

OSI SYSTEMS INC  
Form 8-K  
November 04, 2005

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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED):

October 31, 2005

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**OSI SYSTEMS, INC.**

(EXACT NAME OF REGISTRANT SPECIFIED IN CHARTER)

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**CALIFORNIA**  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

**000-23125**  
(COMMISSION FILE NUMBER)

**330238801**  
(IRS EMPLOYER  
IDENTIFICATION NO.)

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12525 Chadron Avenue, Hawthorne, CA  
(Address of principal executive offices)

90250  
(Zip Code)

Registrant's telephone number, including area code: (310) 978-0516

N/A

(Former name or former address, if changed since last report)

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

On October 31, 2005, OSI Systems, Inc. (the Company ) completed the sale and delivery of approximately 20% of its equity interest in Spacelabs Healthcare, Inc. ( Spacelabs ), a newly formed Delaware corporation composed of the healthcare operations of the Company, to non-U.S. Persons (as such term is defined in Regulation S promulgated under the Securities Act of 1933, as amended). The offering raised approximately \$27 million, net of expenses. The shares of common stock of Spacelabs are listed on the AIM of the London Stock Exchange under the ticker symbol SLAB .

In connection with the closing of the offering, the Company entered into a Master Intercompany Agreement, a Lock-In Agreement, a Placing Agreement and a Relationship Agreement with Spacelabs and various third-parties. A description of the terms and conditions of each agreement are set forth in the final admission document (the Admission Document ) distributed to investors in connection with the offering. A copy of the Admission Document is attached as an exhibit to the Company s Form 8-K filed on October 25, 2005 with the Securities and Exchange Commission.

Copies of the Master Intercompany Agreement, the Lock-In Agreement, the Placing Agreement and the Relationship Agreement are filed herewith as Exhibits 10.1, 10.2, 10.3 and 10.4, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

- 10.1 Master Intercompany Agreement
- 10.2 Lock-In Agreement
- 10.3 Placing Agreement
- 10.4 Relationship Agreement

**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.

**OSI SYSTEMS, INC.**

Date: November 4, 2005

By: /s/ Victor Sze  
Victor Sze  
General Counsel

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Master Intercompany Agreement
10.2	Lock-In Agreement
10.3	Placing Agreement
10.4	Relationship Agreement