

ICU MEDICAL INC/DE  
Form S-3ASR  
November 15, 2018  
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As filed with the Securities and Exchange Commission on November 15, 2018

Registration No. 333-

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

Form S-3  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

ICU MEDICAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

33-0022692  
(I.R.S. Employer  
Identification Number)

**951 Calle Amanecer**

**San Clemente, California 92673**

**(949) 366-2183**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Scott E. Lamb**

**Chief Financial Officer**

**ICU Medical, Inc.**

**951 Calle Amanecer**

**San Clemente, California 92673**

**(949) 366-2183**

**(Address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Thomas W. Christopher, Esq.**

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**Daniel E. Rees, Esq.**

**Latham & Watkins LLP**

**885 Third Avenue**

**New York, NY 10022**

**(212) 906-1200**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of</b>	<b>Amount</b>	<b>Proposed maximum</b>	<b>Proposed maximum</b>	<b>Amount of registration fee (2)</b>
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<b>securities to be registered</b>	<b>to be registered (1)</b>	<b>offering price per share (2)</b>	<b>aggregate offering price (2)</b>	
Common stock, par value \$0.10 per share	2,500,000	\$219.29	\$548,225,000	\$66,444.87

- (1) The shares of common stock will be offered for resale by the selling stockholders pursuant to the prospectus contained herein. Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low selling prices of the registrant's common stock on November 13, 2018, as reported on The NASDAQ Global Select Market.

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**PROSPECTUS**

**ICU Medical, Inc.**

**Up to 2,500,000 Shares of**

**Common Stock**

**Offered by the Selling Stockholders**

The selling stockholders identified in this prospectus or in any prospectus supplement may offer and sell from time to time, in one or more series or issuances and on terms that will be determined at the time of the applicable offering, up to 2,500,000 shares of our common stock, par value \$0.10 per share. See Selling Stockholders.

This prospectus describes the general manner in which the shares of our common stock may be offered and sold by the selling stockholders identified in this prospectus. We will provide specific terms of any offering in a supplement to this prospectus. Any prospectus supplement may also add, update or change information contained in this prospectus. You should carefully read this prospectus and the applicable prospectus supplement, together with the documents we incorporate by reference, before you invest in our common stock.

We are not offering for sale any shares of our common stock pursuant to this prospectus. We will not receive any of the proceeds from the sale of shares of our common stock by the selling stockholders.

Our common stock is listed on The NASDAQ Global Select Market under the symbol ICUI. On November 13, 2018, the last sale price of our common stock as reported on The NASDAQ Global Select Market was \$221.05 per share.

**INVESTING IN OUR COMMON STOCK INVOLVES RISKS. SEE THE RISK FACTORS ON PAGE 6 OF THIS PROSPECTUS AND ANY SIMILAR SECTION CONTAINED IN THE APPLICABLE PROSPECTUS SUPPLEMENT AND IN THE PERIODIC REPORTS AND OTHER INFORMATION FILED WITH THE SECURITIES AND EXCHANGE COMMISSION CONCERNING FACTORS YOU SHOULD CONSIDER BEFORE INVESTING IN OUR COMMON STOCK.**

**Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is November 15, 2018.**

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission (the SEC) as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended (the Securities Act), using a shelf registration process. By using a shelf registration statement, the selling stockholders identified in this prospectus may, from time to time, sell up to 2,500,000 shares of common stock in one or more offerings as described in this prospectus. Each time the selling stockholders offer and sell securities, the selling stockholders will provide a prospectus supplement to this prospectus that contains specific information about the securities being offered and sold and the specific terms of that offering. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to these offerings. The prospectus supplement or free writing prospectus may also add, update or change information contained in this prospectus with respect to that offering. If there is any inconsistency between the information in this prospectus and the applicable prospectus supplement or free writing prospectus, you should rely on the prospectus supplement or free writing prospectus, as applicable. Before purchasing any securities, you should carefully read both this prospectus and the applicable prospectus supplement (and any applicable free writing prospectuses), together with the additional information described under the heading **Where You Can Find More Information; Incorporation by Reference**.

