

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-A/A  
(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**ICU MEDICAL, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation)

**33-0022692**

(IRS Employer  
Identification No.)

**951 Calle Amanecer,  
San Clemente, California**

(Address of principal executive offices)

**92673**

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class  
to be so registered**

**Name of each exchange on which  
each class is to be registered**

Rights to purchase Series A Junior Participating  
Preferred Stock

Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box. []

Securities Act Registration Statement file made to which this form relates (if applicable): \_\_\_\_\_

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

## **Item 1. Description of Registrant's Securities to Be Registered**

On February 18, 2010, the Company filed a Form 8-A with the Securities and Exchange Commission to register under Section 12(b) of the Securities Exchange Act of 1934, among other things, Preferred Stock Purchase Rights, representing the right to purchase fractional shares of Series A Junior Participating Preferred Stock of the Company pursuant to that certain Rights Agreement (the "Rights Agreement"), dated as of October 18, 2007, between the Company and American Stock Transfer & Trust Company as Rights Agent.

On August 8, 2017, the Rights Agreement expired according to its terms. As a result, all of the rights distributed to holders of the Company's common stock pursuant to the Rights Agreement have expired.

## **Item 2. Exhibits**

**Exhibit 3.1** Amended and Restated Certificate of Incorporation of ICU Medical, Inc., which includes the Rights, Preferences and Privileges of the Series A Junior Participating Preferred Stock. (Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 10, 2014, and incorporated herein by reference).

**Exhibit 4.1** Amended and Restated Rights Agreement dated as of October 18, 2007, between the Company and American Stock Transfer & Trust Company as Rights Agent, which includes as an exhibit the Summary of Rights to Purchase Preferred Stock (Exhibit 1 to the Company's Registration Statement on Form 8-A dated February 18, 2010, and incorporated herein by reference).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ICU Medical, Inc.**

**/s/ SCOTT E. LAMB**

Scott E. Lamb

*Chief Financial Officer and Treasurer*

Date: February 27, 2018