UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2013

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-32593

Global Partners LP

(Exact name of registrant as specified in its charter)

Delaware	**74-3140887**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

P.O. Box 9161
800 South Street
Waltham, Massachusetts 02454-9161
(Address of principal executive offices, including zip code)

(781) 894-8800
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes ý No o

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

Large accelerated filer o	Accelerated filer x	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý

The issuer had 27,430,563 common units outstanding as of August 5, 2013.

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EXPLANATORY NOTE

To reflect the corrections described below, Global Partners LP (the Partnership) is amending its Quarterly Report on Form 10-Q and restating its unaudited consolidated financial statements for each of the quarters ended March 31, 2013, June 30, 2013 and September 30, 2013 (the Restated 2013 Quarters) and related disclosures. This Amendment No. 1 on Form 10-Q/A amends the Quarterly Report on Form 10-Q of the Partnership for the fiscal quarter ended June 30, 2013, as filed with the Securities and Exchange Commission on August 8, 2013, and restates its unaudited consolidated financial statements as of and for the three and six months ended June 30, 2013 and the notes thereto and related disclosure. As a result, the unaudited consolidated financial statements included in the originally filed Form 10-Q for the quarter ended June 30, 2013 should not be relied upon.

The Partnership is restating its unaudited consolidated financial statements primarily to reflect a correction in its accounting for Renewable Identification Numbers (RINs). A RIN is a serial number assigned to a batch of biofuel for the purpose of tracking its production, use, and trading as required by the Environmental Protection Agency s (EPA) Renewable Fuel Standard that originated with the Energy Policy Act of 2005. To evidence that the required volume of renewable fuel is blended with gasoline, obligated parties must retire sufficient RINs to cover their Renewable Volume Obligation (RVO). The Partnership s EPA obligations relative to renewable fuel reporting are largely limited to the foreign gasoline that the Partnership may choose to import. As a wholesaler of transportation fuels through its terminals, the Partnership separates RINs from renewable fuel through blending with gasoline and can use those separated RINs to settle its RVO. While the annual compliance period for a RVO is a calendar year, the settlement of the RVO can occur, upon certain deferral elections, more than one year after the close of the compliance period.

In connection with the year ended December 31, 2013 financial statement close process, certain misstatements were identified related to the Partnership s accounting for the RVO, RIN inventory and the mark to market loss related to RIN forward commitments. The Partnership has corrected its accounting for RINs, which included the recognition of a mark-to-market liability associated with the RVO deficiency at period end. The Partnership is restating its consolidated balance sheet at June 30, 2013 and the results of operations for the three and six months ended June 30, 2013 to reflect in the proper period the impact of these accounting corrections.

Additionally, the Partnership determined that at June 30, 2013, certain accrued liabilities related to the procurement of petroleum products were no longer warranted. The Partnership is restating its consolidated balance sheet at June 30, 2013 and results of operations for the three and six months then ended to reflect the correction of the timing of the relief of these accrued liabilities at that date.

The Partnership has also corrected other items that individually and in the aggregate are immaterial to the Partnership s operating results. The more significant of these items include a correction to the Partnership s business combination accounting related to a 2013 acquisition and an income statement classification error related to the Partnership s presentation of amortization of deferred financing fees.

The unaudited consolidated financial statements and the notes thereto included herein have been restated to reflect these corrections, and disclosures of these corrections have been made to the discussion under Part I, Item 2., Management s Discussion and Analysis of Financial Condition and Results of Operations.

The Partnership is refiling the Form 10-Q in its entirety in this Amendment No. 1, except as stated above and for the disclosure included in Part I, Item 4., Controls and Procedures. The Partnership has included new certifications of its officers pursuant to Sections 302 and 906 of the Sarbanes Oxley Act with this Form 10-Q/A.

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Item 1. Financial Statements

GLOBAL PARTNERS LP

CONSOLIDATED BALANCE SHEETS

(In thousands, except unit data)

(Unaudited)

	June 30, 2013 (Restated)	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 9,673	$ 5,977
Accounts receivable, net	584,577	696,762
Accounts receivable affiliates	1,400	1,307
Inventories	340,449	634,667
Brokerage margin deposits	21,954	54,726
Fair value of forward fixed price contracts	2,022	48,062
Prepaid expenses and other current assets	45,179	65,432
Total current assets	1,005,254	1,506,933
Property and equipment, net	787,717	712,322
Intangible assets, net	78,437	60,822
Goodwill	159,579	32,326
Other assets	18,832	17,349
Total assets	$ 2,049,819	$ 2,329,752
Liabilities and partners equity		
Current liabilities:		
Accounts payable	$ 603,615	$ 759,698
Working capital revolving credit facility current portion		83,746
Term loan	115,000	
Environmental liabilities current portion	4,286	4,341
Trustee taxes payable	75,789	91,494
Accrued expenses and other current liabilities	76,019	71,442
Obligations on forward fixed price contracts	10,045	34,474
Total current liabilities	884,754	1,045,195
Working capital revolving credit facility less current portion	211,500	340,754
Revolving credit facility	374,700	422,000
Senior notes	68,058	
Environmental liabilities less current portion	38,380	39,831
Other long-term liabilities	41,136	45,511
Total liabilities	1,618,528	1,893,291
Partners equity		
Global Partners LP equity:		
Common unitholders (27,430,563 units issued and 27,393,786 outstanding at June 30, 2013 and 27,430,563 units issued and 27,310,648 outstanding at December 31, 2012)	404,529	456,538

General partner interest (0.83% interest with 230,303 equivalent units outstanding at June 30, 2013 and December 31, 2012)		(670)		(407)
Accumulated other comprehensive loss		(14,123)		(19,670)
Total Global Partners LP equity		389,736		436,461
Noncontrolling interest		41,555		
Total partners equity		431,291		436,461
Total liabilities and partners equity	$	2,049,819	$	2,329,752

The accompanying notes are an integral part of these consolidated financial statements.

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GLOBAL PARTNERS LP

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per unit data)

(Unaudited)

	Three Months Ended June 30,		**Six Months Ended June 30,**	21,733	10,127
Net increase in cash and cash equivalents	100,526	81,088			
Cash and cash equivalents at beginning of period	876,048	809,541			
Cash and cash equivalents at end of period	$ 976,574	$ 890,629			
Supplemental disclosure of cash flow information:					
Income taxes paid	$ 39,612	$ 24,565			
Interest paid	$ 1,599	$ 1,363			
Fair value of assets acquired, excluding cash	$	$ 7,770			
Liabilities assumed		(2,836)			
Goodwill on acquisition		13,584			
Fair value of contingent consideration		(13,100)			
Total purchase price, excluding contingent consideration		5,418			

See the accompanying notes to the unaudited condensed consolidated financial statements.