Neither we, nor the selling stockholders, have authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus, any applicable prospectus supplement or any free writing prospectuses prepared by or on behalf of us or to which we have referred you. We and the selling stockholders take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The selling stockholders will not make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted or in which the person making such offer or sale is not qualified to do so or to anyone whom it is unlawful to make an offer or sale. You should assume that the information appearing in this prospectus and any applicable prospectus supplement to this prospectus is accurate only as of the date on its respective cover, that the information appearing in any applicable free writing prospectus is accurate only as of the date of that free writing prospectus, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus incorporates by reference, and any prospectus supplement or free writing prospectus may contain and incorporate by reference, market data and industry statistics and forecasts that are based on independent industry publications and other publicly available information. Although we believe these sources are reliable, we do not guarantee the accuracy or completeness of this information and we have not independently verified this information. In addition, the market and industry data and forecasts that may be included or incorporated by reference in this prospectus, any prospectus supplement or any applicable free writing prospectus may involve estimates, assumptions and other risks and uncertainties and are subject to change based on various factors, including those discussed under the heading **Risk Factors** contained in this prospectus, the applicable prospectus supplement and any applicable free writing prospectus, and under similar headings in other documents that are incorporated by reference into this prospectus. Accordingly, investors should not place undue reliance on this information.

When we refer to **we**, **our**, **us** and the **Company** in this prospectus, we mean ICU Medical, Inc. and its consolidated subsidiaries, unless otherwise specified. When we refer to **you**, we mean the potential holders of our common stock offered hereby.



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**FORWARD-LOOKING STATEMENTS**

This prospectus and any accompanying prospectus supplement, including the information incorporated by reference into this prospectus and any accompanying prospectus supplement, contain forward-looking statements within the meaning of the federal securities laws. These statements include statements about our plans, strategies and prospects and involve known and unknown risks that are difficult to predict. Therefore, our actual results, performance or achievements may differ materially from those expressed in or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as anticipate, believe, expect, estimate, intend, plan, will, continue, could, may, and variations of these terms and similar expressions, or the negative terms or similar expressions. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond our control and which could materially affect actual results, performances or achievements. Factors that may cause our actual results to differ materially from our current expectations include, but are not limited to:

general economic and business conditions, both in the U.S. and internationally;

unexpected changes in our arrangements with our large customers;

outcome of litigation;

fluctuations in foreign exchange rates and other risks of doing business internationally;

increases in labor costs or competition for skilled workers;

increases in costs or availability of the raw materials needed to manufacture our products;

the effect of price and safety considerations on the healthcare industry;

competitive factors, such as product innovation, new technologies, marketing and distribution strength and price erosion;

the successful development and marketing of new products;

unanticipated market shifts and trends;

the impact of legislation affecting government reimbursement of healthcare costs;

changes by our major customers and independent distributors in their strategies that might affect their efforts to market our products;

the effects of additional governmental regulations;

unanticipated production problems; and

the availability of patent protection and the cost of enforcing and of defending patent claims.

These factors are not necessarily all of the important factors that could cause our actual results, performance or achievements to differ materially from those expressed in or implied by any of our forward-looking statements. Other unknown or unpredictable factors, many of which are beyond our control, also could harm our results, performance or achievements.

All forward-looking statements contained in this prospectus and any accompanying prospectus supplement, including the information incorporated by reference in this prospectus and any accompanying prospectus supplement, are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made, and we do not undertake or assume any obligation to update publicly any of these statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

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**WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE**

**Available Information**

We file reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act). Our SEC filings are available to the public at the SEC's website at <http://www.sec.gov>.

Our website address is [www.icumed.com](http://www.icumed.com). The information on our website, however, is not, and should not be deemed to be, a part of this prospectus.

This prospectus and any prospectus supplement are part of a registration statement that we filed with the SEC and do not contain all of the information in the registration statement. The full registration statement may be obtained from the SEC or us, as provided below. Statements in this prospectus or any prospectus supplement about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should refer to the actual documents for a more complete description of the relevant matters. You may inspect a copy of the registration statement through the SEC's website, as provided above.

**Incorporation by Reference**

The SEC's rules allow us to incorporate by reference information into this prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, and subsequent information that we file with the SEC will automatically update and supersede that information. Any statement contained in this prospectus or a previously filed document incorporated by reference will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or a subsequently filed document incorporated by reference modifies or replaces that statement.

