

**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) **November 5, 2020**

**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.)
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<b>951 Calle Amanecer , San Clemente , California</b> (Address of principal executive offices)	<b>92673</b> (Zip Code)
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**(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 (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))

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

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common stock, par value \$0.10 per share	ICUI	<u>The Nasdaq Stock Market LLC</u> (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 2.02. Results of Operations and Financial Condition**

ICU Medical, Inc. announced its earnings for the third quarter of 2020.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

[99.1](#) Press release, dated November 5, 2020 announcing ICU Medical, Inc.'s third quarter 2020 earnings.

104 Cover Page Interactive Data File (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)

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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: November 5, 2020

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

## ICU Medical, Inc. Announces Third Quarter 2020 Results and Updates Fiscal Year 2020 Guidance

SAN CLEMENTE, Calif., November 5, 2020 (GLOBE NEWSWIRE) -- ICU Medical, Inc. (Nasdaq:ICUI), a leader in the development, manufacture and sale of innovative medical products used in infusion therapy and critical care applications, today announced financial results for the quarter ended September 30, 2020.

### Third Quarter 2020 Results

Third quarter 2020 revenue was \$318.6 million, compared to \$307.5 million in the same period last year. GAAP gross profit for the third quarter of 2020 was \$113.9 million, as compared to \$118.6 million in the same period last year. GAAP gross margin for the third quarter of 2020 was 36%, as compared to 39% in the same period last year. GAAP net income for the third quarter of 2020 was \$25.0 million, or \$1.16 per diluted share, as compared to GAAP net income of \$26.6 million, or \$1.24 per diluted share, for the third quarter of 2019. Adjusted diluted earnings per share for the third quarter of 2020 were \$1.90 as compared to \$1.65 for the third quarter of 2019. Also, adjusted EBITDA was \$62.2 million for the second quarter of 2020 as compared to \$62.6 million for the third quarter of 2019.

Adjusted EBITDA and adjusted diluted earnings per share are measures calculated and presented on the basis of methodologies other than in accordance with GAAP. Please refer to the Use of Non-GAAP Financial Information following the financial statements herein for further discussion and reconciliations of these measures to GAAP measures.

Vivek Jain, ICU Medical's Chief Executive Officer, said, "Third quarter results were generally in line with our expectations and reflected improved demand for our products in the U.S."

### Revenues by product line for the three and nine months ended September 30, 2020 and 2019 were as follows (in millions):

Product Line	Three months ended September 30,			Nine months ended September 30,		
	2020	2019	\$ Change	2020	2019	\$ Change
Infusion Consumables	\$ 116.1	\$ 119.8	\$ (3.7)	\$ 350.6	\$ 358.0	\$ (7.4)
Infusion Systems	88.4	78.9	9.5	267.9	244.5	23.4
IV Solutions*	101.9	98.2	3.7	295.4	314.0	(18.6)
Critical Care	12.2	10.6	1.6	36.7	34.2	2.5
	<u>\$ 318.6</u>	<u>\$ 307.5</u>	<u>\$ 11.1</u>	<u>\$ 950.6</u>	<u>\$ 950.7</u>	<u>\$ (0.1)</u>

\*IV Solutions includes \$15.8 million and \$44.8 million of contract manufacturing to Pfizer for the three and nine months ended September 30, 2020, respectively, as compared to \$16.8 million and \$61.3 million for the same periods in the prior year.

### Fiscal Year 2020 Guidance Update

The Company is narrowing its 2020 outlook for adjusted EBITDA from a range of \$230 million to \$250 million to a range of \$235 million to \$245 million and updating adjusted earnings per share from a range of \$5.95 to \$6.65 to a range of \$6.65 to \$7.00.

### Conference Call

The Company will host a conference call to discuss third quarter 2020 financial results on the Company, today at 4:30 p.m. EDT (1:30 p.m. PDT). The call can be accessed at (800) 936-9761, international (408) 774-4587, conference ID 9959519. The conference call will be simultaneously available by webcast, which can be accessed by going to the Company's website at [icumed.com](http://icumed.com), clicking on the Investors tab, clicking on Event Calendar and clicking on the Webcast icon and following the prompts. The webcast will also be available by replay.

