

**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) **August 7, 2019**

ICU MEDICAL, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	001-34634	33-0022692
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

951 Calle Amanecer, San Clemente, California	92673
(Address of principal executive offices)	(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))

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 2.02. Results of Operations and Financial Condition

ICU Medical, Inc. announced its earnings for the second quarter of 2019.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

[99.1](#) Press release, dated August 7, 2019 announcing ICU Medical, Inc.'s second quarter 2019 earnings.

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: August 7, 2019

By: /s/ Scott E. Lamb
Scott E. Lamb
Chief Financial Officer and Treasurer

ICU Medical, Inc. Announces Second Quarter 2019 Results

Company Updates FY 2019 Guidance

SAN CLEMENTE, Calif., August 7, 2019 (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 June 30, 2019.

Second Quarter 2019 Results

Second quarter 2019 revenue was \$312.3 million, compared to \$360.5 million in the same period last year. GAAP gross profit for the second quarter of 2019 was \$103.9 million, as compared to \$151.8 million in the same period last year. GAAP gross margin for the second quarter of 2019 was 33%, as compared to 42% in the same period last year. GAAP net income for the second quarter of 2019 was \$22.8 million, or \$1.06 per diluted share, as compared to GAAP net income of \$31.1 million, or \$1.44 per diluted share, for the second quarter of 2018. Adjusted diluted earnings per share for the second quarter of 2019 were \$1.99 as compared to \$2.69 for the second quarter of 2018. Also, adjusted EBITDA was \$66.7 million for the second quarter of 2019 as compared to \$77.4 million for the second quarter of 2018.

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, "Second quarter revenue, adjusted EBITDA and adjusted EPS were below our expectations. Infusion Consumables and Infusion Systems were generally in line with our expectations but the current market environment in IV Solutions has forced us to lower our expectations for fiscal year 2019."

Revenues by market segment for the three and six months ended June 30, 2019 and 2018 were as follows (in millions):

Market Segment	Three months ended June 30,				Six months ended June 30,			
	2019	2018	\$ Change	% Change	2019	2018	\$ Change	% Change
Infusion Consumables	\$ 117.7	\$ 123.8	\$ (6.1)	(4.9)%	\$ 238.2	\$ 243.7	\$ (5.5)	(2.3)%
IV Solutions*	102.6	135.4	(32.8)	(24.2)%	215.8	279.8	(64.0)	(22.9)%
Infusion Systems	81.3	88.4	(7.1)	(8.0)%	165.6	181.8	(16.2)	(8.9)%
Critical Care	10.7	12.9	(2.2)	(17.1)%	23.6	27.2	(3.6)	(13.2)%
	<u>\$ 312.3</u>	<u>\$ 360.5</u>	<u>\$ (48.2)</u>	<u>(13.4)%</u>	<u>\$ 643.2</u>	<u>\$ 732.5</u>	<u>\$ (89.3)</u>	<u>(12.2)%</u>

*IV Solutions includes \$23.0 million and \$44.5 million of contract manufacturing to Pfizer for the three and six months ended June 30, 2019, respectively, as compared to \$19.5 million and \$37.6 million for the same periods in the prior year.

Fiscal Year 2019 Guidance Update

The Company is modifying its full year 2019 guidance of adjusted EBITDA from a range of \$315 million to \$340 million to a range of \$260 million to \$275 million and adjusted earnings per share from a range of \$9.00 to \$9.90 to a range of \$7.55 to \$8.15.

Conference Call

The Company will host a conference call to discuss second quarter 2019 financial results 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 3763366. The conference call will be simultaneously available by webcast, which can be accessed by going to the Company's website at 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.

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, and unexpected changes in the Company's arrangements with its largest customers. 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 Annual Report on Form 10-K for the year ended December 31, 2018 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
CONSOLIDATED BALANCE SHEETS
(In thousands)

	June 30, 2019	December 31, 2018
	(Unaudited)	(1)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 291,867	\$ 344,781
Short-term investment securities	21,863	37,329
TOTAL CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENT SECURITIES	313,730	382,110
Accounts receivable, net of allowance for doubtful accounts	230,294	176,298
Inventories	329,955	311,163
Prepaid income taxes	20,915	11,348
Prepaid expenses and other current assets	34,722	46,117
TOTAL CURRENT ASSETS	929,616	927,036
PROPERTY AND EQUIPMENT, net	436,920	432,641
OPERATING LEASE RIGHT-OF-USE ASSETS	36,787	—
LONG-TERM INVESTMENT SECURITIES	2,017	2,025
GOODWILL	11,181	11,195
INTANGIBLE ASSETS, net	134,054	133,421
DEFERRED INCOME TAXES	28,145	38,654
OTHER ASSETS	44,197	40,419
TOTAL ASSETS	\$ 1,622,917	\$ 1,585,391
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 131,190	\$ 120,469
Accrued liabilities	128,772	128,820
TOTAL CURRENT LIABILITIES	259,962	249,289
CONTINGENT EARN-OUT LIABILITY	200	47,400
OTHER LONG-TERM LIABILITIES	40,439	20,592
DEFERRED INCOME TAXES	718	721
INCOME TAX LIABILITY	3,734	3,734
COMMITMENTS AND CONTINGENCIES	—	—
STOCKHOLDERS' EQUITY:		
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 20,668 shares at June 30, 2019 and 20,492 at December 31, 2018 and outstanding 20,661 shares at June 30, 2019 and 20,491 shares at December 31, 2018	2,067	2,049
Additional paid-in capital	657,543	657,899
Treasury stock, at cost	(1,650)	(95)
Retained earnings	674,578	620,747
Accumulated other comprehensive loss	(14,674)	(16,945)
TOTAL STOCKHOLDERS' EQUITY	1,317,864	1,263,655
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,622,917	\$ 1,585,391

⁽¹⁾ December 31, 2018 balances were derived from audited consolidated financial statements.