This prospectus and any accompanying prospectus supplement incorporate by reference the documents set forth below that we have previously filed with the SEC:

Our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 16, 2018.

Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018, filed with the SEC on May 10, 2018, August 9, 2018 and November 9, 2018, respectively.

Our Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 5, 2018.

Our Current Reports on Form 8-K filed with the SEC on January 5, 2018, May 17, 2018 and November 15, 2018.

All reports and other documents we subsequently file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the termination of this offering, including all such documents we may file with the SEC after the date of

the initial registration statement and prior to the effectiveness of the registration statement, but excluding any information furnished to, rather than filed with, the SEC, will also be incorporated by reference into this prospectus and deemed to be part of this prospectus from the date of the filing of such reports and documents.

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You may request a free copy of any of the documents incorporated by reference in this prospectus by writing or telephoning us at the following address:

**ICU Medical, Inc.**

**951 Calle Amanecer**

**San Clemente, California 92673**

**(949) 366-2183**

Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus or any accompanying prospectus supplement.

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**THE COMPANY**

We are one of the world's leading pure-play infusion therapy companies with global operations and a wide-ranging product portfolio that includes IV solutions, IV smart pumps with pain management and safety software technology, dedicated and non-dedicated IV sets and needlefree connectors designed to help meet clinical, safety and workflow goals. Our primary customers are acute care hospitals, wholesalers, ambulatory clinics and alternate site facilities, such as clinics, home health care providers and long-term care facilities. We sell our products in more than 95 countries throughout the world.

We filed our certificate of incorporation with the Secretary of State of Delaware on January 9, 1992, and our amended and restated certificate of incorporation with the Secretary of State of Delaware on June 10, 2014.

Our principal executive offices are located at 951 Calle Amanecer, San Clemente, California 92673, and our telephone number is (949) 366-2183.

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**RISK FACTORS**

Investment in our common stock involves risks. See the risk factors described in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K we file after the date of this prospectus, and all other information contained or incorporated by reference into this prospectus, as updated by our subsequent filings under the Exchange Act, and the risk factors and other information contained in the applicable prospectus supplement and any applicable free writing prospectus before acquiring any of our common stock. The occurrence of any of these risks might cause you to lose all or part of your investment in our common stock.

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**USE OF PROCEEDS**

All of the shares of our common stock being offered hereby are being sold by the selling stockholders identified in this prospectus or a supplement hereto. The selling stockholders will receive all of the net proceeds from the sale of any shares of our common stock under this prospectus. We are not selling any shares of our common stock under this prospectus and we will not receive any proceeds from the sale of shares of our common stock by the selling stockholders.



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**DESCRIPTION OF CAPITAL STOCK**

The following description of our capital stock is not complete and may not contain all the information you should consider before investing in our capital stock. This description is summarized from, and qualified in its entirety by reference to, our amended and restated certificate of incorporation, which has been publicly filed with the SEC. See [Where You Can Find More Information](#); [Incorporation by Reference](#).

Our authorized capital stock consists of:

80,000,000 shares of common stock, \$0.10 par value per share; and

500,000 shares of preferred stock, \$1.00 par value per share.

**Common Stock**

Holders of common stock have full voting rights, subject to any voting rights of any shares of preferred stock then outstanding, and are entitled to one vote for each share held of record on each matter submitted to a vote of stockholders. Holders of common stock have no rights to convert their shares into other securities or have their shares redeemed, no preemptive rights or other rights to subscribe for additional securities and no right to vote cumulatively for the election of directors. Subject to preferences that may be applicable to any shares of preferred stock then outstanding, the holders of the shares of common stock will be entitled to receive such dividends, if any, as may be declared by our board of directors out of legally available funds and to share ratably in any distribution to the stockholders, including any distribution upon liquidation of the Company.

**Preferred Stock**

Our amended and restated certificate of incorporation provides that our board of directors is authorized to direct us to issue shares of preferred stock in one or more series without stockholder approval. Our board of directors has the discretion to determine the designation, powers, voting powers, preferences and the relative, participating, optional, conversion or other rights of the shares of each such series of preferred stock, and the qualifications, limitations or restrictions thereof.