### About ICU Medical, Inc.

ICU Medical, Inc. (Nasdaq:ICUI) develops, manufactures and sells innovative medical products used in infusion therapy, and critical care applications. ICU Medical's product portfolio includes IV smart pumps, sets, connectors, closed system transfer

devices for hazardous drugs, sterile IV solutions, cardiac monitoring systems, along with pain management and safety software technology designed to help meet clinical, safety and workflow goals. ICU Medical is headquartered in San Clemente, California. More information about ICU Medical, Inc. can be found at [www.icumed.com](http://www.icumed.com).

### **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements contain words such as "will," "expect," "believe," "could," "would," "estimate," "continue," "build," "expand" or the negative thereof or comparable terminology, and may include (without limitation) information regarding the Company's expectations, goals or intentions regarding the future. These forward-looking statements are based on management's current expectations, estimates, forecasts and projections about the Company and assumptions management believes are reasonable, all of which are subject to risks and uncertainties that could cause actual results and events to differ materially from those stated in the forward-looking statements. These risks and uncertainties include, but are not limited to, decreased demand for the Company's products, decreased free cash flow, the inability to recapture conversion delays or part/resource shortages on anticipated timing, or at all, changes in product mix, increased competition from competitors, lack of growth or improving efficiencies, unexpected changes in the Company's arrangements with its largest customers and the impact of the ongoing COVID-19 pandemic on the Company and our financial results. Future results are subject to risks and uncertainties, including the risk factors, and other risks and uncertainties, described in the Company's filings with the Securities and Exchange Commission, which include those in the Company's most recent Annual Report on Form 10-K and our subsequent filings. Forward-looking statements contained in this press release are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

**ICU MEDICAL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands)

	September 30, 2020 (Unaudited)	December 31, 2019 (1)
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 350,993	\$ 268,670
Short-term investment securities	12,544	23,967
<b>TOTAL CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENT SECURITIES</b>	<b>363,537</b>	<b>292,637</b>
Accounts receivable, net of allowance for doubtful accounts	164,538	202,219
Inventories	321,961	337,640
Prepaid income taxes	8,032	15,720
Prepaid expenses and other current assets	42,071	33,981
<b>TOTAL CURRENT ASSETS</b>	<b>900,139</b>	<b>882,197</b>
PROPERTY AND EQUIPMENT, net	456,348	456,085
OPERATING LEASE RIGHT-OF-USE ASSETS	47,802	34,465
GOODWILL	32,651	31,245
INTANGIBLE ASSETS, net	200,428	211,408
DEFERRED INCOME TAXES	36,373	27,998
OTHER ASSETS	55,795	48,984
<b>TOTAL ASSETS</b>	<b>\$ 1,729,536</b>	<b>\$ 1,692,382</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 81,027	\$ 128,629
Accrued liabilities	103,397	117,776
Income tax payable	935	2,063
<b>TOTAL CURRENT LIABILITIES</b>	<b>185,359</b>	<b>248,468</b>
CONTINGENT EARN-OUT LIABILITY	24,300	17,300
OTHER LONG-TERM LIABILITIES	48,750	32,820
DEFERRED INCOME TAXES	2,091	2,091
INCOME TAX PAYABLE	16,816	14,459
COMMITMENTS AND CONTINGENCIES	—	—
<b>STOCKHOLDERS' EQUITY:</b>		
Convertible preferred stock, \$1.00 par value Authorized—500 shares; Issued and outstanding— none	—	—
Common stock, \$0.10 par value — Authorized, 80,000 shares; Issued — 20,969 shares at September 30, 2020 and 20,743 shares at December 31, 2019 and outstanding — 20,968 shares at September 30, 2020 and 20,742 shares at December 31, 2019	2,097	2,074
Additional paid-in capital	683,326	668,947
Treasury stock, at cost	(180)	(157)
Retained earnings	782,510	721,782
Accumulated other comprehensive loss	(15,533)	(15,402)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>1,452,220</b>	<b>1,377,244</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 1,729,536</b>	<b>\$ 1,692,382</b>

<sup>(1)</sup> December 31, 2019 balances were derived from audited consolidated financial statements.

