

LIPPS RANDALL A  
 Form 5  
 February 15, 2012

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**LIPPS RANDALL A**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**OMNICELL, Inc [OMCL]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

**OMNICELL, INC., 1201 CHARLESTON ROAD**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

**MOUNTAIN VIEW, CA 94043-1337**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Amount	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	3	Â	Â	Â	Â	Â	I	In trust with wife (3)
Common Stock	12/31/2010	Â	G5	250 (2)	D	\$ 0	419,999	419,999	I	In trust with wife (3)
Common Stock	12/31/2010	Â	G5	1,767 (2)	D	\$ 0	418,232	418,232	I	In trust with wife (3)

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Common Stock	12/31/2010	Â	G5	<u>1,767</u> (2)	D	\$ 0	416,465	I	In trust with wife (3)
Common Stock	12/31/2010	Â	G5	<u>14,000</u> (1)	D	\$ 0	402,465	I	In trust with wife (3)
Common Stock	01/01/2011	Â	J	<u>1,000</u> (5)	A	\$ 0	403,465	I	In trust with wife (3)
Common Stock	01/01/2011	Â	G	233 (2)	D	\$ 0	403,232	I	In trust with wife (3)
Common Stock	01/01/2011	Â	G	233 (2)	D	\$ 0	402,999	I	In trust with wife (3)
Common Stock	03/18/2011	Â	G	<u>1,693</u> (2)	D	\$ 0	401,306	I	In trust with wife (3)
Common Stock	03/18/2011	Â	G	<u>1,693</u> (2)	D	\$ 0	399,613	I	In trust with wife (3)
Common Stock	11/29/2011	Â	G	<u>12,000</u> (1)	D	\$ 0	387,613	I	In trust with wife (3)
Common Stock	Â	Â	3	Â	Â	Â	Â	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	250 (2)	A	\$ 0	37,362	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	<u>1,767</u> (2)	A	\$ 0	39,129	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	<u>1,767</u> (2)	A	\$ 0	40,896	I	In trust for Children (4)
Common Stock	01/01/2011	Â	G	233 (2)	A	\$ 0	41,129	I	In trust for Children (4)
Common Stock	01/01/2011	Â	G	233 (2)	A	\$ 0	41,362	I	In trust for Children (4)
Common Stock	03/18/2011	Â	G	<u>1,693</u> (2)	A	\$ 0	43,055	I	In trust for Children



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(4) Shares held in trusts for the benefit of Mr. Lipps' children.

(5) Bona fide gift of shares from family member without consideration.

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Other assets:

Intangibles, net									
					527,507	539,493	+11,986	5,449	
Goodwill					643,243	668,368	+25,125	6,751	
Deferred insurance acquisition costs					460,758	468,918	+8,160	4,737	
Deferred income taxes					107,688	111,517	+3,829	1,126	
Other									
	371,799	375,989	+4,190	3,798	2,110,995	2,164,285	+53,290	21,861	
Total assets									

¥14,206,292 ¥14,726,051 ¥+519,759 \$148,748  
LIABILITIES AND EQUITY

Current liabilities:

Short-term borrowings					¥87,894	¥100,190	¥+12,296	\$1,012	
Current portion of long-term debt					156,288	362,029	+205,741	3,657	
Notes and accounts payable, trade					572,102	747,451	+175,349	7,550	
Accounts payable, other and accrued expenses					1,097,253	1,046,968	-50,285	10,575	
Accrued income and other taxes						75,080	72,155	-2,925	729
Deposits from customers in the banking business					1,857,448	1,849,091	-8,357	18,678	
Other						469,024	473,087	+4,063	4,779
Total current liabilities					4,315,089	4,650,971	+335,882	46,980	
Long-term debt					938,428	950,487	+12,059	9,601	
Accrued pension and severance costs					311,469	314,562	+3,093	3,177	
Deferred income taxes					373,999	377,546	+3,547	3,814	
Future insurance policy benefits and other					3,540,031	3,616,805	+76,774	36,533	
Policyholders' account in the life insurance business					1,693,116	1,749,128	+56,012	17,668	
Other						349,985	322,685	-27,300	3,259

