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

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**FORM 10-Q**

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(Mark One)

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

For the quarterly period ended March 31, 2014

or

**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: 0-23837

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**SurModics, Inc.**

(Exact name of registrant as specified in its charter)

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MINNESOTA  
(State of  
incorporation)

41-1356149  
(I.R.S. Employer  
Identification No.)

9924 West 74th Street  
Eden Prairie, Minnesota 55344  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (952) 500-7000

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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  No

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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

The number of shares of the registrant's Common Stock, \$.05 par value per share, outstanding as of April 30, 2014 was 13,594,564.

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**PART I. FINANCIAL INFORMATION**

Item 1. Financial Statements

**SurModics, Inc. and Subsidiaries**

Condensed Consolidated Balance Sheets

	March 31, 2014	September 30, 2013
	<i>(Unaudited)</i>	
<i>(in thousands, except share and per share data)</i>		
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 8,444	\$ 15,495
Available-for-sale securities	25,399	10,212
Accounts receivable, net of allowance for doubtful accounts of \$39 and \$26 as of March 31, 2014 and September 30, 2013, respectively	5,610	5,332
Inventories	2,758	3,328
Deferred tax assets	315	506
Prepays and other	2,081	860
Current assets of discontinued operations	46	46
Total Current Assets	44,653	35,779
Property and equipment, net	12,689	12,845
Available-for-sale securities	17,420	32,397
Deferred tax assets	6,427	6,038
Intangible assets, net	3,317	3,688
Goodwill	8,010	8,010
Other assets, net	3,166	3,166
Total Assets	<u>\$ 95,682</u>	<u>\$ 101,923</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 1,091	\$ 954
Accrued liabilities:		
Compensation	1,216	2,271
Accrued other	767	1,149
Share repurchase accrual	—	1,004
Deferred revenue	42	43
Restructuring and other current liabilities	2	416
Current liabilities of discontinued operations	126	139
Total Current Liabilities	3,244	5,976
Deferred revenue, less current portion	159	160
Other long-term liabilities	1,646	1,970
Total Liabilities	5,049	8,106
Commitments and Contingencies (Note 17)		
Stockholders' Equity:		
Series A Preferred stock- \$.05 par value, 450,000 shares authorized; no shares issued and outstanding	—	—
Common stock- \$.05 par value, 45,000,000 shares authorized; 13,584,989 and 13,891,402 shares issued and outstanding, respectively	679	695
Additional paid-in capital	2,026	2,028
Accumulated other comprehensive (loss) income	(10)	58
Retained earnings	87,938	91,036
Total Stockholders' Equity	90,633	93,817
Total Liabilities and Stockholders' Equity	<u>\$ 95,682</u>	<u>\$ 101,923</u>

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

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**SurModics, Inc. and Subsidiaries**

Condensed Consolidated Statements of Income

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
	<i>(Unaudited)</i>		<i>(Unaudited)</i>	
<i>(In thousands, except per share data)</i>				
<b>Revenue:</b>				
Royalties and license fees	\$ 7,329	\$ 6,951	\$14,794	\$14,467
Product sales	5,165	5,758	10,565	11,111
Research and development	1,110	986	2,128	1,968
<b>Total revenue</b>	<b>13,604</b>	<b>13,695</b>	<b>27,487</b>	<b>27,546</b>
<b>Operating costs and expenses:</b>				
Product costs	1,696	1,945	3,700	3,904
Research and development	4,134	3,774	7,833	7,136
Selling, general and administrative	4,294	3,847	8,145	7,500
<b>Total operating costs and expenses</b>	<b>10,124</b>	<b>9,566</b>	<b>19,678</b>	<b>18,540</b>
<b>Operating income from continuing operations</b>	<b>3,480</b>	<b>4,129</b>	<b>7,809</b>	<b>9,006</b>
<b>Other income (loss):</b>				
Investment income, net	66	56	152	127
Impairment loss on strategic investment	—	(129)	—	(129)
Gain on sales of strategic investments	—	119	681	1,293
Other income, net	125	163	125	165
<b>Other income, net</b>	<b>191</b>	<b>209</b>	<b>958</b>	<b>1,456</b>
<b>Income from continuing operations before income taxes</b>	<b>3,671</b>	<b>4,338</b>	<b>8,767</b>	<b>10,462</b>
<b>Income tax provision</b>	<b>(1,212)</b>	<b>(918)</b>	<b>(2,678)</b>	<b>(2,794)</b>
<b>Income from continuing operations</b>	<b>2,459</b>	<b>3,420</b>	<b>6,089</b>	<b>7,668</b>
<b>Discontinued operations:</b>				
Income from discontinued operations, net of income taxes	—	682	—	682
<b>Income from discontinued operations</b>	<b>—</b>	<b>682</b>	<b>—</b>	<b>682</b>
<b>Net income</b>	<b>\$ 2,459</b>	<b>\$ 4,102</b>	<b>\$ 6,089</b>	<b>\$ 8,350</b>
<b>Basic income per share:</b>				
Continuing operations	\$ 0.18	\$ 0.23	\$ 0.45	\$ 0.52
Discontinued operations	0.00	0.05	0.00	0.05
<b>Net income</b>	<b>\$ 0.18</b>	<b>\$ 0.28</b>	<b>\$ 0.45</b>	<b>\$ 0.57</b>
<b>Diluted income per share:</b>				
Continuing operations	\$ 0.18	\$ 0.23	\$ 0.44	\$ 0.52
Discontinued operations	0.00	0.05	0.00	0.05
<b>Net income</b>	<b>\$ 0.18</b>	<b>\$ 0.28</b>	<b>\$ 0.44</b>	<b>\$ 0.56</b>
<b>Weighted average number of shares outstanding:</b>				
Basic	13,538	14,622	13,658	14,639
Diluted	13,824	14,914	13,925	14,871

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

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## Condensed Consolidated Statements of Comprehensive Income

<i>(In thousands)</i>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>March 31,</b>		<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<i>(Unaudited)</i>		<i>(Unaudited)</i>	
Net income	\$ 2,459	\$ 4,102	\$6,089	\$8,350
Other comprehensive (loss) income, net of tax:				
Unrealized holding gains on available-for-sale securities arising during the period	49	78	16	316
Reclassification adjustment for realized gains included in net income	(84)	(228)	(84)	(229)
Other comprehensive (loss) income	(35)	(150)	(68)	87
Comprehensive income	<u>\$ 2,424</u>	<u>\$ 3,952</u>	<u>\$6,021</u>	<u>\$8,437</u>

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

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## Condensed Consolidated Statements of Cash Flows

<i>(in thousands)</i>	Six Months Ended	
	March 31,	
	2014	2013
	<i>(Unaudited)</i>	
<b>Operating Activities:</b>		
Net income	\$ 6,089	\$ 8,350
Adjustments to reconcile net income to net cash provided by operating activities from continuing operations:		
Income from discontinued operations	—	(682)
Depreciation and amortization	1,380	1,446
Stock-based compensation	2,462	1,238
Deferred taxes	(164)	172
Gain on sales of available-for-sale securities and strategic investments	(806)	(1,458)
Impairment loss on investments	—	129
Excess tax (benefit) deficiency from stock-based compensation plans	(658)	191
Change in operating assets and liabilities:		
Accounts receivable	(278)	158
Inventories	570	160
Prepays and other	(330)	(191)
Accounts payable and accrued liabilities	(1,770)	(1,366)
Income taxes	(559)	(1,322)
Net cash provided by operating activities from continuing operations	<u>5,936</u>	<u>6,825</u>
<b>Investing Activities:</b>		
Purchases of property and equipment	(798)	(1,239)
Purchases of available-for-sale securities	(92,700)	(26,091)
Sales and maturities of available-for-sale securities	92,514	25,980
Cash received from sales of strategic investments	681	2,286
Cash transferred to discontinued operations	(13)	(86)
Net cash (used in) provided by investing activities from continuing operations	<u>(316)</u>	<u>850</u>
<b>Financing Activities:</b>		
Excess tax benefit (deficiency) from stock-based compensation plans	658	(191)
Issuance of common stock	329	233
Repurchase of common stock	(12,544)	(2,681)
Purchase of common stock to pay employee taxes	(1,114)	(39)
Net cash used in financing activities from continuing operations	<u>(12,671)</u>	<u>(2,678)</u>
Net cash (used in) provided by continuing operations	<u>(7,051)</u>	<u>4,997</u>
<b>Discontinued Operations:</b>		
Net cash used in operating activities	(13)	(86)
Net cash provided by financing activities	13	86
Net cash provided by discontinued operations	—	—
Net change in cash and cash equivalents	<u>(7,051)</u>	<u>4,997</u>
<b>Cash and Cash Equivalents:</b>		
Beginning of period	15,495	15,540
End of period	<u>\$ 8,444</u>	<u>\$ 20,537</u>
<b>Supplemental Information:</b>		
Cash paid for income taxes	\$ 3,401	\$ 3,945
Noncash transactions – acquisition of property and equipment on account	\$ 82	\$ 7
Noncash transactions – issuance of performance shares, restricted and deferred stock units	\$ 3,007	\$ —

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

**SurModics, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**Period Ended March 31, 2014**  
**(Unaudited)**

**1. Basis of Presentation**

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S.”) (“GAAP”) and, in the opinion of management, reflect all adjustments, consisting solely of normal recurring adjustments, needed to fairly present the financial results of SurModics, Inc. and subsidiaries (“SurModics” or the “Company”) for the periods presented. These financial statements include some amounts that are based on management’s best estimates and judgments. These estimates may be adjusted as more information becomes available, and any adjustment could be significant. The impact of any change in estimates is included in the determination of earnings in the period in which the change in estimate is identified. The results of operations for the three and six months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the entire 2014 fiscal year.

