

SURMODICS INC  
Form 8-K  
February 03, 2006

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**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): January 30, 2006

**SurModics, Inc.**

(Exact name of Registrant as Specified in its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation)

0-23837

(Commission File Number)

41-1356149

(IRS Employer  
Identification No.)

9924 West 74<sup>th</sup> Street

Eden Prairie, Minnesota 55344

(Address of Principal Executive Offices and Zip Code)

(952) 829-2700

(Registrant's telephone number, including area code)

Not Applicable

(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:

- 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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2003 Equity Incentive Plan

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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 30, 2006, the shareholders of SurModics, Inc. (the Company ) approved the amended and restated SurModics, Inc. 2003 Equity Incentive Plan (the Amended 2003 Plan ). As originally adopted, the SurModics, Inc. 2003 Equity Incentive Plan permitted stock options and restricted stock awards. The Amended 2003 Plan will also permit restricted stock units, performance share awards, performance unit awards and stock appreciation rights. A more complete description of the terms of the Amended 2003 Plan can be found in Proposal #3 Approval of the Amended and Restated 2003 Equity Incentive Plan in the Company s definitive proxy statement filed with the Securities and Exchange Commission on December 16, 2005, which description is incorporated herein by reference. The foregoing description of the Amended 2003 Plan and the description incorporated by reference from the Company s definitive proxy statement are qualified in their entirety by reference to the Amended 2003 Plan, a copy of which is filed as Exhibit 10.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements: None.

(b) Pro forma financial information: None.

(c) Shell company transactions: None

(d) Exhibits:

Exhibit 10.1 SurModics, Inc. 2003 Equity Incentive Plan (as Amended and Restated December 13, 2005).

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SIGNATURES

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.

SURMODICS, INC.

By /s/ Philip D. Ankeny  
Name: Philip D. Ankeny  
Title: Chief Financial Officer

Date: February 3, 2006

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
EXHIBIT INDEX  
to  
FORM 8-K  
SURMODICS, INC.

Date of Report:  
January 30, 2006

Commission File No.:  
0-23837

EXHIBIT NO.	ITEM
10.1	SurModics, Inc. 2003 Equity Incentive Plan (as Amended and Restated December 13, 2005).

8ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.