Explanation of Responses:

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Total liabilities		11,522,117	11,982,184	+460,067	121,032
Redeemable noncontrolling interest				2,997	3,025 +28 31
Equity:					
Sony Corporation's stockholders' equity:					
Common stock				630,923	630,939 +16 6,373
Additional paid-in capital				1,110,531	1,110,933 +402 11,222
Retained earnings				1,102,297	1,105,778 +3,481 11,169
Accumulated other comprehensive income				(641,513)	(586,924) +54,589 (5,929)
Treasury stock, at cost	(4,472)	(4,483)	-11 (45)	2,197,766	2,256,243 +58,477 22,790
Noncontrolling interests				483,412	484,599 +1,187 4,895
Total equity				2,681,178	2,740,842 +59,664 27,685
Total liabilities and equity				¥14,206,292	¥14,726,051 ¥+519,759 \$148,748

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## Consolidated Statements of Income

(Millions of yen, millions of U.S. dollars, except per share amounts)  
Three months ended June 30

	2012	2013	Change from 2012	2013
Sales and operating revenue:				
Net sales	¥ 1,295,452	¥ 1,438,936		\$ 14,535
Financial services revenue	193,717	251,463		2,540
Other operating revenue	26,014	22,313		225
	1,515,183	1,712,712	+13.0 %	17,300
Costs and expenses:				
Cost of sales	1,006,413	1,098,880		11,100
Selling, general and administrative	346,750	384,993		3,889
Financial services expenses	165,652	204,730		2,068
Other operating (income) expense, net	(10,186 )	(12,673 )		(128 )
	1,508,629	1,675,930	+11.1	16,929
Equity in net loss of affiliated companies	(279 )	(425 )		(4 )
Operating income	6,275	36,357	+479.4	367
Other income:				
Interest and dividends	5,710	3,887		39
Foreign exchange gain, net	5,422	6,191		63
Other	1,197	8,962		90
	12,329	19,040	+54.4	192
Other expenses:				
Interest	7,563	6,956		70
Other	1,628	2,188		22
	9,191	9,144	-0.5	92
Income before income taxes	9,413	46,253	+391.4	467
Income taxes	20,002	26,740		270
Net income (loss)	(10,589 )	19,513		197
Less - Net income attributable to noncontrolling interests	14,052	16,033		162
Net income (loss) attributable to Sony Corporation's stockholders	¥ (24,641 )	¥ 3,480	%	\$ 35

## Per share data:

Net income (loss) attributable to  
Sony Corporation's  
stockholders

— Basic	¥	(24.55 )	¥	3.44	%	\$	0.03
— Diluted		(24.55 )		2.98			0.03

Consolidated Statements of  
Comprehensive Income(Millions of yen, millions of U.S. dollars)  
Three months ended June 30

	2012	2013	Change from 2012	2013
Net income (loss)	¥ (10,589 )	¥ 19,513	%	\$ 197
Other comprehensive income, net of tax –				
Unrealized gains (losses) on securities	107	(13,931 )		(141 )
Unrealized gains on derivative instruments	166	193		2
Pension liability adjustment	1,610	(3,247 )		(33 )
Foreign currency translation adjustments	(79,139 )	62,372		630
Total comprehensive income (loss)	(87,845 )	64,900		655
Less - Comprehensive income attributable to noncontrolling interests	13,869	6,831		69
Comprehensive income (loss) attributable to Sony Corporation's stockholders	¥ (101,714 )	¥ 58,069	%	\$ 586

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## Supplemental equity and comprehensive income information

(Millions of yen, millions of U.S. dollars)