In accordance with the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”), the Company has omitted footnote disclosures that would substantially duplicate the disclosures contained in the audited financial statements of the Company. These unaudited condensed consolidated financial statements should be read together with the audited consolidated financial statements for the fiscal year ended September 30, 2013, and footnotes thereto included in the Company’s Form 10-K as filed with the SEC on December 11, 2013.

**2. Key Accounting Policies**

Revenue recognition

The Company recognizes revenue when all of the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) shipment has occurred or delivery has occurred if the terms specify destination; (3) the sales price is fixed or determinable; and (4) collectability is reasonably assured. When there are additional performance requirements, revenue is recognized when all such requirements have been satisfied. Under revenue arrangements with multiple deliverables, the Company recognizes each separable deliverable as it is earned.

The Company derives its revenue from three primary sources: (1) royalties and license fees from licensing its proprietary drug delivery and surface modification technologies and *in vitro* diagnostic formats to customers; (2) the sale of reagent chemicals to licensees and the sale of stabilization products, antigens, substrates and surface coatings to the diagnostic and biomedical research markets; and (3) research and commercial development fees generated on customer projects.

*Royalties and license fees.* The Company licenses technology to third parties and collects royalties. Royalty revenue is generated when a customer sells products incorporating the Company’s licensed technologies. Royalty revenue is recognized as licensees report it to the Company, and payment is typically submitted concurrently with the report. For stand-alone license agreements, up-front license fees are recognized over the term of the related licensing agreement. Minimum royalty fees are recognized in the period earned.

Revenue related to a performance milestone is recognized upon the achievement of the milestone, as defined in the respective agreements and provided the following conditions have been met:

- The milestone payment is non-refundable;
- The milestone involved a significant degree of risk, and was not reasonably assured at the inception of the arrangement;
- Accomplishment of the milestone involved substantial effort;
- The amount of the milestone payment is commensurate with the related effort and risk; and
- A reasonable amount of time passed between the initial license payment and the first and subsequent milestone payments.

If these conditions have not been met, the milestone payment is deferred and recognized over the term of the agreement.

*Product sales.* Product sales to third parties consist of direct and distributor sales and are recognized at the time of shipment. The Company’s sales terms provide no right of return outside of the standard warranty policy. Payment terms are generally set at 30-45 days.

*Research and development.* The Company performs third-party research and development activities, which are typically provided on a time and materials basis. Generally, revenue for research and development is recorded as performance progresses under the applicable contract.

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*Arrangements with multiple deliverables. Revenue arrangements with multiple deliverables require the Company to:*

- (i) disclose whether multiple deliverables exist, how the deliverables in an arrangement should be separated, and how the consideration should be allocated;
- (ii) allocate revenue in an arrangement using estimated selling prices (“ESP”) of deliverables if a vendor does not have vendor-specific objective evidence of selling price (“VSOE”) or third-party evidence of selling price (“TPE”); and
- (iii) allocate revenue using the relative selling price method.

The Company accounts for revenue using a multiple attribution model in which consideration allocated to research and development activities is recognized as performed, and milestone payments are recognized when the milestone events are achieved, when such activities and milestones are deemed substantive. Accordingly, in situations where a unit of accounting includes both a license and research and development activities, and when a license does not have stand-alone value, the Company applies a multiple attribution model in which consideration allocated to the license is recognized ratably, consideration allocated to research and development activities is recognized as performed and milestone payments are recognized when the milestone events are achieved, when such activities and milestones are deemed substantive.

The Company enters into license and development arrangements that may consist of multiple deliverables which could include a license(s) to SurModics’ technology, research and development activities, manufacturing services, and product sales based on the needs of its customers. For example, a customer may enter into an arrangement to obtain a license to SurModics’ intellectual property which may also include research and development activities, and supply of products manufactured by SurModics. For these services provided, SurModics could receive upfront license fees upon signing of an agreement and granting the license, fees for research and development activities as such activities are performed, milestone payments contingent upon advancement of the product through development and clinical stages to successful commercialization, fees for manufacturing services and supply of product, and royalty payments based on customer sales of product incorporating SurModics’ technology. The Company’s license and development arrangements generally do not have refund provisions if the customer cancels or terminates the agreement. Typically all payments made are non-refundable.

The Company is required to evaluate each deliverable in a multiple element arrangement for separability. The Company is then required to allocate revenue to each separate deliverable using a hierarchy of VSOE, TPE, or ESP. In many instances, the Company is not able to establish VSOE for all deliverables in an arrangement with multiple elements. This may be a result of the Company infrequently selling each element separately or having a limited history with multiple element arrangements. When VSOE cannot be established, the Company attempts to establish a selling price of each element based on TPE. TPE is determined based on competitor prices for similar deliverables when sold separately.

When the Company is unable to establish a selling price using VSOE or TPE, the Company uses ESP in its allocation of arrangement consideration. The objective of ESP is to determine the price at which the Company would transact a sale if the product or service were sold on a stand-alone basis. ESP is generally used for highly customized offerings.

The Company determines ESP for undelivered elements by considering multiple factors including, but not limited to, market conditions, competitive landscape and past pricing arrangements with similar features. The determination of ESP is made through consultation with the Company’s management, taking into consideration the marketing strategies for each business unit.

### New Accounting Pronouncements

#### *Accounting Standards to be Adopted*

In July 2013, the Financial Accounting Standards Board issued amended guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, similar to a tax loss, or tax credit carryforward exists. The guidance requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, be presented as a reduction of a deferred tax asset when a net operating loss carryforward, or similar tax loss, or tax credit carryforward exists, with certain exceptions. This accounting guidance is effective prospectively for the Company beginning in the first quarter of fiscal 2015, with early adoption permitted. While the Company is currently evaluating the impact, its adoption is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

No other new accounting pronouncement issued or effective has had, or is expected to have, a material impact on the Company’s consolidated financial statements.



### 3. Discontinued Operations

Beginning with the first quarter of fiscal 2012, the results of operations, cash flows, assets and liabilities of SurModics SMP, LLC (“SurModics Pharmaceuticals”), which were previously reported in the Pharmaceuticals segment as a separate operating segment, are classified as discontinued operations.

On November 1, 2011, the Company entered into a definitive agreement (the “Purchase Agreement”) to sell substantially all of the assets of its wholly-owned subsidiary, SurModics Pharmaceuticals, to Evonik Degussa Corporation (“Evonik”). Under the terms of the Purchase Agreement, the entire portfolio of products and services of SurModics Pharmaceuticals, including the Company’s Current Good Manufacturing Practices (“cGMP”) development and manufacturing facility located in Birmingham, Alabama, were sold. The Company retained all accounts receivable and the majority of liabilities associated with SurModics Pharmaceuticals incurred prior to closing. The sale (the “Pharma Sale”) closed on November 17, 2011. The total consideration received from the Pharma Sale was \$30.0 million in cash. As part of the Pharma Sale, SurModics agreed not to compete in the restricted business (as defined in the Purchase Agreement) for a period of five years and to indemnify Evonik against specified losses in connection with SurModics Pharmaceuticals, including certain contingent consideration obligations related to the acquisition by SurModics Pharmaceuticals of the portfolio of intellectual property and drug delivery projects from PR Pharmaceuticals, Inc. (“PR Pharma”) SurModics retained responsibility for repayment obligations related to an agreement with various governmental authorities associated with creation of jobs in Alabama. These obligations were settled or terminated in the second and third quarters of fiscal 2013 with payments totaling \$325,000 repaid to the governmental authorities and a gain of \$1.3 million recognized in the fiscal year ended September 30, 2013.

The following is a summary of the operating results of SurModics Pharmaceuticals discontinued operations for the three and six months ended March 31, 2014 and 2013:

<i>(Dollars in thousands)</i>	Three months ended		Six months ended	
	March 31,		March 31,	
	2014	2013	2014	2013
Income (loss) from discontinued operations	\$ —	\$ 1,015	\$ —	\$ 1,015
Income tax provision	—	(333)	—	(333)
Income (loss) from discontinued operations, net of income taxes	\$ —	\$ 682	\$ —	\$ 682

The major classes of assets and liabilities of discontinued operations as of March 31, 2014 and September 30, 2013 were as follows:

<i>(Dollars in thousands)</i>	March 31, 2014	September 30, 2013
Other current assets	\$ 46	\$ 46
Current assets of discontinued operations	46	46
Total assets of discontinued operations	\$ 46	\$ 46
Other current liabilities payable	\$ 126	\$ 139
Current liabilities of discontinued operations	126	139
Total liabilities of discontinued operations	\$ 126	\$ 139

The assets and liabilities of discontinued operations as of March 31, 2014 are based on accruals associated with the Southern Research Institute (“SRI”) litigation matter and a related deferred tax asset balance. See Note 17 for further discussion of the SRI litigation matter.