RESMED INC. AND SUBSIDIARIES

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(1) Organization and Basis of Presentation

ResMed Inc. (referred to herein as we , us , our or the Company) is a Delaware corporation formed in March 1994 as a holding company for the ResMed Group. Through our subsidiaries, we design, manufacture and market equipment for the diagnosis and treatment of sleep-disordered breathing and other respiratory disorders, including obstructive sleep apnea. Our manufacturing operations are located in Australia, Singapore, France, Germany, Malaysia and the United States. Major distribution and sales sites are located in the United States, Germany, France, the United Kingdom, Switzerland, Australia, Japan, Norway and Sweden.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the U.S. Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all necessary adjustments, which consisted only of normal recurring items, have been included in the accompanying financial statements to present fairly the results of the interim periods. The results of operations for the interim periods presented are not necessarily indicative of the results that may be expected for the year ending June 30, 2014.

The condensed consolidated financial statements for the three months ended September 30, 2013 and 2012 are unaudited and should be read in conjunction with the consolidated financial statements and notes thereto included in our Form 10-K for the year ended June 30, 2013.

(2) Recently Issued Accounting Pronouncements

In June 2011, the FASB issued authoritative guidance with respect to the presentation of other comprehensive income in financial statements. The main provisions of the standard provide that an entity that reports other comprehensive income has the option to present comprehensive income in either a single statement or in a two-statement approach. A single statement must present the components of net income and total net income, the components of other comprehensive income and total other comprehensive income, and a total for comprehensive income. In the two-statement approach, an entity must present the components of net income and total net income in the first statement, followed by a financial statement that presents the components of other comprehensive income, a total for other comprehensive income, and a total for comprehensive income. The adoption of this standard in fiscal year 2013 affected the presentation of our other comprehensive income but not our financial position or results of operations.

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PART I FINANCIAL INFORMATION Item 1

RESMED INC. AND SUBSIDIARIES

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(3) Earnings Per Share

Basic earnings per share is computed by dividing the net income available to common stockholders by the weighted average number of shares of common stock outstanding. For purposes of calculating diluted earnings per share, the denominator includes both the weighted average number of shares of common stock outstanding and the number of dilutive common stock equivalents such as stock options and restricted stock units.

Stock options of 209,856 and 591,435 for the three months ended September 30, 2013 and 2012, respectively, were not included in the computation of diluted earnings per share as the effect of exercising these options would have been anti-dilutive.

Basic and diluted earnings per share for the three months ended September 30, 2013 and 2012 are calculated as follows (in thousands except per share data):

	Three Months Ended September 30, 2013	2012
Numerator:		
Net Income, used in calculating diluted earnings per share	$ 80,930	$ 71,265
Denominator:		
Basic weighted-average common shares outstanding	142,005	142,651
Effect of dilutive securities:		
Stock options and restricted stock units	3,451	3,404
Diluted weighted average shares	145,456	146,055
Basic earnings per share	$ 0.57	$ 0.50
Diluted earnings per share	$ 0.56	$ 0.49

(4) Inventories

Inventories were comprised of the following at September 30, 2013 and June 30, 2013 (in thousands):

	September 30, 2013	June 30, 2013
Raw materials	$ 52,606	$ 46,841
Work in progress	1,832	1,990
Finished goods	120,917	97,016
Total inventories	$ 175,355	$ 145,847

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RESMED INC. AND SUBSIDIARIES

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(5) Property, Plant and Equipment

Property, plant and equipment were comprised of the following as of September 30, 2013 and June 30, 2013 (in thousands):

	September 30, 2013	June 30, 2013
Machinery and equipment	$ 174,716	$ 165,782
Computer equipment	116,542	109,657
Furniture and fixtures	41,295	40,706
Vehicles	3,627	3,282
Clinical, demonstration and rental equipment	97,723	102,304
Leasehold improvements	29,537	28,466
Land	62,001	61,091
Buildings	263,273	260,857
	788,714	772,145
Accumulated depreciation and amortization	(371,969)	(360,712)
Property, plant and equipment, net	$ 416,745	$ 411,433

(6) Cost-Method Investments

The aggregate carrying amount of our cost-method investments at September 30, 2013 and June 30, 2013, was $4.7 million and $4.0 million, respectively, and is included in the non-current balance of other assets on the condensed consolidated balance sheets.

We periodically evaluate the carrying value of our cost-method investments, when events and circumstances indicate that the carrying amount of an asset may not be recovered. We estimate the fair value of our cost-method investments to assess whether impairment losses shall be recorded using Level 3 inputs. These investments include our holdings in privately held service and research companies that are not exchange traded and therefore not supported with observable market prices. However, these investments are valued by reference to their net asset values which can be market supported and unobservable inputs including future cash flows. During the three months ended September 30, 2013 and 2012, we recognized $Nil and $Nil, respectively, of impairment losses related to our cost-method investments. We have determined that the fair value of our investments exceed their carrying values.

The following table shows a reconciliation of the changes in our cost-method investments during the three months ended September 30, 2013 and 2012 (in thousands):

	Three Months Ended September 30, 2013	2012
Balance at the beginning of the period	$ 4,000	$ 2,250
Investments	675	

Balance at the end of the period	$ 4,675	$ 2,250

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PART I FINANCIAL INFORMATION Item 1

RESMED INC. AND SUBSIDIARIES

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(7) Goodwill and Other Intangible Assets, net

Goodwill

Changes in the carrying amount of goodwill for the three months ended September 30, 2013, and 2012 were as follows (in thousands):

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012
Balance at the beginning of the period	$ 274,829	$ 256,209
Business acquisition		13,584
Foreign currency translation adjustments	8,616	3,487
Balance at the end of the period	$ 283,445	$ 273,280

Other Intangible Assets

Other intangible assets are comprised of the following as of September 30, 2013, and June 30, 2013 (in thousands):

	September 30, 2013	June 30, 2013
Developed/core product technology	$ 75,139	$ 72,698
Accumulated amortization	(48,729)	(45,492)
Developed/core product technology, net	26,410	27,206
Trade names	2,742	2,662
Accumulated amortization	(2,610)	(2,491)
Trade names, net	132	171
Non-compete agreements	2,115	2,068
Accumulated amortization	(1,408)	(1,265)
Non compete agreements, net	707	803
Customer relationships	22,992	22,291
Accumulated amortization	(18,387)	(17,095)
Customer relationships, net	4,605	5,196
Patents	63,108	59,962

Accumulated amortization		(46,289)		(43,699)
Patents, net		16,819		16,263
Total other intangibles, net	$	48,673	$	49,639

Intangible assets consist of patents, customer relationships, trade names, non-compete agreements and developed/core product technology. We amortize intangible assets over the estimated useful life of the assets, generally between two and nine years. There are no expected residual values related to these intangible assets.

