

MEDTRONIC INC  
Form 8-K/A  
November 13, 2001

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K/A**  
**Amendment No. 1**

**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 28, 2001**

**Medtronic, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Minnesota**

(State of Other Jurisdiction of Incorporation)

**1-7707**

(Commission File Number)

**41-0793183**

(I.R.S. Employer Identification No.)

**710 Medtronic Parkway  
Minneapolis, Minnesota**  
(Address of Principal Executive Offices)

**55432**  
(Zip Code)

**(763) 514-4000**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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This current Report on Form 8-K/A amends Items 2 and 7 of the Registrant's Current Report on Form 8-K, filed September 5, 2001, to provide subsequent information relating to the MiniMed Inc. ("MiniMed") and Medical Research Group, Inc. ("MRG") acquisitions and amended financial statements for MRG required by Item 7.

**Item 2. Acquisition or Disposition of Assets**

On August 28, 2001, Medtronic, Inc. (the "Registrant") acquired all of the outstanding stock of MiniMed through a merger of a newly-created subsidiary of the Registrant into MiniMed. Pursuant to the merger, the shareholders of MiniMed received \$48 for each of the approximately 64.9 million shares of MiniMed Common Stock outstanding at the time of the merger. In addition, the Registrant assumed an aggregate of approximately 2.7 million outstanding MiniMed stock options, each of which were converted into an option to purchase 1.074 shares of the Registrant's Common Stock.



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EXHIBIT INDEX

to

FORM 8-K/A

MEDTRONIC, INC.

<b>Exhibit Number</b>	<b>Exhibit Description</b>
2.1	Amended and Restated Agreement and Plan of Merger dated as of June 19, 2001 by and among MiniMed Inc., Medtronic, Inc. and MMI Merger Sub, Inc. (incorporated by reference to Exhibit 2.1 of MiniMed's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2001)
2.2	Amended and Restated Agreement and Plan of Merger dated as of July 27, 2001 by and among Medical Research Group, Inc., Jaguar Merger Corp. and Medtronic, Inc. (incorporated by reference to Exhibit 2.2 in Medtronic, Inc.'s Current Report on Form 8-K, dated September 5, 2001)
4.1	Rights Agreement, dated as of October 26, 2000, between Medtronic, Inc. and Wells Fargo Bank Minnesota, National Association, including es: Exhibit A thereto the form of Certificate of Designations, Preferences and Rights of Series A Junior Participating Preferred Shares of Medtronic, Inc.; and Exhibit B the form of Preferred Stock Purchase Right Certificate (incorporated by reference to Exhibit 4.1 in Medtronic, Inc.'s Report on Form 8-A, including the exhibits thereto, dated November 3, 2000.
4.2	Indenture dated as of September 11, 2001 between Medtronic, Inc. and Wells Fargo Bank, N.A.
4.3	Registration Rights Agreement dated as of September 11, 2001, among Medtronic, Inc., Goldman Sachs & Co., Banc of America Securities LLC and Morgan Stanley & Co. Incorporated
23.1	Consent and Report of Deloitte & Touche LLP
23.2	Consent and Report of Deloitte & Touche LLP
99.1	Press release dated September 17, 2001
99.2	Audited Consolidated Financial Statements of MiniMed (incorporated by reference to MiniMed's Annual Report on Form 10-K for the year ended December 29, 2000)
99.3	Unaudited Consolidated Financial Statements of MiniMed for the quarterly period ended March 30, 2001 (incorporated by reference to MiniMed's Quarterly Report on Form 10-Q for the quarterly period ended March 30, 2001)
99.4	Unaudited Consolidated Financial Statements of MiniMed for the quarterly period ended June 29, 2001 (incorporated by reference to MiniMed's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2001)
99.5	Audited Financial Statements of MRG as of December 31, 1999 and 2000, and for each of the two years ended December 31, 1999 and 2000 (incorporated by reference to Exhibit 99.5 in Medtronic, Inc.'s Current Report on Form 8-K, dated September 5, 2001)
99.6	Unaudited Financial Statements of MRG as of and for the quarterly period ended June 29, 2001, as amended
99.7	Unaudited Financial Statements of MRG as of and for the quarterly period ended March 30, 2001, as amended
99.8	Pro Forma Financial Information of the Registrant