

Symmetry Medical Inc.  
Form 11-K  
June 26, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 11-K**

**(Mark one)**

ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934  
**For the fiscal year ended December 31, 2011**

**OR**

TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934  
**For the transition period from to**

**Commission file number 001-32374**

**Symmetry Medical Inc. Employee Stock Purchase Plan**

(Full title of the plan and the address of the plan if different from that of the issuer named below)

**Symmetry Medical Inc.**

**3724 N. State Road 15**

**Warsaw, Indiana 46582**

(Name of issuer of the securities held pursuant to the plan and the address of its principal executive office)

Report of Independent Registered Public Accounting Firm

Audit and Compensation Committees

Symmetry Medical Inc.

Warsaw, Indiana

We have audited the accompanying statements of financial condition of Symmetry Medical Inc. 2004 Employee Stock Purchase Plan (Plan) as of December 31, 2011 and 2010, and the related statements of income and changes in plan equity for each of the years in the three-year period ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of Symmetry Medical Inc. 2004 Employee Stock Purchase Plan as of December 31, 2011 and 2010, and the results of its operations for the each of the years in the three-year period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

**BKD, LLP**

Fort Wayne, Indiana

June 26, 2012

Symmetry Medical Inc. 2004 Employee Stock Purchase Plan

Statements of Financial Condition

December 31, 2011 and 2010

|                                      | 2011     | 2010  |
|--------------------------------------|----------|-------|
| Assets                               |          |       |
| Cash                                 | \$22,181 | \$537 |
| Liabilities and Plan Equity          |          |       |
| Withdrawals and terminations payable | \$5,320  | \$-   |
| Plan equity                          | 16,861   | 537   |
| Total liabilities and Plan equity    | \$22,181 | \$537 |

*See Notes to Financial Statements*

Symmetry Medical Inc. 2004 Employee Stock Purchase Plan

Statements of Income and Changes in Plan Equity

Years Ended December 31, 2011, 2010 and 2009

|   | 2011       | 2010       | 2009       |
|---|------------|------------|------------|
| <b>Additions</b>  |            |            |            |
| Participant contributions   | \$ 158,628 | \$ 167,250 | \$ 200,658 |
| <b>Reductions</b>   |            |            |            |
| Withdrawals and terminations paid                                     | (7,047 )   | (272 )     | —          |
| Purchase and distribution of stock (16,216, 17,887 and 24,318 shares) | (135,257)  | (167,064)  | (200,550)  |
|   | (142,304)  | (167,336)  | (200,550)  |
| <b>Changes in Plan Equity for the Year</b>                            | 16,324     | (86 )      | 108        |
| Plan Equity, Beginning of Year  | 537        | 623        | 515        |
| Plan Equity, End of Year  | \$ 16,861  | \$ 537     | \$ 623     |

*See Notes to Financial Statements*

Symmetry Medical Inc. 2004 Employee Stock Purchase Plan

Notes to Financial Statements

December 31, 2011, 2010 and 2009

**Note 1: Summary of Significant Accounting Policies**

Plan Administration

The Compensation Committee (Committee) of the Board of Directors of Symmetry Medical Inc. (Company) administers the Symmetry Medical Inc. 2004 Employee Stock Purchase Plan (Plan). The Committee has the authority to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to the Plan, and to make all other determinations necessary or advisable for the administration of the Plan. The administration, interpretation or application of the Plan by the Committee will be final, conclusive and binding upon all persons. The Company will bear the expenses of administering the Plan, except that any stamp duties or transfer taxes applicable to participation in the Plan may be charged to the accounts of the participants.

The purpose of the Plan is to provide employees of the Company the opportunity to purchase the Company's common stock through semiannual offerings financed by payroll deductions. Employees are eligible once they have completed three months of service and are an employee as of an offering date of an exercise period, provided they are expected on a regularly scheduled basis to work more than 30 hours per week for more than ten months per calendar year. Participants may elect to have up to 10% of compensation deducted from their pay annually to purchase shares. Participant contributions for any Plan year may not, in the aggregate, exceed an amount that allows the participant to purchase Company stock with an aggregate fair market value of more than \$25,000 on the date of the grant to purchase Company stock or allow for purchase of more than 750 shares of Company stock per exercise period. Participants can purchase shares at 95% of the closing price on the last day of each exercise period.

Effective April 16, 2011, the Plan was amended to remove waiting periods and eligibility requirements. The only limitation on enrollment in the Plan is the requirement that the participant be employed at the time of enrollment and as of the respective purchase dates, which shall continue to be offered on two occasions per year.

Organization

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The Plan was originally adopted by the Board of Directors on December 2, 2004. A total of 600,000 shares of common stock have been reserved for issuance under the Plan. The number of shares reserved for issuance will be increased each year until 2014 by the lowest of 100,000 shares, 1% of all shares outstanding at the end of the previous year or a lower amount determined by the Board of Directors. The shares of common stock issued under the Plan may be newly issued shares or shares reacquired in private transactions or open market purchases. Shares are issued to participants in their name, and the shares are not included in Plan assets.

In 2009, the Company issued 11,986 shares at \$8.85 per share and 12,332 shares at \$7.66 per share in June and December, respectively, to participants in the Plan. As of December 31, 2009, the Plan had 187 participants.

In 2010, the Company issued 8,063 shares at \$10.01 per share and 9,824 shares at \$8.79 per share in June and December, respectively, to participants in the Plan. As of December 31, 2010, the Plan had 107 participants.

Symmetry Medical Inc. 2004 Employee Stock Purchase Plan

Notes to Financial Statements

December 31, 2011, 2010 and 2009

In 2011, the Company issued 6,439 shares at \$9.71 per share and 9,777 shares at \$7.44 per share in May and November, respectively, to participants in the Plan. As of December 31, 2011, the Plan had 107 participants.

**Note 2: Income Tax Status**

The Plan is not and will not be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (Code). The Plan is intended to qualify as an employee stock purchase plan under Section 423 of the Code. Consequently, the difference between the purchase price and the fair market value of the stock purchase under the Plan is not includable in the participant's gross income for federal income tax purposes, unless a disqualifying distribution occurs.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SYMMETRY MEDICAL  
INC. EMPLOYEE STOCK  
PURCHASE PLAN

Date: June 26, 2012 By: /s/ RONDA L. HARRIS  
Ronda L. Harris  
Chief Accounting Officer