



Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 29, 2016, the board of directors (the “Board”) of ICU Medical, Inc. (the “Company”) amended and restated (the “Amendment”) the Company’s bylaws (the “Bylaws”), effective as of the same date. Among other things, the Amendment modified Section 3.5 of the Bylaws to provide that in an uncontested election of directors of the Company, any nominee who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election shall tender his or her written resignation to the Chairman of the Board. The Amendment also provides that a designated Board committee shall consider any such resignation and make a recommendation to the full Board regarding the acceptance or rejection of such resignation, that the Board shall take formal action on the committee’s recommendation no later than 90 days following the stockholder vote, and that the Company shall publicly disclose an explanation of the Board’s decision in a Current Report on Form 8-K within four days of such decision.

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Amended and Restated Bylaws of the Company.

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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: August 3, 2016

ICU MEDICAL, INC.

/s/ SCOTT E. LAMB  
Scott E. Lamb  
Chief Financial Officer and Treasurer

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EXHIBIT INDEX

Exhibit Description

3.1 Amended and Restated Bylaws of the Company.