ResMed Inc. and Subsidiaries

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(8) Long-Term Debt
Long-term debt at September 30, 2013 and June 30, 2013 consists of the following (in thousands):

	September 30, 2013	June 30, 2013
Current long-term debt	$ 360,018	$ 300,017
Non-current long-term debt	790	769
Total long-term debt	$ 360,808	$ 300,786

Credit Facility

During the year ended June 30, 2011, we entered into a credit agreement with lenders, including Union Bank, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, HSBC Bank USA, National Association, as Syndication Agent and Union Bank, N.A., HSBC Bank USA, National Association, Commonwealth Bank of Australia and Wells Fargo Bank, N.A. The credit agreement provides a $300 million three-year revolving credit facility, with an uncommitted option to increase the credit facility by an additional $100 million. The credit facility also includes a $10 million sublimit for letters of credit. The credit facility terminates on February 10, 2014, at which time all unpaid principal and interest under the loans must be repaid. The outstanding principal amount due under the credit facility will bear interest at a rate equal to, at our option, either (i) LIBOR plus 1.5% to 2.0% (depending on the applicable leverage ratio) or (ii) a base rate, as defined in the credit agreement, plus 0.5% to 1.0% (depending on the applicable leverage ratio). At September 30, 2013, the interest rate that was being charged on the outstanding principal amount was 1.7%. Commitment fees of 0.25% to 0.375% (depending on the applicable leverage ratio) apply on the unused portion of the credit facility. When we executed the credit agreement, we used a portion of the credit facility s initial funding proceeds to repay the outstanding balance under our previously existing revolving credit facility with Union Bank, N.A., which was then terminated.

Our obligations under the credit agreement are secured by (a) the corporate stock we hold in our subsidiaries ResMed Corp. and ResMed Motor Technologies Inc. (ResMed Motor), and (b) up to 65% of the ownership interests we hold in our subsidiary ResMed EAP Holdings LLC (ResMed EAP). Our obligations under the credit agreement are also guaranteed by our subsidiaries ResMed Corp. and ResMed Motor. The credit agreement contains customary covenants, including certain financial covenants and an obligation that we maintain certain financial ratios, including a maximum ratio of Funded Debt to EBITDA (each as defined in the credit agreement), an interest coverage ratio and a maximum amount of annual capital expenditures. The entire principal amount of the credit facility and any accrued but unpaid interest may be declared immediately due and payable if an event of default occurs. Events of default include failure to make payments when due, a default in the performance of any covenants in the credit agreement or related documents or certain changes of control of us or our subsidiaries ResMed Corp, ResMed Motor, ResMed Limited, ResMed Holdings Ltd/LLC or ResMed EAP.

On January 25, 2012, we entered into a first amendment to the credit agreement. The amendment increases, from $300 million to $400 million, the maximum principal amount that can be borrowed on a revolving basis under the credit agreement, subject to customary conditions.

At September 30, 2013, there was $360.0 million outstanding under the credit agreement.

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RESMED INC. AND SUBSIDIARIES

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(Unaudited)

(9) Product Warranties

Changes in the liability for warranty costs, which is included in accrued expenses in our condensed consolidated balance sheets, for the three months ended September 30, 2013 and 2012 are as follows (in thousands):

	Three Months Ended September 30, 2013	2012
Balance at the beginning of the period	$ 16,011	$ 17,018
Warranty accruals for the period	2,796	3,251
Warranty costs incurred for the period	(2,270)	(2,478)
Foreign currency translation adjustments	368	23
Balance at the end of the period	$ 16,905	$ 17,814

(10) Stock-Based Employee Compensation

We measure the compensation expense of all stock-based awards at fair value on the grant date. We estimate the fair value of stock options and purchase rights granted under the employee stock purchase plan (the ESPP) using the Black-Scholes valuation model. The fair value of restricted stock units is equal to the market value of the underlying shares as determined at the grant date less the fair value of dividends that holders are not entitled to, during the vesting period. We recognize the fair value as compensation expense using the straight-line method over the service period for awards expected to vest.

We estimate the fair value of stock options granted under our stock option plans and purchase rights granted under the ESPP using the following assumptions:

	Three Months Ended September 30, 2013	2012
Stock options:		
Weighted average grant date fair value	$	$ 8.01
Weighted average risk-free interest rate		0.7%
Expected option life in years		5.29
Dividend yield		2%
Expected volatility		34%
ESPP purchase rights:		
Weighted average risk-free interest rate	0.08%	0.15%
Expected option life in years	6 months	6 months
Dividend yield	1.44%	0%
Expected volatility	24%	30%

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ResMed Inc. and Subsidiaries

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(11) Stockholders Equity

Common Stock. On August 24, 2011, our board of directors approved a new share repurchase program, authorizing us to acquire up to an aggregate of 20.0 million shares of ResMed Inc. common stock. The program allows us to repurchase shares of our common stock from time to time for cash in the open market, or in negotiated or block transactions, as market and business conditions warrant. This program canceled and replaced our previous share repurchase program authorized on May 27, 2009 pursuant to which we had repurchased 10.0 million shares. These were in addition to the 6.6 million shares repurchased under an earlier program authorized on June 6, 2002. The new program authorizes us to purchase in addition to the shares we repurchased under our previous programs. There is no expiration date for this program. All share repurchases since August 24, 2011 have been executed in accordance with this program.

During the three months ended September 30, 2013, we repurchased 0.4 million shares at a cost of $21.1 million. Since the inception of our share repurchase programs and through September 30, 2013, we have repurchased a total of 32.5 million shares at a cost of $1.1 billion. Shares that are repurchased are classified as treasury stock pending future use and reduce the number of shares outstanding used in calculating earnings per share. At September 30, 2013, 4.1 million additional shares can be repurchased under the approved share repurchase program.

Preferred Stock. In April 1997, the board of directors designated 2,000,000 shares of our $0.01 par value preferred stock as Series A Junior Participating Preferred Stock. No such shares were issued or outstanding at September 30, 2013 and June 30, 2013.

Stock Options and Restricted Stock Units. We have granted stock options and restricted stock units to personnel, including officers and directors, in accordance with ResMed Inc. 2009 Incentive Award Plan (the 2009 Plan). These options and restricted stock units have expiration dates of seven years from the date of grant and vest over one to four years. We have granted the options with an exercise price equal to the market value as determined at the date of grant.

The maximum number of shares of our common stock authorized for issuance under the 2009 Plan is 35.5 million shares. The number of securities remaining available for future issuance under the 2009 Plan at September 30, 2013 is 10.2 million. The number of shares of our common stock available for issuance under the 2009 Plan will be reduced by (i) three (3.0) shares for each one share of common stock delivered in settlement of any full-value award, which is any award other than a stock option, stock appreciation right or other award for which the holder pays the intrinsic value and (ii) one share for each share of common stock delivered in settlement of all other awards. The maximum number of shares, which may be subject to awards granted under the 2009 Plan to any individual during any calendar year, may not exceed 3 million shares of our common stock (except in a participant s initial year of hiring up to 4.5 million shares of our common stock may be granted).

At September 30, 2013, there was $66.4 million in unrecognized compensation costs related to unvested stock-based compensation arrangements. This is expected to be recognized over a weighted average period of 2.3 years. The aggregate intrinsic value of the stock-based compensation arrangements outstanding and exercisable at September 30, 2013 was $314.1 million and $146.2 million, respectively. The aggregate intrinsic value of the options exercised during the three months ended September 30, 2013 and 2012, was $11.5 million and $21.7 million, respectively.