The purpose of authorizing our board of directors to issue preferred stock and determine its rights and preferences is to eliminate delays associated with a stockholder vote on specific issuances. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions, future financings and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or could discourage a third party from seeking to acquire, a majority of our outstanding voting stock.

**Transfer Agent**

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company.

**Authorized but Unissued Shares**

The authorized but unissued shares of our common stock and our preferred stock are available for future issuance without stockholder approval, subject to any limitations imposed by the listing standards of The NASDAQ Global

Select Market. These additional shares may be used for a variety of corporate finance transactions, acquisitions and employee benefit plans. The existence of authorized but unissued and unreserved common stock and preferred stock could make more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

**Anti-Takeover Effects of Delaware Law**

We are subject to the provisions of Section 203 of the Delaware General Corporation Law. Under Section 203, we would generally be prohibited from engaging in any business combination with any

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interested stockholder for a period of three years following the time that this stockholder became an interested stockholder unless the business combination is approved in a prescribed manner. Under Section 203, a business combination includes any merger or consolidation involving the corporation and the interested stockholder, any sale, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder, subject to limited exceptions, any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder or the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

In general, Section 203 defines an interested stockholder as an entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by such entity or person.

**Table of Contents****SELLING STOCKHOLDERS**

This prospectus relates to the resale of shares of our common stock held by the selling stockholders listed below. The selling stockholders acquired the shares of common stock offered hereby in a private placement closing on November 15, 2018. On November 13, 2018, we entered into securities purchase agreements with the selling stockholders and C.P. Pharmaceuticals International C.V., pursuant to which C.P. Pharmaceuticals International C.V. agreed to sell 2,500,000 shares of common stock to the selling stockholders, and we were obligated to prepare and file a registration statement, on the closing date, in order to permit the resale of the common stock held by the selling stockholders from time to time.

The following table and footnotes set forth information with respect to the beneficial ownership of our common stock as of November 13, 2018, including the percentage of beneficial ownership based on 20,489,181 shares of common stock outstanding as of October 31, 2018. The selling stockholders named in this prospectus may offer to sell from time to time up to 2,500,000 shares of our common stock, as provided in this prospectus under the section entitled Plan of Distribution and in any applicable prospectus supplement. However, we do not know when, if at all, or in what amount such selling stockholders may offer their shares for sale under this prospectus.

Name	Shares Beneficially Owned Prior to the Offering		Maximum Number of Shares That May be Offered Pursuant to this Prospectus	Shares Beneficially Owned After the Offering(4)	
	Number	Percentage(1)		Number	Percentage(1)
T. Rowe Price New Horizons Fund, Inc. (2)	592,662	2.89%	491,311	101,351	*
New York City Deferred Compensation Plan (2)	18,115	*	15,010	3,105	*
T. Rowe Price New Horizons Trust (2)	69,458	*	57,582	11,876	*
T. Rowe Price U.S. Equities Trust (2)	10,128	*	6,655	3,473	*
MassMutual Select Funds - MassMutual Select T. Rowe Price Small and Mid Cap Blend Fund (2)	5,130	*	4,780	350	*
Saint-Gobain Corporation (2)	755	*	644	111	*
DOW RETIREMENT GROUP TRUST (2)	5,746	*	4,754	992	*
JOHNSON & JOHNSON PENSION AND SAVINGS PLANS MASTER TRUST (2)	16,152	*	13,391	2,761	*
Bank of America Pension Plan (2)	3,714	*	3,066	648	*
BrightHouse Funds Trust II - T. Rowe Price Small Cap Growth Portfolio (2)	41,180	*	5,706	35,474	*
T. Rowe Price QM U.S. Small-Cap Growth Equity Fund (2)	227,898	1.11%	30,898	197,000	*
	2,434	*	340	2,094	*

Master Pension Trust of CSX  
Corporation and Affiliated  
Companies (2)