### 4. Fair Value Measurements

The accounting guidance on fair value measurements defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. The guidance is applicable for all financial assets and financial liabilities and for all nonfinancial assets and nonfinancial liabilities recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). Fair value is defined as the exchange price that would be received from selling an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and also considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance.

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### *Fair Value Hierarchy*

Accounting guidance on fair value measurements requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

The Company's Level 2 assets consist of money market funds, U.S. Treasury securities, corporate bonds, municipal bonds, U.S. government agency securities, government agency and municipal securities and certain asset-backed and mortgage-backed securities. Fair market values for these assets are based on quoted vendor prices and broker pricing where all significant inputs are observable. The Company performs limited tests of the quoted vendor prices based on available U.S. Treasury security pricing on government websites as a means of validating the third party pricing. To ensure the accuracy of quoted vendor prices and broker pricing, the Company performs regular reviews of investment returns to industry benchmarks and sample tests of individual securities to validate quoted vendor prices with other available market data.

Level 3 — Unobservable inputs to the valuation methodology that are supported by little or no market activity and that are significant to the measurement of the fair value of the assets or liabilities. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, as well as significant management judgment or estimation.

There were no Level 3 assets at March 31, 2014, December 31, 2013, September 30, 2013 or March 31, 2013 and there was no Level 3 activity during the first six months of fiscal 2014 or fiscal 2013.

In valuing assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company did not significantly change its valuation techniques from prior periods.

### *Assets and Liabilities Measured at Fair Value on a Recurring Basis*

In instances where the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability. The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of March 31, 2014:

<i>(Dollars in thousands)</i>	<b>Quoted Prices in Active Markets for Identical Instruments (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total Fair Value as of March 31, 2014</b>
<b>Assets:</b>				
Cash equivalents	\$ —	\$ 7,602	\$ —	\$ 7,602
<b>Available-for-sale debt securities:</b>				
U.S. government and government agency obligations	—	25,066	—	25,066
Mortgage-backed securities	—	5,223	—	5,223
Municipal bonds	—	1,834	—	1,834
Asset-backed securities	—	6,380	—	6,380
Corporate bonds	—	4,316	—	4,316
<b>Total assets measured at fair value</b>	<b>\$ —</b>	<b>\$ 50,421</b>	<b>\$ —</b>	<b>\$ 50,421</b>

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The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of September 30, 2013:

<i>(Dollars in thousands)</i>	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value as of September 30, 2013
<b>Assets:</b>				
Cash equivalents	\$ —	\$ 4,402	\$ —	\$ 4,402
<b>Available-for-sale debt securities:</b>				
U.S. government and government agency obligations	—	22,890	—	22,890
Mortgage-backed securities	—	8,216	—	8,216
Municipal bonds	—	3,059	—	3,059
Asset-backed securities	—	3,537	—	3,537
Corporate bonds	—	4,907	—	4,907
<b>Total assets measured at fair value</b>	<b>\$ —</b>	<b>\$ 47,011</b>	<b>\$ —</b>	<b>\$ 47,011</b>

### Valuation Techniques

The valuation techniques used to measure the fair value of assets are as follows:

Cash equivalents — These assets are classified as Level 2 and are carried at historical cost which is a reasonable estimate of fair value because of the relatively short time between origination of the instrument and its expected realization.

Available-for-sale debt securities — These securities are classified as Level 2 and include various types of debt securities. These securities are valued based on quoted vendor prices in active markets underlying the securities.

## 5. Investments

Investments consist principally of U.S. government and government agency obligations, mortgage-backed securities and corporate and municipal debt securities and are classified as available-for-sale at March 31, 2014 and September 30, 2013. Available-for-sale securities are reported at fair value with unrealized gains and losses, net of tax, excluded from the condensed consolidated statements of income and reported in the condensed consolidated statements of comprehensive income as well as a separate component of stockholders' equity in the condensed consolidated balance sheets, except for other-than-temporary impairments, which are reported as a charge to current earnings. A loss would be recognized when there is an other-than-temporary impairment in the fair value of any individual security classified as available-for-sale, with the associated net unrealized loss reclassified out of accumulated other comprehensive income with a corresponding adjustment to other income (loss). This adjustment results in a new cost basis for the investment. Interest earned on debt securities, including amortization of premiums and accretion of discounts, is included in other income (loss). Realized gains and losses from the sales of debt securities, which are included in other income (loss), are determined using the specific identification method.

The amortized cost, unrealized holding gains and losses, and fair value of available-for-sale securities as of March 31, 2014 and September 30, 2013 were as follows:

<i>(Dollars in thousands)</i>	March 31, 2014			Fair Value
	Amortized Cost	Unrealized Gains	Unrealized Losses	
U.S. government and government agency obligations	\$ 25,084	\$ 10	\$ (28)	\$25,066
Mortgage-backed securities	5,226	43	(46)	5,223
Municipal bonds	1,827	10	(3)	1,834
Asset-backed securities	6,375	13	(8)	6,380
Corporate bonds	4,321	6	(11)	4,316
<b>Total</b>	<b>\$ 42,833</b>	<b>\$ 82</b>	<b>\$ (96)</b>	<b>\$42,819</b>

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<i>(Dollars in thousands)</i>	September 30, 2013			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. government and government agency obligations	\$ 22,889	\$ 28	\$ (27)	\$22,890
Mortgage-backed securities	8,149	118	(51)	8,216
Municipal bonds	3,049	15	(5)	3,059
Asset-backed securities	3,539	6	(8)	3,537
Corporate bonds	4,896	17	(6)	4,907
Total	<u>\$ 42,522</u>	<u>\$ 184</u>	<u>\$ (97)</u>	<u>\$42,609</u>

As of March 31, 2014 and September 30, 2013, the Company concluded that the unrealized losses related to the available-for-sale securities shown above were not other-than-temporary as the Company does not have the intent to sell, nor is it more likely than not that the Company will be required to sell, before recovery of their amortized cost.

The amortized cost and fair value of investments by contractual maturity at March 31, 2014 were as follows:

<i>(Dollars in thousands)</i>	Amortized Cost	Fair Value
Debt securities due within:		
One year	\$ 25,394	\$ 25,399
One to five years	11,207	11,194
Five years or more	6,232	6,226
Total	<u>\$ 42,833</u>	<u>\$ 42,819</u>

The following table summarizes sales of available-for-sale securities:

<i>(Dollars in thousands)</i>	Three months ended March 31,		Six months ended March 31,	
	2014	2013	2014	2013
Proceeds from sales	\$89,647	\$25,175	\$92,514	\$25,980
Gross realized gains	\$ 125	\$ 161	\$ 126	\$ 165
Gross realized losses	\$ —	\$ —	\$ (1)	\$ —

## 6. Inventories

Inventories are principally stated at the lower of cost or market using the specific identification method and include direct labor, materials and overhead. Inventories consisted of the following components:

<i>(Dollars in thousands)</i>	March 31, 2014	September 30, 2013
Raw materials	\$ 1,037	\$ 1,378
Finished products	1,721	1,950
Total	<u>\$ 2,758</u>	<u>\$ 3,328</u>

## 7. Other Assets

Other assets consist principally of strategic investments as follows:

<i>(Dollars in thousands)</i>	March 31, 2014	September 30, 2013
CeloNova BioSciences, Inc.	\$ 1,500	\$ 1,500
ThermopeutiX, Inc.	1,185	1,185
ViaCyte, Inc.	479	479
Other	2	2
Other assets, net	<u>\$ 3,166</u>	<u>\$ 3,166</u>

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In February 2011, the stent technology of Nexeon MedSystems, Inc. (“Nexeon”) was acquired by CeloNova BioSciences, Inc. (“CeloNova”). Prior to the acquisition by CeloNova, Nexeon created a wholly-owned subsidiary, Nexeon Stent, to hold the company’s stent-related assets. Nexeon distributed to its stockholders the Nexeon Stent stock which was exchanged for Series B-1 preferred shares of CeloNova. CeloNova is a privately-held Texas-based medical technology company that is marketing a variety of medical products. The Company’s investment in CeloNova, which is accounted for under the cost method, represents less than a 2% ownership interest. The Company does not exert significant influence over CeloNova’s operating or financial activities.

The Company has invested a total of \$1.2 million in ThermopeutiX, Inc. (“ThermopeutiX”), a California-based early stage company developing novel medical devices for the treatment of vascular and neurovascular diseases. In addition to the investment, SurModics has licensed its hydrophilic and hemocompatible coating technologies to ThermopeutiX for use with its devices. The Company’s investment in ThermopeutiX, which is accounted for under the cost method, represents an ownership interest of less than 20%. The Company does not exert significant influence over ThermopeutiX’s operating or financial activities.