ResMed Inc. and Subsidiaries

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(11) Stockholders Equity, Continued

The following table summarizes option activity during the three months ended September 30, 2013:

		Weighted Average Exercise Price	Weighted Average Remaining Contractual Term in Years
Outstanding at beginning of period	6,316,136	$ 22.68	3.1
Granted			
Exercised	(372,828)	18.70	
Forfeited	(10,250)	30.78	
Outstanding at end of period	5,933,058	$ 22.92	2.9
Exercise price range of granted options			
Options exercisable at end of period	4,378,304	$ 19.43	

The following table summarizes the activity of restricted stock units during the three months ended September 30, 2013:

		Weighted Average Grant-Date Fair Value	Weighted Average Remaining Contractual Term in Years
Outstanding at beginning of period	2,633,407	$ 33.25	1.4
Granted	1,500	43.31	
Vested	(31,070)	30.69	
Forfeited	(17,050)	30.55	
Outstanding at end of period	2,586,787	$ 33.30	1.2

Employee Stock Purchase Plan (the ESPP). Under the ESPP, we offer participants the right to purchase shares of our common stock at a discount during successive offering periods. Each offering period under the ESPP will be for a period of time determined by the board of directors compensation committee of no less than 3 months and no more than 27 months. The purchase price for our common stock under the ESPP will be the lower of 85% of the fair market value of our common stock on the date of grant or 85% of the fair market value of our common stock on the date of purchase. An individual participant cannot subscribe for more than $25,000 in common stock during any calendar year. At September 30, 2013, the number of shares remaining available for future issuance under the ESPP is 2.1 million shares.

ResMed Inc. and Subsidiaries

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(12) Fair Value Measurements
In determining the fair value measurements of our financial assets and liabilities, we consider the principal and most advantageous market in which we transact and consider assumptions that market participants would use when pricing the financial asset or liability. We maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The hierarchies of inputs are as follows:

Level 1: Input prices quoted in an active market for identical financial assets or liabilities;

Level 2: Inputs other than prices quoted in Level 1, such as prices quoted for similar financial assets and liabilities in active markets, prices for identical assets and liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data; and

Level 3: Input prices quoted that are significant to the fair value of the financial assets or liabilities which are not observable nor supported by an active market.

The following table summarizes our financial assets and liabilities, as at September 30, 2013 and June 30, 2013, using the valuation input hierarchy (in thousands):

	Level 1	Level 2	Level 3	Total
Balances at September 30, 2013				
Foreign currency hedging instruments, net	$	$ (7,882)	$	$ (7,882)
Business acquisition contingent consideration	$	$	$ (7,423)	$ (7,423)
Balances at June 30, 2013				
Foreign currency hedging instruments, net	$	$ (7,000)	$	$ (7,000)
Business acquisition contingent consideration	$	$	$ (7,779)	$ (7,779)

We determine the fair value of our financial assets and liabilities as follows:

Foreign currency hedging instruments These financial instruments are valued using third-party valuation models based on market observable inputs, including interest rate curves, on-market spot currency prices, volatilities and credit risk.

Contingent consideration These liabilities include the fair value estimates of additional future payments that may be required for some of our previous business acquisitions based on the achievement of certain performance milestones. Each potential future payment is valued using the estimated probability of achieving each milestone, which is then discounted to present value.

The following is a reconciliation of changes in the fair value of contingent consideration during three months ended September 30, 2013 (in thousands):

	Three Months Ended September 30, 2013
Balance at the beginning of the period	$ (7,779)
Payments	442
Foreign currency translation adjustments	(86)
Balance at the end of the period	$ (7,423)

We did not have any significant non-financial assets or liabilities measured at fair value on September 30, 2013 or June 30, 2013.

ResMed Inc. and Subsidiaries

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(13) Legal Actions and Contingencies

Litigation

In the normal course of business, we are subject to routine litigation incidental to our business. While the results of this litigation cannot be predicted with certainty, we believe that their final outcome will not, individually or in aggregate, have a material adverse effect on our consolidated financial statements taken as a whole.

In March 2013, we filed parallel legal actions in the International Trade Commission, or ITC, and in U.S. district court against Taiwanese manufacturer APEX and its U.S. distributor to stop the infringement of several ResMed patents. In July 2013, the ITC entered a consent decree against the U.S. distributor, ordering that it not import or sell after import certain products we accused of infringing our patents. In August 2013, the ITC entered a consent decree against APEX, ordering that it not import or sell after import products that infringe the claims of the patents that ResMed asserted against APEX. Thereafter, APEX initiated inter partes review proceedings in the U.S. Patent and Trademark Office, or PTO, challenging the validity of most of the claims asserted against APEX in the ITC. The U.S. district court has stayed the litigation against APEX and the U.S. distributor pending the resolution of the inter partes review by the PTO. APEX has advised the ITC that is has redesigned the accused products and requested that the ITC determine that those products are not subject to the consent decree. Therefore the matter is ongoing as to APEX. However, we do not expect the outcome of this matter to have a material adverse effect on our consolidated financial statements when taken as a whole.

In June 2013, we filed a lawsuit in U.S. district court against Chinese manufacturer BMC Medical Co., Ltd and its U.S. affiliates to stop the infringement of several ResMed patents. In July 2013, we amended the district court lawsuit, and filed a parallel proceeding in the ITC. The ITC initiated an investigation of BMC s alleged infringement in August 2013, and that matter is proceeding in the normal course. The district court lawsuit has been stayed by the court pending the conclusion of the ITC proceeding. The BMC matter is ongoing. However, we do not expect the outcome of this matter to have a material adverse effect on our consolidated financial statements when taken as a whole.

RESMED INC. AND SUBSIDIARIES

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

(14) Derivative Instruments and Hedging Activities

We transact business in various foreign currencies, including a number of major European currencies as well as the Australian and Singapore dollars. We have significant foreign currency exposure through both our Australian and Singaporean manufacturing activities, and international sales operations. We have established a foreign currency hedging program using purchased currency options and forward contracts to hedge foreign-currency-denominated financial assets, liabilities and manufacturing cash flows. The terms of such foreign currency hedging contracts generally do not exceed three years. The goal of this hedging program is to economically manage the financial impact of foreign currency exposures denominated mainly in Euros, Australian and Singapore dollars. Under this program, increases or decreases in our foreign currency denominated financial assets, liabilities, and firm commitments are partially offset by gains and losses on the hedging instruments.

We do not designate these foreign currency contracts as hedges. We have determined our hedge program to be a non-effective hedge as defined under the FASB issued authoritative guidance. All movements in the fair value of the foreign currency instruments are recorded within other income, net in our condensed consolidated statements of income. We do not enter into financial instruments for trading or speculative purposes.

We held foreign currency instruments with notional amounts totaling $391.4 million and $462.1 million at September 30, 2013 and June 30, 2013, respectively, to hedge foreign currency fluctuations. These contracts mature at various dates prior to September 30, 2016.