**ICU MEDICAL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)**  
(In thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
TOTAL REVENUES	\$ 318,567	\$ 307,471	\$ 950,553	\$ 950,685
COST OF GOODS SOLD	204,643	188,919	608,930	592,961
GROSS PROFIT	113,924	118,552	341,623	357,724
OPERATING EXPENSES:				
Selling, general and administrative	70,854	65,876	210,401	206,333
Research and development	10,126	12,002	31,151	36,024
Restructuring, strategic transaction and integration	4,114	7,975	22,903	69,408
Change in fair value of contingent earn-out	4,300	(200)	7,000	(47,400)
Contract settlement	(1,000)	—	(975)	3,822
TOTAL OPERATING EXPENSES	88,394	85,653	270,480	268,187
INCOME FROM OPERATIONS	25,530	32,899	71,143	89,537
INTEREST EXPENSE	(616)	(139)	(1,583)	(411)
OTHER INCOME (EXPENSE), net	1,252	(10)	(2,175)	4,660
INCOME BEFORE INCOME TAXES	26,166	32,750	67,385	93,786
PROVISION FOR INCOME TAXES	(1,180)	(6,187)	(6,657)	(13,392)
NET INCOME	\$ 24,986	\$ 26,563	\$ 60,728	\$ 80,394
NET INCOME PER SHARE				
Basic	\$ 1.19	\$ 1.29	\$ 2.91	\$ 3.90
Diluted	\$ 1.16	\$ 1.24	\$ 2.82	\$ 3.73
WEIGHTED AVERAGE NUMBER OF SHARES				
Basic	20,948	20,666	20,870	20,607
Diluted	21,556	21,487	21,561	21,556

## Use of Non-GAAP Financial Information

This press release contains financial measures that are not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). The non-GAAP financial measures should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. There are material limitations in using these non-GAAP financial measures because they are not prepared in accordance with GAAP and may not be comparable to similarly titled non-GAAP financial measures used by other companies, including peer companies. Our management believes that the non-GAAP data provides useful supplemental information to management and investors regarding our performance and facilitates a more meaningful comparison of results of operations between current and prior periods. We use non-GAAP financial measures in addition to and in conjunction with GAAP financial measures to analyze and assess the overall performance of our business, in making financial, operating and planning decisions, and in determining executive incentive compensation. The non-GAAP financial measures included in this press release are adjusted EBITDA and adjusted diluted earnings per share ("Adjusted Diluted EPS").

Adjusted EBITDA excludes the following items from net income:

Interest, net: We exclude interest in deriving adjusted EBITDA as interest can vary significantly among companies depending on a company's level of income generating instruments and/or level of debt.

Stock compensation expense: Stock-based compensation is generally fixed at the time the stock-based instrument is granted and amortized over a period of several years. The value of stock options is determined using a complex formula that incorporates factors, such as market volatility, that are beyond our control. The value of our restricted stock awards is determined using the grant date stock price, which may not be indicative of our operational performance over the expense period. Additionally, in order to establish the fair value of performance-based stock awards, which are currently an element of our ongoing stock-based compensation, we are required to apply judgment to estimate the probability of the extent to which performance objectives will be achieved. Based on the above factors, we believe it is useful to exclude stock-based compensation in order to better understand our operating performance.

Intangible asset amortization expense: We do not acquire businesses or capitalize certain patent costs on a predictable cycle. The amount of purchase price allocated to intangible assets and the term of amortization can vary significantly and are unique to each acquisition. Capitalized patent costs can vary significantly based on our current level of development activities. We believe that excluding amortization of intangible assets provides the users of our financial statements with a consistent basis for comparison across accounting periods.

Depreciation expense: We exclude depreciation expense in deriving adjusted EBITDA because companies utilize productive assets of different ages and the depreciable lives can vary significantly resulting in considerable variability in depreciation expense among companies.

Restructuring, strategic transaction and integration: We incur restructuring and strategic transaction charges that result from events, which arise from unforeseen circumstances and/or often occur outside of the ordinary course of our ongoing business. Although these events are reflected in our GAAP financial statements, these unique transactions may limit the comparability of our ongoing operations with prior and future periods.

Change in fair value of contingent earn-out: We exclude the impact of certain amounts recorded in connection with business combinations. We exclude items that are either non-cash or not normal, recurring operating expenses due to their nature, variability of amounts, and lack of predictability as to occurrence and/or timing.