The Company has invested a total of \$5.3 million in ViaCyte, Inc. (“ViaCyte”), a privately-held California-based biotechnology firm that is developing a unique treatment for diabetes using coated islet cells, the cells that produce insulin in the human body. In fiscal 2006, the Company determined that its investment in ViaCyte was impaired and that the impairment was other than temporary. Accordingly, the Company recorded an impairment loss of \$4.7 million. In the second quarter of fiscal 2013, the Company recorded an additional other-than-temporary impairment loss on this investment totaling \$0.1 million based on a current financing round and market valuations. The balance of the investment of \$0.5 million, which is accounted for under the cost method, represents less than a 1% ownership interest. The Company does not exert significant influence over ViaCyte’s operating or financial activities.

The Company had invested a total of \$2.5 million in Vessix Vascular, Inc. (“Vessix”) and recognized an other-than-temporary impairment loss on this investment totaling \$2.4 million in fiscal 2010, based on market valuations and a pending financing round for Vessix. Vessix was purchased by Boston Scientific Corporation in November 2012. The Company recorded a gain of approximately \$1.2 million in the condensed consolidated statements of income gains on sale of strategic investments line, on the sale of this investment in the first quarter of fiscal 2013. In the first six months of fiscal 2014, the Company recorded a \$0.7 million gain upon achievement by Vessix of a clinical milestone. In addition, a sales milestone amount totaling less than \$0.1 million has been received in the third quarter of fiscal 2014. Total remaining potential maximum additional proceeds of \$3.4 million may be received in fiscal 2015 through fiscal 2017 depending on Vessix’s achievement of future sales milestones. No amounts have been recorded associated with these future milestones given the level of uncertainty that exists. Any potential additional income will be recognized once the milestones are achieved.

The total carrying value of cost method investments is reviewed quarterly for changes in circumstances or the occurrence of events that suggest the Company’s investment may not be recoverable. The fair value of cost method investments is not adjusted if there are no identified events or changes in circumstances that may have a material adverse effect on the fair value of the investment.

The Company recognized revenue of less than \$0.1 million for the three months ended March 31, 2014 and 2013, respectively, from activity with companies in which it had a strategic investment. The Company recognized revenue of less than \$0.1 million and approximately \$0.1 million for the six months ended March 31, 2014 and 2013, respectively, from activity with companies in which it had a strategic investment.

## 8. Intangible Assets

Intangible assets consist principally of acquired patents and technology, customer relationships, licenses and trademarks. For the three months ended March 31, 2014 and 2013, the Company recorded amortization expense of \$0.2 million for each period. For the six months ended March 31, 2014 and 2013, the Company recorded amortization expense of \$0.4 million for each period.

Intangible assets consisted of the following:

<i>(Dollars in thousands)</i>	March 31, 2014			
	Weighted Average Original Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net
<b>Definite-lived intangible assets:</b>				
Customer lists	9.0	\$ 4,857	\$ (3,543)	\$1,314
Core technology	8.0	530	(442)	88
Patents and other	16.8	2,256	(921)	1,335
Subtotal		7,643	(4,906)	2,737
<b>Unamortized intangible assets:</b>				
Trademarks		580	—	580
Total		\$ 8,223	\$ (4,906)	\$3,317

  

<i>(Dollars in thousands)</i>	September 30, 2013			
	Weighted Average Original Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net
<b>Definite-lived intangible assets:</b>				
Customer lists	9.0	\$ 4,857	\$ (3,274)	\$1,583
Core technology	8.0	530	(409)	121
Patents and other	16.8	2,256	(852)	1,404
Subtotal		7,643	(4,535)	3,108
<b>Unamortized intangible assets:</b>				
Trademarks		580	—	580
Total		\$ 8,223	\$ (4,535)	\$3,688

Based on the intangible assets in service as of March 31, 2014, estimated amortization expense for the remainder of fiscal 2014 and each of the next five fiscal years is as follows (*Dollars in thousands*):

Remainder of 2014	\$371
2015	731
2016	594
2017	183
2018	137
2019	137

Future amortization amounts presented above are estimates. Actual future amortization expense may be different, as a result of future acquisitions, impairments, changes in amortization periods, or other factors.

## 9. Goodwill

Goodwill represents the excess of the cost of an acquired entity over the fair value assigned to the assets purchased and liabilities assumed in connection with a company's acquisition. Goodwill is not amortized but is subject, at a minimum, to annual tests for impairment in accordance with accounting guidance for goodwill. The carrying amount of goodwill is evaluated annually, and between annual evaluations if events occur or circumstances change indicating that the carrying amount of goodwill may be impaired.

The \$8.0 million of goodwill at March 31, 2014 and September 30, 2013 is related to the In Vitro Diagnostics reporting unit and represents the gross value from the acquisition of BioFX Laboratories, Inc. ("BioFX") in 2007. The goodwill was not impaired based on the outcome of the fiscal 2013 annual impairment test, and there have been no events or circumstances that have occurred in the first six months of fiscal 2014 associated with the In Vitro Diagnostics reporting unit to indicate that the goodwill may be impaired.

## 10. Stock-based Compensation

The Company has stock-based compensation plans under which it grants stock options, restricted stock awards, performance share awards and restricted stock units. Accounting guidance requires all share-based payments to be recognized as an operating expense, based on their fair values, over the requisite service period.

The Company's stock-based compensation expenses were allocated to the following expense categories:

<i>(Dollars in thousands)</i>	Three months ended		Six months ended	
	March 31,		March 31,	
	2014	2013	2014	2013
Product costs	\$ 4	\$ 7	\$ 8	\$ 10
Research and development	46	64	98	87
Selling, general and administrative	1,599	775	2,356	1,141
Total	<u>\$ 1,649</u>	<u>\$ 846</u>	<u>\$2,462</u>	<u>\$1,238</u>

As of March 31, 2014, approximately \$3.9 million of total unrecognized compensation costs related to non-vested awards is expected to be recognized over a weighted average period of approximately 2.1 years. The unrecognized compensation costs of \$3.9 million above include \$1.4 million based on payout levels associated with performance share awards that are currently anticipated to be fully expensed because the performance conditions are expected to be met at or near target levels.

### Stock Option Awards

The Company uses the Black-Scholes option pricing model to determine the weighted average grant date fair value of stock options granted. The weighted average per share fair values of stock options granted during the three months ended March 31, 2014 and 2013 were \$7.61 and \$9.99, respectively. The weighted average per share fair values of stock options granted during the six months ended March 31, 2014 and 2013 were \$8.72 and \$8.69, respectively. The assumptions used as inputs in the model were as follows:

	Three months ended		Six months ended	
	March 31,		March 31,	
	2014	2013	2014	2013
Risk-free interest rates	1.2%	0.7%	1.2%	0.6%
Expected life (years)	4.1	4.8	4.6	4.8
Expected volatility	37.1%	49.1%	44.5%	49.2%
Dividend yield	0.0%	0.0%	0.0%	0.0%

The risk-free interest rate assumption was based on the U.S. Treasury's rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the award. The expected life of options granted is determined based on the Company's experience. Expected volatility is based on the Company's stock price movement over a period approximating the expected term. Based on management's judgment, dividend rates are expected to be zero for the expected life of the options. The Company also estimates forfeitures of options granted, which are based on historical experience.

Non-qualified stock options are granted at fair market value on the date of grant. Non-qualified stock options expire in seven to ten years or upon termination of employment or service as a Board member. Non-qualified stock options generally become exercisable with respect to 25% of the shares on each of the first four anniversaries following the grant date with Board member options vesting on a prorated basis within the one-year period following the grant date.

The total pre-tax intrinsic value of options exercised during the three months and six months ended March 31, 2014 was \$0.9 million and \$1.3 million, respectively. The total pre-tax intrinsic value of options exercised during the three months and six months ended March 31, 2013 was less than \$0.1 million in each period. The intrinsic value represents the difference between the exercise price and the fair market value of the Company's common stock on the last day of the respective fiscal period end.

The Company modified stock option awards granted to Board members in the three months ended March 31, 2014, which resulted in acceleration of the stock option vesting period. The modification changed the vesting period to pro-rata over a 12-month service period and resulted in an increase to stock option related expense of \$0.6 million in the three and six months ended March 31, 2014.

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### *Restricted Stock Awards*

The Company has entered into restricted stock agreements with certain key employees, covering the issuance of common stock (“Restricted Stock”). Under accounting guidance these shares are considered to be non-vested shares. The Restricted Stock is released to the key employees if they are employed by the Company at the end of the vesting period. Compensation has been recognized for the estimated fair value of the common shares and is being charged to income over the vesting term. The stock-based compensation table above includes Restricted Stock expenses recognized related to these awards, which totaled \$0.2 million during the three and six months ended March 31, 2014, respectively, and less than \$0.1 million during the three and six months ended March 31, 2013, respectively. During the three months ended on March 31, 2014, the Company granted an award of \$0.2 million to the former Chairman of its Board of Directors in connection with his retirement from the Board and in recognition of his contributions to the Company during his years of service.