The following table summarizes the amount and location of our derivative financial instruments as of September 30, 2013 and June 30, 2013 (in thousands):

	September 30, 2013	June 30, 2013	Balance Sheet Caption
Foreign currency hedging instruments	$ 1,175	$ 1,350	Other assets - current
Foreign currency hedging instruments	213	657	Other assets - non current
Foreign currency hedging instruments	(9,270)	(9,007)	Accrued expenses
	$ (7,882)	$ (7,000)	

The following table summarizes the amount and location of gains (losses) associated with our derivative financial instruments for the three months ended September 30, 2013 and September 30, 2012, respectively (in thousands):

	Gain /(Loss) Recognized Three Months Ended September 30,		Income Statement Caption
	2013	2012	
Foreign currency hedging instruments	$ (3,156)	$ 1,083	Other, net
Other foreign-currency-denominated transactions	1,741	656	Other, net
	$ (1,415)	$ 1,739	

We are exposed to credit-related losses in the event of non-performance by counter parties to financial instruments. We minimize counterparty credit risk by entering into derivative transactions with major financial institutions and we do not expect material losses as a result of default by our counterparties.

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RESMED INC. AND SUBSIDIARIES

Management s Discussion and Analysis of Financial Condition and Results of Operations

Special Note Regarding Forward-Looking Statements

This report contains or may contain certain forward-looking statements and information that are based on the beliefs of our management as well as estimates and assumptions made by, and information currently available to, our management. All statements other than statements regarding historical facts are forward-looking statements. The words believe, expect, anticipate, will continue, will, estimate, plan, future and expressions, and negative statements of such expressions, generally identify forward-looking statements, including, in particular, statements regarding the development and approval of new products and product applications, market expansion, pending litigation and the development of new markets for our products, such as cardiovascular and stroke markets. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on these forward-looking statements. Such forward-looking statements reflect the views of our management at the time such statements are made and are subject to a number of risks, uncertainties, estimates and assumptions, including, without limitation, and in addition to those identified in the text surrounding such statements, those identified in our annual report on Form 10-K for the fiscal year ended June 30, 2013 and elsewhere in this report.

In addition, important factors to consider in evaluating such forward-looking statements include changes or developments in healthcare reform, social, economic, market, legal or regulatory circumstances, changes in our business or growth strategy or an inability to execute our strategy due to changes in our industry or the economy generally, the emergence of new or growing competitors, the actions or omissions of third parties, including suppliers, customers, competitors and governmental authorities and various other factors. Should any one or more of these risks or uncertainties materialize, or underlying estimates or assumptions prove incorrect, actual results may vary significantly from those expressed in such forward-looking statements, and there can be no assurance that the forward-looking statements contained in this report will in fact occur.

Before deciding to purchase, hold or sell our common stock, you should carefully consider the risks described in our annual report on Form 10-K, in addition to the other cautionary statements and risks described elsewhere in this report and in our other filings with the SEC, including our subsequent reports on Forms 10-Q and 8-K. These risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business. If any of these known or unknown risks or uncertainties actually occurs with material adverse effects on us, our business, financial condition and results of operations could be seriously harmed. In that event, the market price for our common stock will likely decline and you may lose all or part of your investment.

RESMED INC. AND SUBSIDIARIES

Management s Discussion and Analysis of Financial Condition and Results of Operations

Overview

The following is an overview of our results of operations for the three months ended September 30, 2013. Management s discussion and analysis of financial condition and results of operations is intended to help the reader understand the results of operations and financial condition of ResMed Inc. Management s discussion and analysis is provided as a supplement to, and should be read in conjunction with selected financial data and condensed consolidated financial statements and notes, included herein.

We are a leading developer, manufacturer and distributor of medical equipment for treating, diagnosing, and managing sleep-disordered breathing (SDB) and other respiratory disorders. During the three months ended September 30, 2013, we continued our efforts to build awareness of the consequences of untreated SDB, and to grow our business in this market. In our efforts, we have attempted to raise awareness through market and clinical initiatives highlighting the relationship between SDB/obstructive sleep apnea and co-morbidities, such as cardiac disease, diabetes, hypertension and obesity, as well as the dangers of sleep apnea in regard to occupational health and safety, especially in the transport industry.

We are committed to ongoing investment in research and development and product enhancements. During the three months ended September 30, 2013, we invested $27.4 million on research and development activities. Since the development of continuous positive airway pressure (CPAP) therapy, we have developed a number of innovative products for SDB and other respiratory disorders including airflow generators, diagnostic products, mask systems, headgear and other accessories. Our new product release schedule remains active across both our mask and flow generator categories. We are taking steps to increase awareness of the health dangers of SDB by sponsoring educational programs targeted at the primary care physician community. We believe these efforts should further increase awareness of both doctors and patients about the relationship between SDB, obstructive sleep apnea and co-morbidities such as cardiac disease, diabetes, hypertension and obesity. We also believe these efforts should help inform the community of the dangers of sleep apnea in occupational health and safety, especially in the transport industry.

During the three months ended September 30, 2013, our net revenue increased by 5% when compared to the three months ended September 30, 2012. Gross margin was 63.7% for the three months ended September 30, 2013 compared to 61.4% for the three months ended September 30, 2012. Diluted earnings per share for the three months ended September 30, 2013 increased to $0.56 per share, up from $0.49 per share in the three months ended September 30, 2012.

At September 30, 2013, our cash and cash equivalents totaled $976.6 million, our total assets were $2.3 billion and our stockholders equity was $1.7 billion.

In order to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency fluctuations, we provide certain financial information on a constant currency basis , which is in addition to the actual financial information presented. In order to calculate our constant currency information, we translate the current period financial information using the foreign currency exchange rates that were in effect during the previous comparable period. However, constant currency measures should not be considered in isolation or as an alternative to U.S. dollars measures that reflect current period exchange rates, or to other financial measures calculated and presented in accordance with U.S. GAAP.

RESMED INC. AND SUBSIDIARIES

Management s Discussion and Analysis of Financial Condition and Results of Operations

Net Revenue

Net revenue increased for the three months ended September 30, 2013 to $357.7 million compared to $339.7 million for the three months ended September 30, 2012, an increase of $17.9 million or 5%. The increase in net revenue is primarily attributable to an increase in unit sales of our flow generators, masks and accessories. Movements in international currencies against the U.S. dollar favorably impacted revenues by approximately $3.6 million for the three months ended September 30, 2013.

Net revenue in North and Latin America increased for the three months ended September 30, 2013 to $201.5 million from $194.4 million for the three months ended September 30, 2012, an increase of 4%. We believe this increase primarily reflects growth in the overall SDB market. Net revenue in markets outside North and Latin America, for the three months ended September 30, 2013, increased to $156.2 million from $145.4 million for the three months ended September 30, 2012, an increase of 7%. We believe this increase in revenue outside North and Latin America primarily reflects growth in the overall SDB market.

Net revenue from the sales of flow generators, including humidifiers, for the three months ended September 30, 2013 totaled $191.8 million, an increase of 6% compared to the three months ended September 30, 2012 of $181.5 million, including increases of 5% in North and Latin America and 7% elsewhere. Net revenue from the sales of masks and other accessories for the three months ended September 30, 2013 totaled $165.9 million, an increase of 5% compared to the three months ended September 30, 2012 of $158.3 million, including increases of 3% in North and Latin America and 9% elsewhere. We believe these increases primarily reflect growth in the overall SDB market.