Product-related charges: We exclude non-cash product-related charges in determining our non-GAAP financial measures as they may limit the comparability of our ongoing operations with prior and future periods and distort the evaluation of our normal operating performance.

Contract settlement: Occasionally, we are involved in contract renegotiations that may result in one-time settlements. We exclude these settlements as they have no direct correlation to the operation of our ongoing business.

Taxes: We exclude taxes in deriving adjusted EBITDA as taxes are deemed to be non-core to the business and may limit the comparability of our ongoing operations with prior and future periods and distort the evaluation of our normal operating performance.



Adjusted Diluted EPS excludes from diluted EPS, net of tax, intangible asset amortization expense, stock compensation expense, restructuring, strategic transaction and integration, change in fair value of contingent earn-out, and contract settlement. The tax effect on the above adjustments is calculated using the specific tax rate applied to each adjustment based on the nature of the item/or the tax jurisdiction in which the item has been recorded.

From time to time in the future, there may be other items that we may exclude if we believe that doing so is consistent with the goal of providing useful information to investors and management.

The following tables reconcile our GAAP and non-GAAP financial measures:

**ICU MEDICAL, INC. AND SUBSIDIARIES**  
**Reconciliation of GAAP to Non-GAAP Financial Measures (Unaudited)**  
(In thousands)

	<b>Adjusted EBITDA</b>	
	<b>Three months Ended September 30,</b>	
	<b>2020</b>	<b>2019</b>
GAAP net income	\$ 24,986	\$ 26,563
<b>Non-GAAP adjustments:</b>		
Interest, net	(142)	(1,601)
Stock compensation expense	6,265	3,723
Depreciation and amortization expense	21,462	19,187
Restructuring, strategic transaction and integration	4,114	7,975
Change in fair value of contingent earn-out	4,300	(200)
Contract settlement	—	794
Provision for income taxes	1,180	6,187
<b>Total non-GAAP adjustments</b>	<b>37,179</b>	<b>36,065</b>
<b>Adjusted EBITDA</b>	<b>\$ 62,165</b>	<b>\$ 62,628</b>

	<b>Adjusted diluted earnings per share</b>	
	<b>Three months ended September 30,</b>	
	<b>2020</b>	<b>2019</b>
GAAP diluted earnings per share	\$ 1.16	\$ 1.24
<b>Non-GAAP adjustments:</b>		
Stock compensation expense	\$ 0.29	\$ 0.17
Amortization expense	\$ 0.27	\$ 0.20
Restructuring, strategic transaction and integration	\$ 0.19	\$ 0.37
Change in fair value of contingent earn-out	\$ 0.20	\$ (0.01)
Contract settlement	\$ —	\$ 0.04
Estimated income tax impact from adjustments	\$ (0.21)	\$ (0.36)
<b>Adjusted diluted earnings per share</b>	<b>\$ 1.90</b>	<b>\$ 1.65</b>

**ICU Medical, Inc. and Subsidiaries**

**Reconciliation of GAAP to Non-GAAP Financial Measures - Fiscal Year 2020 Outlook (Unaudited)**

**(In millions, except per share data)**

	<u>Low End of Guidance</u>	<u>High End of Guidance</u>
GAAP net income	\$ 73	\$ 81
Non-GAAP adjustments:		
Interest, net	(1)	(1)
Stock compensation expense	24	24
Depreciation and amortization expense	86	86
Restructuring, strategic transaction and integration	30	30
Change in fair value of contingent earn-out	7	7
Contract settlement and product-related charges	5	5
Provision for income taxes	11	13
Total non-GAAP adjustments	\$ 162	\$ 164
Adjusted EBITDA	\$ 235	\$ 245
GAAP diluted earnings per share	\$ 3.41	\$ 3.76
Non-GAAP adjustments:		
Stock compensation expense	\$ 1.11	\$ 1.11
Amortization expense	\$ 1.07	\$ 1.07
Restructuring, strategic transaction and integration	\$ 1.39	\$ 1.39
Change in fair value of contingent earn-out	\$ 0.32	\$ 0.32
Contract settlement and product-related charges	\$ 0.21	\$ 0.21
Estimated income tax impact from adjustments	\$ (0.86)	\$ (0.86)
Adjusted diluted earnings per share	\$ 6.65	\$ 7.00

**CONTACT:**

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