### *Performance Share Awards*

The Company has entered into performance share agreements with certain key employees, covering the issuance of common stock (“Performance Shares”). The Performance Shares vest upon the achievement of all or a portion of certain performance objectives, which must be achieved during the performance period. Performance objectives selected by the Organization and Compensation Committee of the Board of Directors (the “Committee”) were cumulative earnings per share and cumulative revenue for the three-year performance periods for fiscal 2011 (2011 – 2013), fiscal 2012 (2012 – 2014), fiscal 2013 (2013 – 2015) and fiscal 2014 (2014 – 2016). Assuming that the minimum performance level is attained, the number of shares that may actually vest will vary based on performance from 20% (minimum) to 200% (maximum). Shares will be issued to participants as soon as practicable following the end of the performance periods subject to Committee approval and verification of results. The fiscal 2011 awards were finalized in the three months ended December 31, 2013 and resulted in issuance of 122,053 shares (maximum was 137,066 shares) based on the performance objective results. The compensation cost related to the number of shares to be granted under each performance period is fixed on the grant date, which is the date the performance period begins. Compensation is recognized in each period based on management’s best estimate of the achievement level of the specified performance objectives for Performance Shares. For the three and six months ended March 31, 2014, the Company recognized expenses of \$0.3 million and \$0.5 million, respectively, in each period. For the three and six months ended March 31, 2013, the Company recognized expenses of \$0.4 million and \$0.6 million, respectively. The stock-based compensation table above includes the Performance Shares expenses.

The fair values of the Performance Shares, at target, were \$0.9 million, \$0.9 million and \$0.8 million for grants awarded in fiscal 2014, 2013 and 2012, respectively.

The aggregate number of shares that could be awarded to key employees if the minimum, target and maximum performance goals are met, based upon the fair value at the date of grant is as follows:

<b>Performance Period</b>	<b>Minimum Shares</b>	<b>Target Shares</b>	<b>Maximum Shares</b>
Fiscal 2012 - 2014	12,499	62,497	124,994
Fiscal 2013 - 2015	8,551	42,753	85,506
Fiscal 2014 - 2016	7,861	39,303	78,606

### *1999 Employee Stock Purchase Plan*

Under the 1999 Employee Stock Purchase Plan (“Stock Purchase Plan”), the Company is authorized to issue up to 400,000 shares of common stock. All full-time and part-time employees can choose to have up to 10% of their annual compensation withheld, with a limit of \$25,000, to purchase the Company’s common stock at purchase prices defined within the provisions of the Stock Purchase Plan. As of March 31, 2014 and 2013, there were less than \$0.1 million of employee contributions in each period included in accrued liabilities in the condensed consolidated balance sheets. Stock compensation expense recognized related to the Stock Purchase Plan for the three and six months ended March 31, 2014 and 2013 totaled less than \$0.1 million in each period. The stock-based compensation table above includes the Stock Purchase Plan expenses.

### *Restricted Stock Units*

The Company has awarded 24,834 restricted stock units (“RSU”) in fiscal 2014 and 2013 under the 2009 Equity Incentive Plan to non-employee directors with forfeiture of 3,417 RSU’s in the three months ended March 31, 2014. The RSU awards were modified in the second quarter of fiscal 2014 to vest pro-rata over a 12-month service period. This modification resulted in a total expense of \$0.2 million in the three and six months ended March 31, 2014. RSU awards are not considered issued or outstanding common stock of the Company until they vest. The estimated fair value of the RSU awards was calculated based on the closing market price of SurModics’ common stock on the date of grant. Compensation has been recognized for the estimated fair value of the common shares and is being charged to income over the vesting term. Directors can also elect to receive their cash retainers for services to the Board of Directors and its committees in the form of deferred stock units (“DSU”). Certain directors elected this option beginning on January 1, 2013 which has resulted in 9,349 DSUs issued with a total value of \$219,000. The DSUs are fully vested. The stock-based compensation table above includes RSU and DSU expenses recognized related to these awards, which totaled \$0.3 million and \$0.4 million during the three months and six months ended March 31, 2014, respectively, and less than \$0.1 million in each period during the three and six months ended March 31, 2013.



## 11. Restructuring Charges

The Company did not incur any restructuring charges during the three and six months ended March 31, 2014 and 2013.

In September 2013 (fiscal 2013), the Company announced a realignment of its business to enhance focus on key growth initiatives. As a result of the organizational change, the Company eliminated approximately 6% of its workforce. These employee terminations occurred across various functions, and the reorganization plan was completed by the end of fiscal 2013. The Company recorded total pre-tax restructuring charges of \$0.5 million in the fourth quarter of fiscal 2013, which consisted of severance pay and benefits expenses.

The following table summarizes the restructuring accrual activity:

<i>(Dollars in thousands)</i>	<b>Employee Severance and Benefits</b>	<b>Facility- Related Costs</b>	<b>Total</b>
Balance at September 30, 2013	\$ 399	\$ 17	\$ 416
Cash payments	(399)	(15)	(414)
Balance at March 31, 2014	<u>\$ —</u>	<u>\$ 2</u>	<u>\$ 2</u>

The remaining restructuring accrual balance is expected to be paid within the next 12 months and is recorded as a current liability within other current liabilities on the consolidated balance sheet as of March 31, 2014.

## 12. Revolving Credit Facility

On November 4, 2013, the Company entered into a three-year \$20.0 million secured revolving credit facility. The Company's obligations under the credit facility are secured by substantially all of its and its subsidiaries' assets, other than intellectual property and real estate. Borrowings under the credit facility, if any, will bear interest at a benchmark rate plus a margin ranging from 1.375% to 2.00% based on the Company's leverage ratio. A facility fee is payable on unused commitments at a rate of 0.20% per annum. In connection with the credit facility, the Company is required to maintain financial covenants related to a maximum leverage ratio and a minimum EBITDA amount and nonfinancial covenants. As of March 31, 2014, the Company has no debt outstanding and was in compliance with all financial covenants.

## 13. Income Per Share Data

Basic income per common share is calculated based on the weighted average number of common shares outstanding during the period. Diluted income per common share is computed by dividing income by the weighted average number of common and common equivalent shares outstanding during the period. The Company's only potentially dilutive common shares are those that result from dilutive common stock options, non-vested stock relating to restricted stock awards, restricted stock units and performance shares.

The following table sets forth the denominator for the computation of basic and diluted income per share (in thousands):

	<b>Three months ended March 31,</b>		<b>Six months ended March 31,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Net income from continuing operations available to common shareholders	<u>\$ 2,459</u>	<u>\$ 3,420</u>	<u>\$ 6,089</u>	<u>\$ 7,668</u>
Basic weighted average shares outstanding	13,538	14,622	13,658	14,639
Dilutive effect of outstanding stock options, non-vested restricted stock, restricted stock units and performance shares	286	292	267	232
Diluted weighted average shares outstanding	<u>13,824</u>	<u>14,914</u>	<u>13,925</u>	<u>14,871</u>

The calculation of weighted average diluted shares outstanding excludes outstanding stock options associated with the right to purchase 0.2 million and 0.3 million shares of common stock for the three months ended March 31, 2014 and 2013, respectively, and 0.4 million and 0.5 million for the six months ended March 31, 2014 and 2013, respectively, as their inclusion would have had an antidilutive effect on diluted income per share.

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During the first six months of fiscal 2014, the Company repurchased 485,577 shares of common stock for a total of \$11.5 million under the then-existing share repurchase authorization of the Board. The entire authorized amount has been used as of March 31, 2014.

### **14. Income Taxes**

The Company recorded income tax provisions associated with income from continuing operations of \$1.2 million and \$0.9 million for the three months ended March 31, 2014 and 2013, respectively, representing effective tax rates of 33.0% and 21.2%, respectively. The Company recorded income tax provisions associated with income from continuing operations of \$2.7 million and \$2.8 million for the six months ended March 31, 2014 and 2013, respectively, representing effective tax rates of 30.5% and 26.7%, respectively. The difference between the U.S. federal statutory tax rate of 35.0% and the Company's effective tax rate for the three and six months ended March 31, 2014 and 2013 reflects the impact of state income taxes, permanent tax items and discrete tax benefits. Discrete tax benefits aggregated less than \$0.1 million and \$0.2 million for the three and six months ended March 31, 2014, respectively, and \$0.4 million and \$0.6 million for the three and six months ended March 31, 2013, respectively. The discrete tax items in the fiscal 2013 periods include a one-time capital gain carryback benefit and retroactive federal R&D tax credits that aggregated \$0.4 million. The three months ended March 31, 2014 reflects the impact of gains from certain debt securities in our available-for-sale investment portfolio and the three months ended March 31, 2013 reflects the impact of gains on the sale of OctoPlus N.V. ("OctoPlus") and certain debt securities in our available-for-sale investment portfolio. The six months ended March 31, 2014 reflects the impact of a gain related to a Vessix contingent consideration payment and certain debt securities in our available-for-sale investment portfolio. The six months ended March 31, 2013 reflects the impact of gains on the sale of Vessix, OctoPlus and certain debt securities in our available-for-sale investment portfolio. Each of these gains has had a tax expense recognized which has been offset by the reversal of capital loss valuation allowances.

The Company did not have any discontinued operations activity in the three and six months ended March 31, 2014. The Company recorded an income tax expense from discontinued operations of \$0.3 million for the three and six months ended March 31, 2013 with the effective tax rate applied to discontinued operations of 32.8%.