The following table summarizes the percentage movements in our net revenue for the three months ended September 30, 2013 compared to the three months ended September 30, 2012:

	North and Latin America	International	Total	International (Constant Currency) *	Total (Constant Currency) *
Flow generators	5%	7%	6%	4%	4%
Masks and other accessories	3%	9%	5%	7%	4%
Total	4%	7%	5%	5%	4%

* Constant currency numbers exclude the impact of movements in international currencies.

Gross Profit

Gross profit increased for the three months ended September 30, 2013 to $228.0 million from $208.6 million for the three months ended September 30, 2012, an increase of $19.3 million or 9%. Gross profit as a percentage of net revenue for the three months ended September 30, 2013 increased to 63.7% from 61.4% for the three months ended September 30, 2012.

The improvement in gross margins for the three months ended September 30, 2013 was primarily due to favorable change in product mix as sales of our higher margin products represented a higher proportion of our net revenue, cost savings attributable to the depreciation of the Australian dollar against the U.S. dollar and manufacturing and supply chain improvements, partially offset by declines in our average selling prices.

RESMED INC. AND SUBSIDIARIES

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Selling, General and Administrative Expenses

Selling, general and administrative expenses increased for the three months ended September 30, 2013 to $101.3 million from $98.3 million for the three months ended September 30, 2012, an increase of $3.0 million or 3%. Selling, general and administrative expenses, as a percentage of net revenue, were 28.3% for the three months ended September 30, 2013 compared to 28.9% for the three months ended September 30, 2012.

The increase in selling, general and administrative expenses was primarily due to an increase in the number of sales and administrative personnel to support our growth and other expenses related to the increase in our sales. The selling, general and administrative expenses were favorably impacted by the movement of international currencies against the U.S. dollar, which decreased our expenses by approximately $0.8 million for the three months ended September 30, 2013, as reported in U.S. dollars. As a percentage of net revenue, we expect our future selling, general and administrative expenses to be approximately 28%.

Research and Development Expenses

Research and development expenses increased slightly for the three months ended September 30, 2013 to $27.4 million from $27.2 million for the three months ended September 30, 2012, an increase of $0.1 million. Research and development expenses, as a percentage of net revenue, were 7.7% for the three months ended September 30, 2013 compared to 8.0% for the three months ended September 30, 2012.

The increase in research and development expenses was primarily due to an increase in the number of research and development personnel, consulting and contractor expenses and an increase in materials and tooling costs incurred to facilitate development of new products. The research and development expenses were favorably impacted by the movement of international currencies against the U.S. dollar, which decreased our expenses by approximately $2.3 million for the three months ended September 30, 2013, as reported in U.S. dollars. As a percentage of net revenue, we expect our future research and development expenses to be approximately 8%.

Amortization of Acquired Intangible Assets

Amortization of acquired intangible assets for the three months ended September 30, 2013 totaled $2.4 million, compared to $2.6 million for the three months ended September 30, 2012. The reduction in amortization expense is mainly attributable to certain acquired intangibles reaching the end of their useful lives and therefore being fully amortized.

Total Other Income, Net

Total other income, net for the three months ended September 30, 2013 was $5.2 million compared to $10.4 million for the three months ended September 30, 2012. The decrease in total other income, net, was due primarily to losses on foreign currency transactions, and lower net interest income due primarily to lower interest rates on cash balances held.

Income Taxes

Our effective income tax rate of approximately 20.7% for the three months ended September 30, 2013 was lower than our effective income tax rate of approximately 21.6% for the three months ended September 30, 2012. The lower effective income tax rate was primarily due to a change in the geographic mix of our taxable income, including the lower taxes associated with our Singapore and Malaysia manufacturing operations. Our Singapore and Malaysia operations operate under certain tax holidays and tax incentive programs which will expire in whole or in part at various dates through June 30, 2020. As of

RESMED INC. AND SUBSIDIARIES

Management s Discussion and Analysis of Financial Condition and Results of Operations

Income Taxes, Continued

the quarter ended September 30, 2013, we have not provided for U.S. income taxes for the undistributed earnings of our foreign subsidiaries. These earnings are intended to be permanently reinvested outside the United States.

Net Income

As a result of the factors above and share repurchases, our net income and earnings per share for the three months ended September 30, 2013 was $80.9 million or $0.56 per diluted share compared to net income of $71.3 million or $0.49 per diluted share for the three months ended September 30, 2012, an increase of 14% over the three months ended September 30, 2012.

Liquidity and Capital Resources

As of September 30, 2013 and June 30, 2013, we had cash and cash equivalents of $976.6 million and $876.0 million, respectively. Working capital was $946.9 million and $874.8 million at September 30, 2013 and June 30, 2013, respectively.

As of September 30, 2013 and June 30, 2013, our cash and cash equivalent balances held within the United States amounted to $28.1 million and $38.2 million, respectively. Our remaining cash and cash equivalent balances at September 30, 2013 and June 30, 2013, of $948.5 million and $837.8 million, respectively, were held by our non-U.S. subsidiaries and would be subject to tax if repatriated. If these funds were needed for our operations in the United States, we would be required to accrue and pay United States taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the United States and our current plans do not demonstrate a need to repatriate them to fund our United States operations. Our cash and cash equivalent balances are held at highly rated financial institutions.

Inventories at September 30, 2013 were $175.4 million, a decrease of $17.8 million or 9% over the September 30, 2012 balance of $193.2 million. The decrease in inventories was mainly due to improved inventory management.

Accounts receivable at September 30, 2013 were $282.4 million, an increase of $15.9 million or 6% over the September 30, 2012 accounts receivable balance of $266.5 million. Accounts receivable days outstanding of 69 days at September 30, 2013 was lower than the 71 days at September 30, 2012. Our allowance for doubtful accounts as a percentage of total accounts receivable at September 30, 2013 was 4.2% compared to 3.0% at June 30, 2013. The increase in our allowance for doubtful debts as a percentage of total accounts receivable was predominantly attributable to an additional provision for one customer account during the September 2013 quarter.

During the three months ended September 30, 2013, we generated cash of $90.4 million from operations compared to $78.3 million for the three months ended September 30, 2012. Movements in foreign currency exchange rates during the three months ended September 30, 2013 had the effect of increasing our cash and cash equivalents by $21.7 million, as reported in U.S. dollars. During the three months ended September 30, 2013 and 2012, we repurchased 0.4 million and 0.2 million shares at a cost of $21.1 million and $8.1 million, respectively. During the three months ended September 30, 2013 and 2012, we also paid dividends totaling $35.5 million and $22.8 million, respectively.

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Liquidity and Capital Resources, Continued

Capital expenditures for the three months ended September 30, 2013 and 2012 amounted to $16.8 million and $13.8 million, respectively. The capital expenditures for the three months ended September 30, 2013 primarily reflected investment in computer hardware and software, rental and loan equipment and purchase of production tooling equipment and machinery. At September 30, 2013, our balance sheet reflects net property, plant and equipment of $416.7 million compared to $411.4 million at June 30, 2013.

