

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) **February 12, 2014**

**ICU Medical, Inc.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**0-19974**  
(Commission File Number)

**33-0022692**  
(IRS Employer Identification No.)

**951 Calle Amanecer, San Clemente, California**  
(Address of principal executive offices)

**92673**  
(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 (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))
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**Item 5.03**                    **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 12, 2014, the board of directors of ICU Medical, Inc. (the “Company”) approved an amendment (the “Amendment”) of the Company’s amended and restated bylaws (the “bylaws”), effective as of the same date. The Amendment modified Section 3.2 of the bylaws to increase the size of the board of directors to eight.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, attached as Exhibit 3.1 hereto and incorporated herein by reference.

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

(c)       Exhibits

3.1       Amendment to the Company’s amended and restated bylaws.

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**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.

Date: April 24, 2014

**ICU MEDICAL, INC.**

**/s/ SCOTT E. LAMB**

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Scott E. Lamb

*Secretary, Treasurer and Chief Financial Officer*

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
3.1	Amendment to the Company's amended and restated bylaws.

Article III, Section 2 of the Amended and Restated Bylaws (the "Bylaws") of ICU Medical, Inc. (the "Company") was amended and restated in its entirety to read as follows:

Section 3.2 Number and Term of Office. The number of directors of the corporation shall be fixed from time to time but in no event shall be less than three. Until these Bylaws are further amended, the number of directors shall be eight. The directors shall be divided into classes in the manner provided in the Certificate of Incorporation.