The total amount of unrecognized tax benefits including interest and penalties that, if recognized, would affect the effective tax rate as of March 31, 2014 and September 30, 2013, respectively, are \$0.9 million and \$1.0 million. Currently, the Company does not expect the liability for unrecognized tax benefits to change significantly in the next 12 months with the above balances classified on the condensed consolidated balance sheets in other long-term liabilities. Interest and penalties related to unrecognized tax benefits are recorded in income tax expense.

The Company files income tax returns, including returns for its subsidiaries, in the U.S. federal jurisdiction and in various state jurisdictions. Uncertain tax positions are related to tax years that remain subject to examination. In the first quarter of fiscal 2014 the Internal Revenue Service commenced an examination of the Company's U.S. income tax return for fiscal 2012. U.S. income tax returns for years prior to fiscal 2010 are no longer subject to examination by federal tax authorities. For tax returns for state and local jurisdictions, the Company is no longer subject to examination for tax years generally before fiscal 2003.

### **15. Amounts Reclassified Out of Accumulated Other Comprehensive Income**

Amounts reclassified out of accumulated other comprehensive income ("AOCI") totaled \$0.1 million and \$0.3 million, respectively, on a pre-tax basis for each of the three and six months ended March 31, 2014 and 2013. The amounts reclassified out of AOCI are associated with unrealized gains on available-for-sale securities that were realized on the sale of the securities and are presented in other income, net in the condensed consolidated statements of income.

### **16. Operating Segments**

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, who is the Company's Chief Executive Officer, in deciding how to allocate resources and in assessing performance. For financial accounting and reporting purposes, the Company reports its results for the two reportable segments as follows: (1) the Medical Device unit, which is comprised of surface modification coating technologies to improve access, deliverability, and predictable deployment of medical devices, as well as drug delivery coating technologies to provide site-specific drug delivery from the surface of a medical device, with end markets that include coronary, peripheral, and neuro-vascular, and urology, among others, and (2) the In Vitro Diagnostics unit, which consists of component products and technologies for diagnostic test kits and biomedical research applications, with products that include protein stabilization reagents, substrates, antigens and surface coatings.

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The tables below present segment revenue, operating income and depreciation and amortization, as follows:

<i>(Dollars in thousands)</i>	Three months ended		Six months ended	
	March 31,	March 31,	March 31,	March 31,
	2014	2013	2014	2013
<b>Revenue:</b>				
Medical Device	\$ 10,482	\$ 9,735	\$ 21,031	\$ 20,266
In Vitro Diagnostics	3,122	3,960	6,456	7,280
Total revenue	<u>\$ 13,604</u>	<u>\$ 13,695</u>	<u>\$ 27,487</u>	<u>\$ 27,546</u>
<b>Operating income:</b>				
Medical Device	\$ 5,282	\$ 4,785	\$ 10,610	\$ 10,625
In Vitro Diagnostics	633	1,267	1,303	2,018
Total segment operating income	5,915	6,052	11,913	12,643
Corporate	(2,435)	(1,923)	(4,104)	(3,637)
Total operating income	<u>\$ 3,480</u>	<u>\$ 4,129</u>	<u>\$ 7,809</u>	<u>\$ 9,006</u>
<b>Depreciation and amortization:</b>				
Medical Device	\$ 287	\$ 311	\$ 581	\$ 628
In Vitro Diagnostics	213	218	427	433
Corporate	184	195	372	385
Total depreciation and amortization	<u>\$ 684</u>	<u>\$ 724</u>	<u>\$ 1,380</u>	<u>\$ 1,446</u>

The Corporate category includes expenses for administrative corporate functions, such as executive, corporate accounting, legal, human resources and Board of Directors related, that have not been fully allocated to the Medical Device and In Vitro Diagnostics segments. Corporate also includes expenses, such as litigation, which are not specific to a segment and thus not allocated to the operating segments.

Asset information by segment is not presented because the Company does not provide its chief operating decision maker assets by segment, as the data is not readily available.

## 17. Commitments and Contingencies

*Litigation.* From time to time, the Company has been, and may become, involved in various legal actions involving its operations, products and technologies, including intellectual property and employment disputes. The outcomes of these legal actions are not within the Company's complete control and may not be known for prolonged periods of time. In some actions, the claimants seek damages, as well as other relief, including injunctions barring the sale of products that are the subject of the lawsuit, which, if granted, could require significant expenditures or result in lost revenue. The Company records a liability in the consolidated financial statements for these actions when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate, the minimum amount of the range is accrued. If a loss is possible but not known or probable, and can be reasonably estimated, the estimated loss or range of loss is disclosed. In most cases, significant judgment is required to estimate the amount and timing of a loss to be recorded.

*Southern Research Institute ("SRI") Litigation.* On July 31, 2009, the Company's SurModics Pharmaceuticals subsidiary was named as a defendant in litigation pending in the circuit court of Jefferson County, Alabama, between SRI and two of SRI's former employees (the "Plaintiffs"). In the litigation, the Plaintiffs allege that they contributed to or invented certain intellectual property while they were employed at SRI, and pursuant to SRI's policies then in effect, they are entitled to, among other things, a portion of the purchase price consideration paid by the Company to SRI as part of the Company's acquisition of SurModics Pharmaceuticals (the "purchase price claim") pursuant to a stock purchase agreement made effective on July 31, 2007 (the "Stock Purchase Agreement"). The Plaintiffs have also alleged that they are entitled to a portion of the intellectual property income derived from license agreements with certain customers of SurModics Pharmaceuticals that make use of patents to which the Plaintiffs invented or contributed (the "royalty claim"). In April 2014, the Alabama Court granted summary judgment in favor of the Company and SRI dismissing (a) all of the claims of one of the Plaintiffs, and (b) the claims of the remaining Plaintiff relating to the purchase price claim. In connection with the royalty claim, the Alabama Court concluded that two license agreements that were entered into with certain customers of SurModics Pharmaceuticals resulted in intellectual property income and that the remaining Plaintiff is entitled to a portion of such income. The Company and the remaining Plaintiff continue to disagree about the exact amount, if any, owed by the Company in connection with the royalty claim. Based on the facts known to date, the Company has recorded a \$100,000 expense in connection with the royalty claim in discontinued operations for the year ended September 30, 2013. There are two named inventors on the patent

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on which the royalty claim is based, one of which is the remaining Plaintiff and the other is not a party to the litigation. Once the amount, if any, of the royalty claim is finally adjudicated, the Company will pay the remaining Plaintiff and the other inventor the amount attributable to such claim. The Company has not recorded additional accruals as the probability of the outcome is currently not determinable and any potential loss is not estimable. Unless this matter is resolved, the parties are expected to proceed to trial in June 2014. The Company plans to vigorously defend its position in this case. Following the Pharma Sale, the Company remains responsible for this litigation and has agreed to indemnify Evonik against certain losses, including those that may be incurred in connection with this litigation.

Pursuant to the Stock Purchase Agreement, the Company has certain rights of indemnification against losses (including without limitation, damages, expenses and costs) incurred as a result of the litigation described above. The Company had recorded cumulative unreimbursed legal expenses totaling \$1.3 million as of June 30, 2013, related to this litigation, within selling, general and administrative expenses from continuing operations in the condensed consolidated statements of income. In June 2011, the Company sued SRI in United States District Court for the District of Minnesota seeking a judicial declaration regarding the scope of the Company's indemnification rights under the Stock Purchase Agreement. In April 2013, the District Court entered a judgment in the Company's favor requiring SRI to indemnify the Company for prior and future legal expenditures related to this matter. On July 30, 2013, the Company and SRI entered into a settlement and release agreement resolving the litigation relating to indemnification rights. The settlement and release agreement does not relate to claims for indemnification under the Stock Purchase Agreement for any substantive liability, judgment, or settlement in or related to the ongoing litigation in Alabama discussed above. The Company received payment of \$1.0 million associated with the historical cumulative unreimbursed legal expenses and recognized the receipt as an expense offset in the fourth quarter ended September 30, 2013. This settlement included \$0.6 million of legal expenses incurred prior to fiscal 2013. Additionally, under the settlement and release agreement, the Company will be reimbursed for 75% of the legal fees, costs and expenses that the Company may incur in the future in connection with the Alabama litigation that are not considered excessive.

*InnoRx, Inc.* In January 2005, the Company entered into a merger agreement whereby SurModics acquired all of the assets of InnoRx, Inc. ("InnoRx"), an early stage company developing drug delivery devices and therapies for the ophthalmology market. SurModics will be required to issue up to approximately 480,059 additional shares of its common stock to the stockholders of InnoRx upon the successful completion of the remaining development and commercial milestones involving InnoRx technology acquired in the transaction. The Company has not recorded any accrual for this contingency as of March 31, 2014 as the milestones have not been achieved and the probability of achievement is low.

*InnoCore Technologies BV.* In March 2006, the Company entered into a license agreement whereby SurModics obtained an exclusive license to a drug delivery coating for licensed products within the vascular field which included peripheral, coronary and neurovascular biodurable stent product. The license requires an annual minimum payment of 200,000 euros (equivalent to \$275,000 using a euro to US \$ exchange rate of 1.3752 as of March 31, 2014) until the last patent expires which is currently estimated to be September 2027. The total minimum future payments associated with this license are approximately \$3.7 million. The license is currently utilized with one of SurModics' drug delivery customers.