At September 30, 2013, no capital lease obligations exist. Details of contractual obligations at September 30, 2013 are as follows:

			Payments Due by Period				
In $000 s	Total	2015	2016	2017	2018	2019	Thereafter
Long Term Debt	$ 360,808	$ 360,018	$	$	$	$	$ 790
Interest on Long Term Debt	2,936	2,661	38	38	38	38	123
Operating Leases	38,880	15,378	11,150	5,762	2,791	1,138	2,661
Purchase Obligations	91,382	91,382					
Total	$ 494,006	$ 469,439	$ 11,188	$ 5,800	$ 2,829	$ 1,176	$ 3,574

Details of other commercial commitments as at September 30, 2013 are as follows:

			Amount of Commitment Expiration Per Period				
In $000 s	Total	2015	2016	2017	2018	2019	Thereafter
Guarantees*	$ 15,595	$ 3,094	$ 563	$ 32	$ 1,799	$ 2,488	$ 7,619
Other	1,399		280	373	373	373	
Total	$ 16,994	$ 3,094	$ 843	$ 405	$ 2,172	$ 2,861	$ 7,619

* The above guarantees mainly relate to requirements under contractual obligations with insurance companies transacting with our German subsidiaries and guarantees provided under our facility leasing obligations.

Credit Facility

During the year ended June 30, 2011, we entered into a credit agreement with lenders, including Union Bank, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, HSBC Bank USA, National Association, as Syndication Agent and Union Bank, N.A., HSBC Bank USA, National Association, Commonwealth Bank of Australia and Wells Fargo Bank, N.A. The credit agreement provides a $300 million three-year revolving credit facility, with an uncommitted option to increase the credit facility by an additional $100 million. The credit facility also includes a $10 million sublimit for letters of credit. The credit facility terminates on February 10, 2014, at which time all unpaid principal and interest under the loans must be repaid. The outstanding principal amount due under the credit facility will bear interest at a rate equal to, at our option, either (i) LIBOR plus 1.5% to 2.0% (depending on the applicable leverage ratio) or (ii) a base rate, as defined in the credit agreement, plus 0.5%

to 1.0% (depending on the applicable leverage ratio). At September 30, 2013, the interest rate that was being charged on the outstanding principal amount was 1.7%. Commitment fees of 0.25% to 0.375% (depending on the applicable leverage ratio) apply on the unused portion of the credit facility. When we executed the credit agreement, we used a portion of the credit facility s initial funding proceeds to repay the outstanding balance under our previously existing revolving credit facility with Union Bank, N.A., which was then terminated.

Our obligations under the credit agreement are secured by (a) the corporate stock we hold in our subsidiaries ResMed Corp. and ResMed Motor Technologies Inc. (ResMed Motor), and (b) up to 65% of the ownership interests we hold in our subsidiary ResMed EAP Holdings LLC (ResMed EAP). Our

ResMed Inc. and Subsidiaries

Management s Discussion and Analysis of Financial Condition and Results of Operations

Credit Facility, Continued

obligations under the credit agreement are also guaranteed by our subsidiaries ResMed Corp and ResMed Motor. The credit agreement contains customary covenants, including certain financial covenants and an obligation that we maintain certain financial ratios, including a maximum ratio of Funded Debt to EBITDA (each as defined in the credit agreement), an interest coverage ratio and a maximum amount of annual capital expenditures. The entire principal amount of the credit facility and any accrued but unpaid interest may be declared immediately due and payable if an event of default occurs. Events of default include failure to make payments when due, a default in the performance of any covenants in the credit agreement or related documents or certain changes of control of us or our subsidiaries ResMed Corp., ResMed Motor, ResMed Limited, ResMed Holdings Ltd/LLC or ResMed EAP.

On January 25, 2012, we entered into a first amendment to the credit agreement. The amendment increases, from $300 million to $400 million, the maximum principal amount that can be borrowed on a revolving basis under the credit agreement, subject to customary conditions

At September 30, 2013, we were in compliance with our debt covenants and there was $360.0 million outstanding under the credit agreement. As the credit facility terminates on February 10, 2014, we are currently finalizing a new financing facility. We expect that the new facility will have similar or more favorable terms to the existing facility and that it will be in place before our existing facility expires.

We expect to satisfy all of our liquidity requirements through a combination of cash on hand, cash generated from operations and debt facilities.

Common Stock

On August 24, 2011, our board of directors approved a new share repurchase program, authorizing us to acquire up to an aggregate of 20.0 million shares of ResMed Inc. common stock. The program allows us to repurchase shares of our common stock from time to time for cash in the open market, or in negotiated or block transactions, as market and business conditions warrant. This program canceled and replaced our previous share repurchase program authorized on May 27, 2009 pursuant to which we had repurchased 10.0 million shares. These were in addition to the 6.6 million shares repurchased under an earlier program authorized on June 6, 2002. The new program authorizes us to purchase in addition to the shares we repurchased under our previous programs. There is no expiration date for this program. All share repurchases since August 24, 2011 have been executed in accordance with this program.

During the three months ended September 30, 2013, we repurchased 0.4 million shares at a cost of $21.1 million. At September 30, 2013, we have repurchased a total of 32.5 million shares at a cost of $1.1 billion. Shares that are repurchased are classified as treasury stock pending future use and reduce the number of shares outstanding used in calculating earnings per share. At September 30, 2013, 4.1 million additional shares can be repurchased under the approved share repurchase program.

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Critical Accounting Principles and Estimates

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and judgments that affect our reported amounts of assets and liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. On an ongoing basis we evaluate our estimates, including those related to allowance for doubtful accounts, inventory reserves, warranty obligations, goodwill, potentially impaired assets, intangible assets, income taxes and contingencies.

We state these accounting policies in the notes to the financial statements and at relevant sections in this discussion and analysis. The estimates are based on the information that is currently available to us and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could vary from those estimates under different assumptions or conditions.

For a full discussion of our critical accounting policies, see our Annual Report on Form 10-K for the year ended June 30, 2013.

Recently Issued Accounting Pronouncements

See note 2 to the condensed consolidated financial statements for a description of recently issued accounting pronouncements, including the expected dates of adoption and estimated effects on our results of operations, financial positions and cash flows.

Off-Balance Sheet Arrangements

As of September 30, 2013, we are not involved in any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated by the SEC.

RESMED INC. AND SUBSIDIARIES

Quantitative and Qualitative Disclosures About Market Risk

Foreign Currency Market Risk

Our reporting currency is the U.S. dollar, although the financial statements of our non-U.S. subsidiaries are maintained in their respective local currencies. We transact business in various foreign currencies, including a number of major European currencies as well as the Australian and Singapore dollar. We have significant foreign currency exposure through both our Australian and Singapore manufacturing activities and international sales operations. We have established a foreign currency hedging program using purchased currency options and forward contracts to hedge foreign-currency-denominated financial assets, liabilities and manufacturing cash flows. The goal of this hedging program is to economically manage the financial impact of foreign currency exposures predominantly denominated in euros, Australian dollars and Singapore dollars. Under this program, increases or decreases in our foreign-currency-denominated financial assets, liabilities, and firm commitments are partially offset by gains and losses on the hedging instruments. We do not enter into financial instruments for trading or speculative purposes. The foreign currency derivatives portfolio is recorded in the condensed consolidated balance sheets at fair value and included in other assets or other liabilities. All movements in the fair value of the foreign currency derivatives are recorded within other income, net, on our condensed consolidated statements of income.

