

**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) **02/28/2024**

**ICU MEDICAL, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-34634</b> (Commission File Number)	<b>33-0022692</b> (IRS Employer Identification No.)
<b>951 Calle Amanecer , San Clemente , California</b> (Address of principal executive offices)		<b>92673</b> (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:

- 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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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 February 28, 2024, Mr. William Seeger notified the board of directors (the “Board”) of ICU Medical, Inc. (the “Company”) that he will retire from the board of directors of Smiths Group plc (“Smiths”) on May 31, 2024 and, in anticipation of his retirement, tendered his resignation from the Company Board and a member of the Audit and Compliance Committee of the Company Board as Smiths’ nominated director, effective immediately. Mr. Seeger’s resignation did not result from any disagreement with the Company or any matter relating to the Company’s operations, policies or practices.

Smiths Group retains the right to designate a board member as long as Smiths Group beneficially owns at least 5% of the outstanding shares of common stock of the Company as more fully described in the Shareholders Agreement dated January 6, 2022 between the Company and Smiths Group.

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**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: February 29, 2024

By: /s/ Brian M. Bonnell  
Brian M. Bonnell  
Chief Financial Officer and Treasurer