*PR Pharmaceuticals, Inc.* In November 2008, SurModics Pharmaceuticals acquired certain contracts and assets of PR Pharma to enhance its portfolio of drug delivery technologies for the pharmaceutical and biotechnology industries. The Company agreed to indemnify Evonik, for a period of five years, for up to \$2.5 million of contingent consideration obligations to the sellers of PR Pharma related to a future patent issuance milestone when it sold substantially all of the SurModics Pharmaceuticals assets to Evonik on November 17, 2011. The Company has not recorded any accrual for this contingency as of March 31, 2014 as the milestone has not been achieved and the probability of achievement is low.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis provides information that we believe is useful in understanding our operating results, cash flows and financial condition. The discussion should be read in conjunction with both the unaudited condensed consolidated financial statements and related notes included in this Form 10-Q, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013. This discussion contains various "Forward-Looking Statements" within the meaning of the Private Securities Litigation Reform Act of 1995. We refer readers to the statement entitled "Forward-Looking Statements" located at the end of this Item 2.

### Overview

SurModics is a leading provider of surface modification and *in vitro* diagnostic technologies to the healthcare industry. In fiscal 2014, our business performance continued to be driven by growth from our Medical Device hydrophilic coatings royalty revenue and product sales. Our In Vitro Diagnostics segment realized decreased demand in the second quarter of fiscal 2014 driven primarily by a shift in order patterns by a few key customers who initiated inventory rebalancing programs and a slowdown in European sales.

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. For financial accounting and reporting purposes, we report our results for the two reportable segments as follows: (1) the Medical Device unit, which is comprised of surface modification coating technologies to improve access, deliverability, and predictable deployment of medical devices, as well as drug delivery coating technologies to provide site-specific drug delivery from the surface of a medical device, with end markets that include coronary, peripheral, and neurovascular, and urology, among others, and (2) the In Vitro Diagnostics unit, which consists of component products and technologies for diagnostic immunoassay and molecular tests and biomedical research applications, with products that include protein stabilization reagents, substrates, antigens and surface coatings. We made this determination based on how we manage our operations and the information provided to our chief operating decision maker who is our Chief Executive Officer.

We derive our revenue from three primary sources: (1) royalties and license fees from licensing our proprietary surface modification and device drug delivery technologies and *in vitro* diagnostic formats to customers; the vast majority (typically in excess of 90%) of revenue in the "royalties and license fees" category is in the form of royalties; (2) the sale of reagent chemicals to licensees and the sale of stabilization products, antigens, substrates and surface coatings to the diagnostic and biomedical research markets; and (3) research and commercial development fees generated on customer projects. Revenue fluctuates from quarter to quarter depending on, among other factors: our customers' success in selling products incorporating our technologies; the timing of introductions of licensed products by customers; the timing of introductions of products that compete with our customers' products; the number and activity level associated with customer development projects; the number and terms of new license agreements that are finalized; and the value of reagent chemicals and other products sold to customers.

In our Medical Device business unit, we have licensed our Photolink® hydrophilic technology to a number of our customers for use in a variety of medical device surface applications. We have several U.S. and international issued patents and pending international patent applications protecting various aspects of these technologies, including compositions, methods of manufacture and methods of coating devices. The expiration dates for these patents and the anticipated expiration dates of the patent applications range from 2015 to 2033. These patents and patent applications represent distinct families, with each family generally covering a successive generation of the technology, including improvements that enhance coating performance, manufacturability, or other important features desired by our customers. Among these, an early generation of our Photolink® hydrophilic technology is protected by a family of patents that is expected to expire in November 2015 (in the U.S.) and October 2016 (in certain other countries).

We estimate the royalty revenue associated with this early generation technology that has not yet converted to one of our advanced generation technologies will comprise approximately 18% of our anticipated fiscal 2014 revenue. A majority of the customer products utilizing this early generation technology (representing approximately 11% of our anticipated fiscal 2014 revenue) will continue to generate royalty revenue at a reduced royalty rate beyond the expiration of these patents. The royalty obligation for these customer products extends beyond the expiration of these patents because the license also includes rights to our know-how or other proprietary rights. Under these circumstances, the royalty obligation will continue at a reduced royalty rate for a specified number of years, as determined based on a number of factors, including, the specific terms and conditions of the applicable customer agreement, the date on which the customer's product was first sold, and other factors.

In recent years, we have successfully converted a number of our customer's products utilizing this early generation technology to one of our advanced generation technologies. While we are actively seeking to convert our customers to one of our advanced generations of our hydrophilic coating technology, there can be no assurance that we will be successful in doing so, or that those of our customers that have converted, or will convert, will sell products utilizing our technology which will generate royalty revenue for us.

## Overview of Research and Development Activities

We manage our customer-sponsored research and development (“R&D”) programs based largely on the requirements of our customers. In this regard, our customers typically establish the various measures and metrics that are used to monitor a program’s progress, including key deliverables, milestones, timelines, and an overall program budget. The customer is ultimately responsible for deciding whether to continue or terminate a program, and does so based on research results (relative to the above measures and metrics) and other factors, including their own strategic and/or business priorities. Customer R&D programs are mainly in our Medical Device segment.

Our internal R&D activities are engaged in the exploration, discovery and application of technologies that solve meaningful problems in the diagnosis and treatment of disease. Our key R&D activities include efforts that support and expand our core offerings. These efforts include activities that support the development of our coating technologies that enhance drug-coated balloons. In the second quarter of fiscal 2013, we completed development activities and launched our next generation hydrophilic coating platform which is now commercially available under the tradename Serene™ (formerly referred to as Gen 5). We also launched in July 2013 a new *in vitro* diagnostic product, StabliZyme® Protein-Free Stabilizer, which focuses on stabilizing biomolecule activity in assay tests. Additional planned activities include initiation of surface modification experiments that improve medical device performance and developing chemistries to support molecular diagnostic applications.

For our internal R&D programs in our segments, we prioritize these programs based on a number of factors, including a program’s strategic fit, commercial impact, potential competitive advantage, technical feasibility, and the amount of investment required. The measures and metrics used to monitor a program’s progress vary based on the program, and typically include many of the same factors discussed above with respect to our customer R&D programs. We typically make decisions to continue or terminate a program based on research results (relative to the above measures and metrics) and other factors, including our own strategic and/or business priorities, and the amount of additional investment required.

With respect to cost components, R&D expenses consist of labor, materials and overhead costs (for example, utilities, depreciation, and indirect labor) for both customer R&D and internal R&D programs. We manage our R&D organization in a flexible manner, balancing workloads/resources between customer R&D and internal R&D programs primarily based on the level of customer program activity. Therefore, costs incurred for customer R&D and internal R&D can shift as customer activity increases or decreases.

## Critical Accounting Policies

Critical accounting policies are those policies that require the application of management’s most challenging subjective or complex judgment, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. Critical accounting policies involve judgments and uncertainties that are sufficiently likely to result in materially different results under different assumptions and conditions. For a detailed description of our critical accounting policies, see the notes to the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013.

## Results of Operations – Three and Six Months Ended March 31

**Revenue.** Revenue during the second quarter of fiscal 2014 was \$13.6 million, a decrease of \$0.1 million, or 1%, compared with the second quarter of fiscal 2013. Revenue during the first six months of fiscal 2014 was \$27.5 million, a decrease of \$0.1 million, compared with the same period of fiscal 2013. The decrease in revenue, as detailed in the table below, is further explained in the narrative below.

<i>(Dollars in thousands)</i>	<u>Three Months Ended March 31,</u>		%	<u>Six Months Ended March 31,</u>		%
	2014	2013	Change	2014	2013	Change
Revenue						
Medical Device	\$ 10,482	\$ 9,735	8%	\$ 21,031	\$ 20,266	4%
In Vitro Diagnostics	3,122	3,960	(21)%	6,456	7,280	(11)%
Total Revenue	<u>\$ 13,604</u>	<u>\$ 13,695</u>	(1)%	<u>\$ 27,487</u>	<u>\$ 27,546</u>	— %

**Medical Device.** Medical Device revenue was \$10.5 million in the quarter ended March 31, 2014, an increase of 8% compared with \$9.7 million for the same prior-year quarter. Medical Device revenue was \$21.0 million in the first six months of fiscal 2014, an increase of 4% compared with \$20.3 million for the same prior-year period. The increase in the total revenue for both the three and six months ended March 31, 2014 was attributable to higher royalty revenue (\$0.4 million and \$0.2 million, respectively), product sales (\$0.2 million in each comparative period) and R&D revenue (\$0.2 million and \$0.3 million, respectively). The increase in royalty revenue and product sales revenue resulted from continued growth in our hydrophilic coatings offerings. R&D revenue increased from increased hydrophilic contract coating services and customer development activities. Fiscal year 2013 included a \$0.6 million royalty revenue catch-up payment.



