

ICU MEDICAL INC/DE  
Form DEFA14A  
May 29, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant    Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ICU MEDICAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SUPPLEMENT TO PROXY STATEMENT FOR  
ANNUAL MEETING OF STOCKHOLDERS  
to be held on June 9, 2014

The date of this supplement is May 29, 2014.

Additional Information on  
Amendment and Restatement of the 2011 Plan Proposal

On April 28, 2014, ICU Medical, Inc. (the “Company”) filed a definitive Proxy Statement for its 2014 Annual Meeting of Stockholders (the “Annual Meeting”), to be held on June 9, 2014. The record date for determining stockholders entitled to vote at the Annual Meeting was set as the close of business on April 21, 2014 (the “Record Date”). The Company has been requested to provide additional information with respect to its 2011 Stock Incentive Plan (the “2011 Plan”).

As of the Record Date, the Company had 15,209,943 shares of common stock outstanding and 82,359 restricted stock units outstanding. As of the Record Date, the Company had 123,265 shares of common stock available for future awards under the 2011 Plan.

The following table provides additional information for the Company’s outstanding stock options under the 2011 Plan as of the Record Date:

| Range of Grant Dates                             | Range of Exercise Prices | Weighted Average Life (years) | Number Outstanding as of 04/21/14 | Weighted Average Exercise Price | Number Exercisable as of 04/21/14 | Weighted Average Exercise Price |           |         |
|--|--------------------------|-------------------------------|-----------------------------------|---------------------------------|-----------------------------------|---------------------------------|-----------|---------|
| Stock options outstanding in excess of six years |                          |                               |                                   |                                 |                                   |                                 |           |         |
| 05/16/03   | 11/16/04                 | \$22.69                       | \$32.61                           | 0.98                            | 48,572                            | \$28.96                         | 48,572    | \$28.96 |
| 12/28/04   | 12/28/04                 | \$29.27                       | \$29.57                           | 0.39                            | 55,000                            | \$29.29                         | 55,000    | \$29.29 |
| 12/28/04   | 12/28/04                 | \$32.68                       | \$34.18                           | 0.42                            | 109,250                           | \$33.46                         | 109,250   | \$33.46 |
| 12/28/04   | 12/28/04                 | \$37.83                       | \$37.83                           | 0.78                            | 1,500                             | \$37.83                         | 1,500     | \$37.83 |
| 04/16/05   | 05/16/05                 | \$32.92                       | \$34.79                           | 1.15                            | 125,750                           | \$33.06                         | 125,750   | \$33.06 |
| 08/08/06   | 08/08/06                 | \$40.96                       | \$40.96                           | 2.30                            | 20,000                            | \$40.96                         | 20,000    | \$40.96 |
| 08/14/07   | 08/14/07                 | \$35.00                       | \$35.00                           | 3.32                            | 174,750                           | \$35.00                         | 174,750   | \$35.00 |
| 10/19/07   | 12/19/07                 | \$37.42                       | \$38.40                           | 3.65                            | 21,500                            | \$37.49                         | 21,500    | \$37.49 |
| 01/30/08   | 03/17/08                 | \$24.79                       | \$29.77                           | 3.88                            | 65,150                            | \$26.03                         | 65,150    | \$26.03 |
|  |                          |                               |                                   | 1.96                            | 621,472                           | \$32.70                         | 621,472   | \$32.70 |
| Stock options outstanding less than six years *  |                          |                               |                                   |                                 |                                   |                                 |           |         |
| 04/21/08   | 02/24/14                 | \$24.17                       | \$67.25                           | 8.23                            | 2,206,507                         | \$50.92                         | 831,411   | \$39.56 |
| Total stock options outstanding                  |                          |                               |                                   |                                 | 2,827,979                         |                                 | 1,452,883 |         |

\*Stock options outstanding for less than six years include 682,366 options that were granted in February 2014, of which 182,366 options were granted outside of the 2011 Plan, to the Company's new Chief Executive Officer.