

SURMODICS INC  
Form 8-K/A  
March 20, 2006

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): March 17, 2006**

**SurModics, Inc.**

(Exact name of Registrant as Specified in its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation)

0-23837

(Commission File Number)

41-1356149

(IRS Employer  
Identification No.)

9924 West 74<sup>th</sup> Street

Eden Prairie, Minnesota 55344

(Address of Principal Executive Offices and Zip Code)

(952) 829-2700

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

On February 3, 2006 SurModics, Inc. (the Company ) reported on a Form 8-K that shareholders of the Company approved the amended and restated SurModics, Inc. 2003 Equity Incentive Plan (the Amended 2003 Plan ). In connection with such amendment and restatement, the various forms of award agreements available under the Amended 2003 Plan were revised. The Organization and Compensation Committee approved these revised standard forms of award agreements on March 17, 2006. For further description of these forms, reference is made to copies of each form of agreement which are filed as Exhibits 99.1-99.8 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements: None.

(b) Pro forma financial information: None

(c) Exhibits:

99.1 Form of SurModics, Inc. 2003 Equity Incentive Plan Nonqualified Stock Option Agreement

99.2 Form of SurModics, Inc. 2003 Equity Incentive Plan Incentive Stock Option Agreement

99.3 Form of SurModics, Inc. 2003 Equity Incentive Plan Restricted Stock Agreement

99.4 Form of SurModics, Inc. 2003 Equity Incentive Plan Performance Share Award Agreement

99.5 Form of SurModics, Inc. 2003 Equity Incentive Plan Performance Unit Award (cash settled) Agreement

99.6 Form of SurModics, Inc. 2003 Equity Incentive Plan Restricted Stock Unit Agreement

99.7 Form of SurModics, Inc. 2003 Equity Incentive Plan Stock Appreciation Rights (cash settled) Agreement

99.8 Form of SurModics, Inc. 2003 Equity Incentive Plan Stock Appreciation Rights (stock settled) Agreement

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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.

SURMODICS, INC.

By: /s/ Philip D. Ankeny

Name: Philip D. Ankeny

Title: Chief Financial Officer

Date: March 20, 2006

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**EXHIBIT INDEX**  
**to**  
**FORM 8-K**  
**SURMODICS, INC.**

Date of Report:  
**March 17, 2006**

Commission File No.:  
**0-23837**

| <b>Exhibit No.</b> | <b>ITEM</b>  |
|--------------------|--|
| 99.1               | Form of SurModics, Inc. 2003 Equity Incentive Plan Nonqualified Stock Option Agreement                 |
| 99.2               | Form of SurModics, Inc. 2003 Equity Incentive Plan Incentive Stock Option Agreement                    |
| 99.3               | Form of SurModics, Inc. 2003 Equity Incentive Plan Restricted Stock Agreement                          |
| 99.4               | Form of SurModics, Inc. 2003 Equity Incentive Plan Performance Share Award Agreement                   |
| 99.5               | Form of SurModics, Inc. 2003 Equity Incentive Plan Performance Unit Award (cash settled) Agreement     |
| 99.6               | Form of SurModics, Inc. 2003 Equity Incentive Plan Restricted Stock Unit Agreement                     |
| 99.7               | Form of SurModics, Inc. 2003 Equity Incentive Plan Stock Appreciation Rights (cash settled) Agreement  |
| 99.8               | Form of SurModics, Inc. 2003 Equity Incentive Plan Stock Appreciation Rights (stock settled) Agreement |