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

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
TOTAL REVENUES	\$ 312,282	\$ 360,460	\$ 643,214	\$ 732,493
COST OF GOODS SOLD	208,413	208,660	404,042	431,692
GROSS PROFIT	103,869	151,800	239,172	300,801
OPERATING EXPENSES:				
Selling, general and administrative	67,824	81,816	140,457	166,831
Research and development	11,199	13,575	24,022	26,161
Restructuring, strategic transaction and integration	37,041	18,690	61,433	40,259
Contract settlement	1,039	—	3,822	28,917
Change in fair value of contingent earn-out	(39,500)	6,000	(47,200)	2,000
TOTAL OPERATING EXPENSES	77,603	120,081	182,534	264,168
INCOME FROM OPERATIONS	26,266	31,719	56,638	36,633
INTEREST EXPENSE	(139)	(130)	(272)	(265)
OTHER INCOME (EXPENSE), net	1,479	(1,992)	4,670	(2,948)
INCOME BEFORE INCOME TAXES	27,606	29,597	61,036	33,420
(PROVISION) BENEFIT FOR INCOME TAXES	(4,773)	1,457	(7,205)	2,509
NET INCOME	\$ 22,833	\$ 31,054	\$ 53,831	\$ 35,929
NET INCOME PER SHARE				
Basic	\$ 1.11	\$ 1.53	\$ 2.62	\$ 1.77
Diluted	\$ 1.06	\$ 1.44	\$ 2.50	\$ 1.67
WEIGHTED AVERAGE NUMBER OF SHARES				
Basic	20,622	20,352	20,577	20,304
Diluted	21,520	21,569	21,546	21,536

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.

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.

Supply chain restructuring: Occasionally, we incur 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.

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, contract settlement, and supply chain restructuring. 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)

	Adjusted EBITDA	
	Three months Ended June 30,	
	2019	2018
GAAP net income	\$ 22,833	\$ 31,054
Non-GAAP adjustments:		
Interest, net	(1,565)	(787)
Stock compensation expense	6,229	6,297
Depreciation and amortization expense	18,764	17,604
Restructuring, strategic transaction and integration	37,041	18,690
Change in fair value of contingent earn-out	(39,500)	6,000
Contract settlement	1,808	—
Supply chain restructuring	16,349	—
Provision (Benefit) for income taxes	4,773	(1,457)
Total non-GAAP adjustments	43,899	46,347
Adjusted EBITDA	<u>\$ 66,732</u>	<u>\$ 77,401</u>

	Adjusted diluted earnings per share	
	Three months ended June 30,	
	2019	2018 ⁽¹⁾
GAAP diluted earnings per share	\$ 1.06	\$ 1.44
Non-GAAP adjustments:		
Stock compensation expense	\$ 0.29	\$ 0.29
Amortization expense	\$ 0.19	\$ 0.19
Restructuring, strategic transaction and integration	\$ 1.72	\$ 0.87
Change in fair value of contingent earn-out	\$ (1.84)	\$ 0.28
Contract settlement	\$ 0.08	\$ —
Supply chain restructuring	\$ 0.76	\$ —
Estimated income tax impact from adjustments	\$ (0.27)	\$ (0.38)
Adjusted diluted earnings per share	<u>\$ 1.99</u>	<u>\$ 2.69</u>

⁽¹⁾ During 2019, we changed our methodology when computing adjusted diluted earnings per share to remove interest, net from the calculation, accordingly we conformed the prior year adjusted diluted earnings per share to the current year presentation.

ICU Medical, Inc. and Subsidiaries
Reconciliation of GAAP to Non-GAAP Financial Measures - Fiscal Year 2019 Outlook (Unaudited)
(In millions, except per share data)

	Low End of Guidance	High End of Guidance
GAAP net income	\$ 87	\$ 100
Non-GAAP adjustments:		
Interest, net	(5)	(5)
Stock compensation expense	25	25
Depreciation and amortization expense	80	80
Restructuring, strategic transaction and integration	67	67
Change in fair value of contingent earn-out	(48)	(48)
Contract settlement	6	6
Write-off of assets	13	13
Supply chain restructuring	16	16
Provision for income taxes	19	21
Total non-GAAP adjustments	173	175
Adjusted EBITDA	\$ 260	\$ 275

GAAP diluted earnings per share	\$ 4.03	\$ 4.63
Non-GAAP adjustments:		
Stock compensation expense	\$ 1.16	\$ 1.16
Amortization expense	\$ 0.76	\$ 0.76
Restructuring, strategic transaction and integration	\$ 3.10	\$ 3.10
Change in fair value of contingent earn-out	\$ (2.19)	\$ (2.19)
Contract settlement	\$ 0.27	\$ 0.27
Write-off of assets	\$ 0.59	\$ 0.59
Supply chain restructuring	\$ 0.75	\$ 0.75
Estimated income tax impact from adjustments	\$ (0.92)	\$ (0.92)
Adjusted diluted earnings per share	\$ 7.55	\$ 8.15

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