Multi-Manager Small Cap Growth Fund (2)	163	*	22	141	*
T. Rowe Price QM U.S. Small & Mid-Cap Core Equity Fund (2)	1,362	*	342	1,020	*
T. Rowe Price Mid-Cap Growth Fund, Inc. (2)	515,737	2.52%	515,737		*
TD Mutual Funds - TD U.S. Mid-Cap Growth Fund (2)	22,184	*	22,184		*
JNL Series Trust - JNL/T. Rowe Price Mid-Cap Growth Fund (2)	94,246	*	94,246		*
T. Rowe Price Institutional Mid-Cap Equity Growth Fund (2)	117,738	*	117,738		*
T. Rowe Price Mid-Cap Growth Portfolio (2)	7,826	*	7,826		*
Great-West Funds, Inc. - Great-West T. Rowe Price Mid Cap Growth Fund (2)	25,947	*	25,947		*

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Name	Shares Beneficially Owned Prior to the Offering		Maximum Number of Shares That May be Offered Pursuant to this Prospectus	Shares Beneficially Owned After the Offering(4)	
	Number	Percentage(1)		Number	Percentage(1)
MassMutual Select Funds - MassMutual Select Mid Cap Growth Fund (2)	95,636	*	95,636		*
Marriott International, Inc. Pooled Investment Trust For Participant Directed Accounts (2)	9,735	*	9,735		*
BrightHouse Funds Trust I - T. Rowe Price Mid Cap Growth Portfolio (2)	27,276	*	27,276		*
MML Series Investment Fund - MML Mid Cap Growth Fund (2)	7,677	*	7,677		*
T. Rowe Price U.S. Mid-Cap Growth Equity Trust (2)	46,356	*	46,356		*
L Oreal USA, Inc. Employee Retirement Savings Plan (2)	2,573	*	2,573		*
Costco 401(k) Retirement Plan (2)	23,914	*	23,914		*
T. Rowe Price Small-Cap Stock Fund, Inc. (2)	148,235	*	148,235		*
TD Mutual Funds - TD U.S. Small-Cap Equity Fund (2)	6,675	*	6,675		*
T. Rowe Price Personal Strategy Income Fund (2)	1,214	*	1,214		*
T. Rowe Price Personal Strategy Balanced Portfolio (2)	146	*	146		*
T. Rowe Price Personal Strategy Growth Fund (2)	2,629	*	2,629		*
T. Rowe Price Personal Strategy Balanced Fund (2)	1,837	*	1,837		*
T. Rowe Price Institutional Small-Cap Stock Fund (2)	72,222	*	72,222		*
VALIC Company I - Small Cap Fund (2)	1,539	*	1,539		*
U.S. Small-Cap Stock Trust (2)	6,045	*	6,045		*
Minnesota Life Insurance Company (2)	1,525	*	1,525		*
T. Rowe Price U.S. Small-Cap Core Equity Trust (2)	25,147	*	25,147		*
T. Rowe Price Health Sciences Fund, Inc. (2)	289,417	1.41%	289,417		*
TD Mutual Funds - TD Health Sciences Fund (2)	17,089	*	17,089		*
VALIC Company I - Health Sciences Fund (2)	17,741	*	17,741		*

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T. Rowe Price Health Sciences Portfolio (2)	13,178	*	13,178		*
Seasons Series Trust - SA Multi-Managed Mid Cap Growth Portfolio (2)	570	*	298	272	*
T. Rowe Price Diversified Mid-Cap Growth Fund, Inc. (2)	8,128	*	4,310	3,818	*
Lincoln Variable Insurance Products Trust - LVIP T. Rowe Price Structured Mid-Cap Growth Fund (2)	6,457	*	3,389	3,068	*
Voya Partners, Inc. - VY T. Rowe Price Diversified Mid Cap Growth Portfolio (2)	7,875	*	4,126	3,749	*
Lincoln Variable Insurance Products Trust - LVIP Blended Mid Cap Managed Volatility Fund (2)	2,438	*	1,279	1,159	*
T. Rowe Price Tax-Efficient Equity Fund (2)	1,159	*	613	546	*
George Putnam Balanced Fund (3)	6,150	*	6,150		*
Putnam Global Equity Fund (3)	10,028	*	10,028		*
Putnam Variable Trust - Putnam VT Global Equity Fund (3)					