

MEDTRONIC INC  
Form 8-K  
March 12, 2009

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**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): March 9, 2009  
Medtronic, Inc.  
(Exact name of Registrant as Specified in its Charter)**

<b>Minnesota</b> (State or other jurisdiction of incorporation)	<b>1-7707</b> (Commission File Number)	<b>41-0793183</b> (IRS Employer Identification No.)
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<b>710 Medtronic Parkway</b> <b>Minneapolis, Minnesota</b> (Address of principal executive offices)	<b>55432</b> (Zip Code)
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(Registrant's telephone number, including area code): **(763) 514-4000**

**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))
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**Item 8.01 Other Events.**

On March 9, 2009, Medtronic, Inc. (the Company ) agreed to sell \$550,000,000 principal amount of its 4.50% Senior Notes due 2014 (the 2014 Notes ), \$400,000,000 principal amount of its 5.60% Senior Notes due 2019 (the 2019 Notes ) and \$300,000,000 principal amount of its 6.50% Senior Notes due 2039 (the 2039 Notes, and together with the 2014 Notes and the 2019 Notes, the Notes ) pursuant to an Underwriting Agreement, dated March 9, 2009 (the Underwriting Agreement ), among the Company, Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as representatives of the underwriters named therein. The Company s representations in the Underwriting Agreement were made as of the date thereof in connection with negotiating the contract, are subject to qualifications and limitations agreed to by the parties, may have been used for purposes of allocating risk between the parties rather than for the purpose of establishing matters as facts, and should not be relied upon as though such representations were made to any holders of securities of the Company. You should read the information provided in the filing and in the Company s other filings with the Securities and Exchange Commission.

The sale of the Notes closed on March 12, 2009. The Notes were issued pursuant to an Indenture dated March 12, 2009, as supplemented by the First Supplemental Indenture dated March 12, 2009, among the Company and Wells Fargo Bank, National Association, as trustee. The offer and sale of the Notes have been registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3ASR (No. 333-157777) filed with the Securities and Exchange Commission on March 9, 2009.

The purpose of this Current Report is to file with the Securities and Exchange Commission the Underwriting Agreement and the First Supplemental Indenture, which includes the form of Global Notes, copies of which attached hereto as Exhibits 1.1 and 4.1, respectively. A copy of the press release related to this offering is also attached hereto as Exhibit 99.1.

The foregoing description of the issuance, sale and term of the Notes does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, the Indenture and the Supplemental Indenture entered into in connection therewith.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

1.1 Underwriting Agreement, dated March 9, 2009, among the Company, Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as representatives of the underwriters named therein.

4.1 First Supplemental Indenture, dated March 12, 2009, among the Company and Wells Fargo Bank, National Association, as trustee (which includes the form of Global Notes).

99.1 Press Release of the Company dated March 9, 2009.

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**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 hereunto duly authorized.

MEDTRONIC, INC.

By /s/ Gary L. Ellis  
Gary L. Ellis  
Senior Vice President and Chief  
Financial Officer

Date: March 12, 2009

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<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated March 9, 2009, among the Company, Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as representatives of the underwriters named therein
4.1	First Supplemental Indenture, dated March 12, 2009, among the Company and Wells Fargo Bank, National Association, as trustee (which includes the form of Global Notes)
99.1	Press Release of the Company dated March 9, 2009