

ABIOMED INC  
Form 8-K  
April 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: April 17, 2009**

(Date of earliest event reported)

**ABIOMED, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction)

of Incorporation)

**04-2743260**  
(IRS Employer

Identification Number)

**0-20584**

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**(Commission File Number)**

**22 Cherry Hill Drive**

**Danvers, MA 01923**

**(Address of Principal Executive Offices, including Zip Code)**

**(978) 777-5410**

**(Registrant's Telephone Number, including Area Code)**

**Not Applicable**

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

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))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On April 17, 2009, our Compensation Committee agreed to amend the change of control agreement with our Chief Financial Officer, Robert L. Bowen, to provide for continuation of salary and benefits for a period of two years after the date of departure in the event Mr. Bowen is terminated in connection with a change of control.

**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 thereunto duly authorized.

ABIOMED, Inc.

By: /s/ Michael R. Minogue  
Michael R. Minogue  
President and Chief Executive Officer

Date: April 21, 2009