	Sony Corporation's stockholders' equity		Noncontrolling interests		Total equity
Balance at March 31, 2012	¥ 2,028,891		¥ 461,216		¥ 2,490,107
Exercise of stock acquisition rights			27		27
Stock based compensation	409				409
Comprehensive income:					
Net income (loss)	(24,641 )		14,052		(10,589 )
Other comprehensive income, net of tax –					
Unrealized gains (losses) on securities	(1,778 )		1,885		107
Unrealized gains on derivative instruments	166				166
Pension liability adjustment	3,070		(1,460 )		1,610
Foreign currency translation adjustments	(78,531 )		(608 )		(79,139 )
Total comprehensive income (loss)	(101,714 )		13,869		(87,845 )
Dividends declared					
			(4,388 )		(4,388 )
Transactions with noncontrolling interests shareholders and other					
	8		(636 )		(628 )
Balance at June 30, 2012	¥ 1,927,594		¥ 470,088		¥ 2,397,682
Balance at March 31, 2013					
	¥ 2,197,766		¥ 483,412		¥ 2,681,178
Exercise of stock acquisition rights	12				12
Conversion of convertible bonds	20				20
Stock based compensation	372				372
Comprehensive income:					
Net income	3,480		16,033		19,513
Other comprehensive income, net of tax –					
Unrealized losses on securities	(4,371 )		(9,560 )		(13,931 )
Unrealized gains on derivative instruments	193				193
Pension liability adjustment	(3,250 )		3		(3,247 )
Foreign currency translation adjustments	62,017		355		62,372
Total comprehensive income	58,069		6,831		64,900
Dividends declared					
			(6,046 )		(6,046 )
Transactions with noncontrolling interests shareholders and other					
	4		402		406
Balance at June 30, 2013	¥ 2,256,243		¥ 484,599		¥ 2,740,842
	Sony Corporation's stockholders' equity		Noncontrolling interests		Total equity

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Balance at March 31, 2013	\$ 22,200	\$ 4,883	\$ 27,083
Exercise of stock acquisition rights	0		0
Conversion of convertible bonds	0		0
Stock based compensation	4		4
Comprehensive income:			
Net income	35	162	197
Other comprehensive income, net of tax –			
Unrealized losses on securities	(44 )	(97 )	(141 )
Unrealized gains on derivative instruments	2		2
Pension liability adjustment	(33 )	0	(33 )
Foreign currency translation adjustments	626	4	630
Total comprehensive income	586	69	655
Dividends declared			
		(61 )	(61 )
Transactions with noncontrolling interests			
shareholders and other	0	4	4
Balance at June 30, 2013	\$ 22,790	\$ 4,895	\$ 27,685

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## Consolidated Statements of Cash Flows

	(Millions of yen, millions of U.S. dollars)		
	Three months ended June 30		
	2012	2013	2013
Cash flows from operating activities:			
Net income (loss)	¥(10,589 )	¥19,513	\$197
Adjustments to reconcile net income (loss) to net cash used in operating activities-			
Depreciation and amortization, including amortization of deferred insurance acquisition costs	85,051	80,870	817
Amortization of film costs	41,316	56,324	569
Stock-based compensation expense	409	374	4
Accrual for pension and severance costs, less payments	(1,418 )	(1,702 )	(17 )
Other operating (income) expense, net	(10,186 )	(12,673 )	(128 )
(Gain) loss on revaluation of marketable securities held in the financial services business for trading purposes, net	24,526	(21,569 )	(218 )
Loss on revaluation or impairment of securities investments held in the financial services business, net	3,319	266	3
Deferred income taxes	7,076	(4,381 )	(44 )
Equity in net loss of affiliated companies, net of dividends	578	648	7
Changes in assets and liabilities:			
(Increase) decrease in notes and accounts receivable, trade	34,763	(51,916 )	(524 )
Increase in inventories	(119,612 )	(113,680 )	(1,148 )
Increase in film costs	(36,683 )	(79,056 )	(799 )
Increase (decrease) in notes and accounts payable, trade	(28,647 )	162,054	1,637
Decrease in accrued income and other taxes	(22,682 )	(19,473 )	(197 )
Increase in future insurance policy benefits and other	63,693	106,992	1,081
Increase in deferred insurance acquisition costs	(17,618 )	(20,049 )	(203 )
Increase in marketable securities held in the financial services business for trading purposes	(4,893 )	(10,814 )	(109 )
Increase in other current assets	(7,054 )	(106,791 )	(1,079 )
Decrease in other current liabilities	(78,018 )	(108,160 )	(1,093 )
Other	51,108	(8,446 )	(87 )
Net cash used in operating activities	(25,561 )	(131,669 )	(1,331 )
Cash flows from investing activities:			
Payments for purchases of fixed assets	(77,310 )	(62,926 )	(636 )
Proceeds from sales of fixed assets	7,895	84,658	855
Payments for investments and advances by financial services business	(263,359 )	(244,629 )	(2,471 )
Payments for investments and advances (other than financial services business)	(28,448 )	(1,858 )	(19 )
Proceeds from sales or return of investments and collections of advances by financial services business	86,038	167,185	1,689
Proceeds from sales or return of investments and collections of advances (other than financial services business)	11,045	2,339	24