The table below provides information (in U.S. dollars) on our foreign-currency-denominated financial assets by legal entity functional currency as of September 30, 2013 (in thousands):

	Australian Dollar (AUD)	U.S. Dollar (USD)	Euro (EUR)	Singapore Dollar (SGD)	Canadian Dollar (CAD)	Japanese Yen (JPY)	Malaysian Ringgit (MYR)
AUD Functional:							
Assets		158,880	73,477	471		7	3,604
Liabilities		(100,489)	(13,231)	(28)		(2,043)	
Foreign Currency Hedges		(40,000)	20,295				
Net Total		18,391	80,541	443		(2,036)	3,604
USD Functional:							
Assets					8,102		
Liability			(111)				
Foreign Currency Hedges					(9,708)		
Net Total			(111)		(1,606)		
EURO Functional:							
Assets	29	34					
Liability	(7)	(325)					
Foreign Currency Hedges							
Net Total	22	(291)					
GBP Functional:							
Assets			12,396				
Liability			(10,677)				
Foreign Currency Hedges							
Net Total			1,719				

SGD Functional :				
Assets	782	78,881	58,869	
Liability	(1,824)	(106,555)	(20,323)	
Foreign Currency Hedges	2,331	32,000	(33,825)	
Net Total	1,289	4,326	4,721	
INR Functional :				
Assets		32		
Liability		(2,552)	(128)	
Foreign Currency Hedges				
Net Total		(2,520)	(128)	
MYR Functional:				
Assets		4,128	66	
Liability	(81)	(3,793)		(17)
Foreign Currency Hedges				
Net Total	(81)	335	66	(17)

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Quantitative and Qualitative Disclosures About Market Risk

Foreign Currency Market Risk, Continued

The table below provides information about our foreign currency derivative financial instruments and presents the information in U.S. dollar equivalents. The table summarizes information on instruments and transactions that are sensitive to foreign currency exchange rates, including foreign currency call options held at September 30, 2013. The table presents the notional amounts and weighted average exchange rates by contractual maturity dates for our foreign currency derivative financial instruments. These notional amounts generally are used to calculate payments to be exchanged under the options contracts.

(In thousands except exchange rates)					Fair Value Assets / (Liabilities)	
Foreign Exchange Contracts	Year 1	Year 2	Year 3	Total	September 30, 2013	June 30, 2013
Receive AUD/Pay USD						
Contract amount	60,000	10,000		70,000	(261)	(822)
Ave. contractual exchange rate	AUD 1 = USD 0.9755	AUD 1 = USD 1.0500		AUD 1 = USD 0.9855		
Receive AUD/Pay Euro						
Contract amount	122,000	122,000		244,000	(7,432)	(6,985)
Ave. contractual exchange rate	AUD 1 = Euro 0.7839	AUD 1 = Euro 0.8120		AUD 1 = Euro 0. 7977		
Receive SGD/Pay Euro						
Contract amount	34,000			34,000	(126)	501
Ave. contractual exchange rate	SGD 1 = Euro 0. 5914			SGD 1 = Euro 0. 5914		
Receive AUD/Pay SGD						
Contract amount	2,000			2,000	106	(193)
Ave. contractual exchange rate	SGD 1 = AUD 0.8957			SGD 1 = AUD 0.8957		
Receive USD/Pay SGD						
Contract amount	32,000			32,000	(73)	284
Ave. contractual exchange rate	SGD 1 = USD 0.7954			SGD 1 = USD 0.7954		
Receive USD/Pay CAD						
Contract amount	10,000			10,000	(96)	215
Ave. contractual exchange rate	USD 1 = CAD 1.0404			USD 1 = CAD 1.0404		

Interest Rate Risk

We are exposed to risk associated with changes in interest rates affecting the return on our cash and cash equivalents and debt. At September 30, 2013, we held cash and cash equivalents of $976.6 million principally comprised of bank term deposits and at call accounts and are invested at both short-term fixed interest rates and variable interest rates. At September 30, 2013, we had total long-term debt, including the current portion of those obligations, of $360.8 million of which, $360.0 million is subject to variable interest rates. A hypothetical 10% change in interest rates during the three months ended September 30, 2013, would not have had a material impact on pretax income. We have no interest rate hedging agreements.

Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance management necessarily was required to apply its judgment in evaluating the cost benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) of the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2013.

There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

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PART II OTHER INFORMATION Items 1-6

RESMED INC. AND SUBSIDIARIES

Item 1 Legal Proceedings

The information required by this Item is incorporated herein by reference to Note 13, Legal Actions and Contingencies , to the unaudited condensed consolidated financial statements under Part I, Item 1 of this report.

Item 1A Risk Factors

The discussion of our business and operations should be read together with the risk factors contained in our annual report on Form 10-K for the fiscal year ended June 30, 2013, which was filed with the SEC and describes the various risks and uncertainties to which we are or may become subject. At September 30, 2013, there have been no material changes to the risk factors set forth in our annual report on Form 10-K for the year ended June 30, 2013.

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of equity securities. The following table summarizes purchases by us of our common stock during the three months ended September 30, 2013:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Programs(1)
July 2013	0	$ 0	32,026,013	4,549,168
August 2013	356,492	48.88	32,382,505	4,192,676
September 2013	75,203	48.34	32,457,708	4,117,473
Total	431,695	$ 48.79	32,457,708	4,117,473

(1) On August 24, 2011, our board of directors approved a new share repurchase program, authorizing us to acquire up to an aggregate of 20.0 million shares of ResMed Inc. common stock. The program allows us to repurchase shares of our common stock from time to time for cash in the open market, or in negotiated or block transactions, as market and business conditions warrant. The program authorizes us to purchase in addition to the shares we repurchased under our previous programs. There is no expiration date for this program. All share repurchases since August 24, 2011 have been executed in accordance with this program. Since the inception of the share buyback programs, we have repurchased 32.5 million shares at a total cost of $1.1 billion.

Item 3 Defaults Upon Senior Securities

None

Item 4 Mine Safety Disclosures

None

Item 5 Other Information

None

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ResMed Inc. and Subsidiaries

Item 6 Exhibits

Exhibits (numbered in accordance with Item 601 of Regulation S-K)

3.1	First Restated Certificate of Incorporation of ResMed Inc., as amended. (1)
3.2	Fifth Amended and Restated Bylaws of ResMed Inc. (2)
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (1)
101	The following financial statements from ResMed Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, filed on October 30, 2013, formatted in XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Income, (iii) Condensed Consolidated Statements of Comprehensive Income, (iv) Condensed Consolidated Statements of Cash Flows, (v) the Notes to the Condensed Consolidated Financial Statements.

(1) Filed herewith.
(2) Incorporated by reference to Exhibit 3.1 to the Registrant s Current Report on Form 8-K/A filed on September 17, 2012.

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.

October 30, 2013

ResMed Inc.

/s/ **MICHAEL J. FARRELL**
Michael J. Farrell
Chief executive officer
(Principal Executive Officer)

/s/ BRETT A. SANDERCOCK
Brett A. Sandercock
Chief financial officer
(Principal Financial Officer)