, Colonial First State, beneficially owns 29,026,426 CDIs with such CDIs representing 2,902,642 shares of Common Stock of ResMed Inc. CISL beneficially owns 3,699,323 CDIs with such CDIs representing 369,932 shares of Common Stock of ResMed Inc. CFML beneficially owns 391,383 CDIs with such CDIs representing 39,138 shares of Common Stock of ResMed Inc. The CBA Fund Managers hold these CDIs for clients who have shared voting and dispositive power with CBA Fund Managers over the CDIs.

Colonial First State, as the responsible entity under Australian law of the "First Choice" funds, has outsourced, to external managers unrelated to CBA, certain voting and dispositive functions over securities acquired by these external managers and held in these funds, including ResMed Inc CDIs. Under these outsourcing arrangements, these external managers have acquired 665,705

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CDIs, representing 66,570 shares of Common Stock of ResMed Inc, on behalf of Colonial First State. CISL, as the responsible entity under Australian law of certain of the "Commonwealth Investment Management" funds, has outsourced, to Commonwealth Life Limited ("CLL"), and Commonwealth Managed Investments Limited ("CMIL"), both wholly owned subsidiaries of CBA, certain voting and dispositive functions over securities acquired by CLL and CMIL and held in these funds, including ResMed Inc CDIs. Under these outsourcing arrangements, CMIL has acquired 1,856,816 CDIs, with such CDIs representing 185,681 shares of Common Stock of ResMed Inc, on behalf of CISL, and CLL has acquired 891,257 CDIs, with such CDIs representing 89,125 shares of Common Stock of ResMed Inc, on behalf of CISL.

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3,311,713 as represented by 33,117,132  
CHESS Depository Interests

(iii) Sole power to dispose or to direct the  
disposition of:

0

(iv) Shared power to dispose or to direct the  
disposition of:

3,311,713 as represented by 33,117,132  
CHESS Depository Interests

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Clients of the CBA Fund Managers, all wholly owned subsidiaries of the first Reporting Person, have the ultimate right to receive any dividends from the common stock beneficially owned by the Reporting Persons and the proceeds from the sale of such securities.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

See Exhibit A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the

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issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. This Schedule is filed on behalf of Commonwealth Bank of Australia and Colonial First State Investment Group Limited. The agreement to this effect is contained in Exhibit B.

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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: December 6, 2002

COMMONWEALTH BANK OF  
AUSTRALIA

By: /s/ John Damien Hatton  
-----

Name: John Damien Hatton  
Title: Company Secretary

COLONIAL FIRST STATE  
INVESTMENT GROUP LIMITED

By: /s/ Peter Sipek  
-----

Name: Peter Sipek  
Title: Senior Manager,  
Investment  
Management Support

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EXHIBIT A

Subsidiaries Acquiring Securities Being Reported on  
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By the Parent Holding Company or Control Person  
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Colonial First State Investment Group Limited  
Commonwealth Investment Services Limited

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Commonwealth Life Limited  
Commonwealth Managed Investments Limited  
Commonwealth Funds Management Limited

EXHIBIT B

The undersigned hereby agree that they are filing this Schedule 13G amendment jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G amendment and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

COMMONWEALTH BANK OF  
AUSTRALIA

By: /s/ John Damien Hatton  
-----

Name: John Damien Hatton  
Title: Company Secretary

COLONIAL FIRST STATE  
INVESTMENT GROUP LIMITED

By: /s/ Peter Sipek  
-----

Name: Peter Sipek  
Title: Senior Manager,  
Investment  
Management Support