Explanation of Responses:

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Other	915	13,567	137
Net cash used in investing activities	(263,224 )	(41,664 )	(421 )
Cash flows from financing activities:			
Proceeds from issuance of long-term debt	59,452	161,007	1,626
Payments of long-term debt	(101,449 )	(33,304 )	(336 )
Increase in short-term borrowings, net	105,264	14,894	150
Increase in deposits from customers in the financial services business, net	31,860	16,972	171
Dividends paid	(12,600 )	(12,679 )	(128 )
Other	(4,229 )	(26,189 )	(264 )
Net cash provided by financing activities	78,298	120,701	1,219
Effect of exchange rate changes on cash and cash equivalents	(25,995 )	27,462	278
Net decrease in cash and cash equivalents	(236,482 )	(25,170 )	(255 )
Cash and cash equivalents at beginning of the fiscal year	894,576	826,361	8,348
Cash and cash equivalents at end of the period	¥658,094	¥801,191	\$8,093

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Business Segment  
Information(Millions of yen, millions of U.S. dollars)  
Three months ended June 30

Sales and operating revenue	2012	2013	Change	2013
Imaging Products & Solutions				
Customers	¥ 193,306	¥ 172,497	-10.8 %	\$ 1,742
Intersegment	462	1,063		11
Total	193,768	173,560	-10.4	1,753
Game				
Customers	82,889	76,957	-7.2	777
Intersegment	35,092	40,977		414
Total	117,981	117,934	-0.0	1,191
Mobile Products & Communications				
Customers	282,119	388,935	+37.9	3,929
Intersegment	3,502	33		0
Total	285,621	388,968	+36.2	3,929
Home Entertainment & Sound				
Customers	251,705	274,114	+8.9	2,769
Intersegment	83	1,062		11
Total	251,788	275,176	+9.3	2,780
Devices				
Customers	137,882	147,213	+6.8	1,487
Intersegment	79,403	49,027		495
Total	217,285	196,240	-9.7	1,982
Pictures				
Customers	153,298	158,802	+3.6	1,604
Intersegment	89	113		1
Total	153,387	158,915	+3.6	1,605
Music				
Customers	96,702	109,175	+12.9	1,103
Intersegment	2,140	2,784		28
Total	98,842	111,959	+13.3	1,131
Financial Services				
Customers	193,717	251,463	+29.8	2,540
Intersegment	778	1,235		13
Total	194,495	252,698	+29.9	2,553
All Other				

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Customers	111,822	118,135	+5.6	1,193
Intersegment	12,507	12,448		126
Total	124,329	130,583	+5.0	1,319
Corporate and elimination	(122,313 )	(93,321 )		(943 )
Consolidated total	¥ 1,515,183	¥ 1,712,712	+13.0 %	\$ 17,300

Game intersegment amounts primarily consist of transactions with All Other.

Devices intersegment amounts primarily consist of transactions with the Game segment and Imaging Products & Solutions (“IP&S”) segment.

All Other intersegment amounts primarily consist of transactions with the Pictures segment, the Music segment and the Game segment.

Corporate and elimination includes certain brand and patent royalty income.

(Millions of yen, millions of U.S. dollars)

Operating income (loss)	Three months ended June 30			
	2012	2013	Change	2013
Imaging Products & Solutions	¥12,609	¥8,075	-36.0 %	\$82
Game	(3,549 )	(14,794 )		(149 )
Mobile Products & Communications	(28,139 )	5,912		60
Home Entertainment & Sound	(9,986 )	3,367		34
Devices	15,946			