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**In Vitro Diagnostics.** In Vitro Diagnostics revenue was \$3.1 million in the quarter ended March 31, 2014, a decrease of 21% compared with \$4.0 million for the same prior-year quarter. In Vitro Diagnostics revenue was \$6.5 million in the first six months of fiscal 2014, a decrease of 11% compared with \$7.3 million for the prior-year period. The \$0.8 million decrease for the second quarter and six-month periods was attributable to lower sales of antigens (\$0.3 million and \$0.5 million, respectively), stabilization (\$0.2 million in each period) and BioFX branded products (\$0.3 million and \$0.2 million, respectively). The decline in the current year revenue was primarily driven by a shift in order patterns by a few key customers who initiated inventory rebalancing programs related to our stabilization and antigen product lines combined with a slowdown in sales in Europe and increased competition related to our BioFx product offerings.

The following is a summary of major costs and expenses as a percent of total revenue:

<i>(Dollars in thousands)</i>	Three Months Ended March 31,				Six Months Ended March 31,			
	2014		2013		2014		2013	
	Amount	% Total Revenue	Amount	% Total Revenue	Amount	% Total Revenue	Amount	% Total Revenue
Product costs	\$1,696	12%	\$1,945	14%	\$3,700	13%	\$3,904	14%
Research and development	4,134	30	3,774	28	7,833	28	7,136	26
Selling, general and administrative	4,294	32	3,847	28	8,145	30	7,500	27

**Product costs.** Product costs were \$1.7 million and \$3.7 million or 12% and 13%, respectively, of total revenue in both the three and six months ended March 31, 2014 compared with \$1.9 million and \$3.9 million or 14% in each of the respective prior-year periods. Product gross margins were 67% and 65% in the three and six months ended March 31, 2014, respectively, compared with 66% and 65% in the prior-year periods. The increase in product gross margins in the current year three-month period reflected the product mix of higher margin products sold in the second quarter of fiscal 2014.

**Research and development expenses.** R&D expenses were \$4.1 million and \$7.8 million in the second quarter and six months of fiscal 2014, respectively, or 30% and 28% of total revenue, respectively, compared with \$3.8 million and \$7.1 million or 28% and 26% in the respective prior-year periods. The fiscal 2014 increase from fiscal 2013 was primarily a result of \$0.6 million and \$1.5 million higher spending for our drug-coated balloon development project in the second quarter and six months ended March 31, 2014, respectively, offset partially by \$0.1 million of lower compensation costs and \$0.2 million of lower patent-related legal expenses in the second quarter of fiscal 2014 and \$0.2 million lower compensation costs and \$0.3 million lower patent-related legal expenses in the six months of fiscal 2014. We expect R&D expenses to increase 7% to 9% in fiscal 2014 compared with fiscal 2013 as we continue to invest in our drug-coated balloon development program.

**Selling, general and administrative (SG&A) expenses.** SG&A expenses were \$4.3 million and \$8.1 million in the second quarter and six months of fiscal 2014, respectively, or 32% and 30% of total revenue, compared with \$3.8 million and \$7.5 million or 28% and 27% of total revenue in the respective prior-year periods. The SG&A expense increase of \$0.5 million and \$0.6 million in the three months and six months ended March 31, 2014, was primarily attributable to \$0.9 million related to increased stock compensation expense as a result of accelerated vesting of Board of Director stock awards and the granting of an award to the former Chairman of the Company's Board in recognition of his contributions to the Company during his years of service on the Board. Partially offsetting the stock compensation cost increase in the second quarter of fiscal 2014 were decreases of \$0.2 million of general legal expenses as a result of a July 2013 settlement with SRI related to reimbursement of legal fees and \$0.1 million of lower consulting expenses related to strategic initiatives in our Medical Device and In Vitro Diagnostics business units. The six months of fiscal 2014 included decreases in legal expenses and consulting expenses of \$0.3 million each and \$0.1 million lower professional service expenses as well as lower recruiting costs. Legal expenses are anticipated to increase by approximately \$0.8 million in fiscal 2014 compared with fiscal 2013 because of the \$1.0 million SRI legal settlement we received in fiscal 2013.

**Other income, net.** Major classifications of other income are as follows:

<i>(Dollars in thousands)</i>	Three Months Ended		Six Months Ended	
	March 31,		March 31,	
	2014	2013	2014	2013
Investment income	\$ 66	\$ 56	\$152	\$ 127
Gain on sale of strategic investments	—	119	681	1,293
Other-than-temporary impairment of strategic investments	—	(129)	—	(129)
Other investment capital gains	125	163	125	165
Total other income	<u>\$ 191</u>	<u>\$ 209</u>	<u>\$958</u>	<u>\$ 1,456</u>

Other income was \$0.2 million and \$1.0 million in the three and six months ended March 31, 2014, respectively, compared with \$0.2 million and \$1.5 million for the respective prior-year periods.

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Income from investments in fiscal 2014 remained relatively unchanged at approximately \$0.1 million and \$0.2 million, respectively, compared with the prior-year periods primarily from higher yields on our investments which were offset by lower investment balances as the result of our share repurchase activities in fiscal 2013 and 2014.

We recorded a gain of \$0.7 million in the six months ended March 31, 2014 associated with a contingent clinical milestone payment resulting from the fiscal 2013 sale of our ownership interest in Vessix Vascular, Inc. (“Vessix”).

We recorded a gain of \$0.1 million in the quarter ended March 31, 2013 associated with the sale of our investment position in OctoPlus N.V. (“OctoPlus”). The six months ended March 31, 2013 also included a gain of \$1.2 million from the sale of our ownership interest in Vessix.

In the quarter ended March 31, 2013, we recorded a \$0.1 million other-than-temporary impairment loss related to our investment in ViaCyte, Inc.

In addition, in the three and six months ended March 31, 2014, we recognized \$0.1 million in each period compared with \$0.2 million in each period for the three and six months ended March 31, 2013 in realized investment gains associated with our investment portfolio.

**Income tax provision.** The reconciliation of the statutory U.S. federal tax rate of 35.0% and the Company’s effective tax rate from continuing operations for the three and six months ended March 31, 2014 and 2013 is as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
Statutory U.S. federal income tax rate	35.0%	35.0%	35.0%	35.0%
State income taxes, net of federal benefit	0.8	1.3	0.8	1.3
Gain on strategic investments	—	(2.1)	(1.3)	(2.1)
Discrete item – capital loss carryback	—	(6.0)	—	(2.5)
Discrete item – 2012 retroactive R&D federal tax credit	—	(3.5)	—	(1.4)
Discrete item – state tax reserve release	—	—	(2.7)	(1.7)
Discrete items – other	—	0.2	—	(1.6)
Other	(2.8)	(3.7)	(1.3)	(0.3)
Effective tax rate from continuing operations	<u>33.0%</u>	<u>21.2%</u>	<u>30.5%</u>	<u>26.7%</u>

The difference between the U.S. federal statutory tax rate of 35.0% and the Company’s effective tax rate reflects the impact of state income taxes, permanent tax items, valuation allowance changes for utilization of capital losses and discrete tax items. The income tax provision associated with continuing operations was \$1.2 million and \$2.7 million, respectively, for the three and six months ended March 31, 2014 resulting in respective effective tax rates of 33.0% and 30.5%. The income tax provision associated with continuing operations was \$0.9 million and \$2.8 million for the three and six months ended March 31, 2013, respectively, resulting in respective effective tax rates of 21.2% and 26.7%.

The most significant variability in our effective tax rate is the result of changes in capital loss valuation allowances resulting from both gains on the sales of strategic investments or contingent milestone consideration payment and other-than-temporary impairment losses associated with certain strategic investments. We have historically recorded other-than-temporary impairment losses with no income tax effect as it has not been more likely than not that we would generate sufficient capital gains to realize these benefits. Consequently, the OctoPlus, Vessix and available-for-sale securities gains realized during fiscal 2014 or 2013 resulted in a reduction in capital loss carryforward valuation allowances resulting in no financial statement income tax effects associated with these capital gains.

During the three and six months ended March 31, 2013, we realized a 6.0% and 2.5%, respectively, reduction in our effective tax rate as we recognized capital loss carrybacks as a result of the tax capital losses generated by the sale of certain of our strategic investments. During the six months ended March 31, 2014 and 2013, the effective tax rate was reduced by 1.3% and 2.1% for net capital gains including the impact of a gain related to a Vessix milestone contingent consideration payment and gain on sale of our ownership interest in Vessix stock, respectively, for which there is tax expense recognized which has been offset by the reversal of a capital loss valuation allowance. We may receive an additional maximum of \$3.4 million of future contingent payments through fiscal 2017 based on sales of Vessix products. These proceeds, if any, will generate capital gains which will result in reduction of the existing capital loss carryforward valuation allowance.



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**Discontinued operations.** The following is a summary of the operating results of SurModics Pharmaceuticals discontinued operations for the three and six months ended March 31, 2014 and 2013:

<i>(Dollars in thousands)</i>	Three Months Ended March 31,		Six Months Ended March 31,	
	2014	2013	2014	2013
Income from discontinued operations	\$ —	\$ 1,015	\$ —	\$ 1,015
Income tax provision	—	(333)	—	(333)
Income from discontinued operations, net of income taxes	<u>\$ —</u>	<u>\$ 682</u>	<u>\$ —</u>	<u>\$ 682</u>

**Income from discontinued operations.** The Company's discontinued operations gains and losses are recorded net of the income tax impact of these transactions. The Company recorded discontinued operations income of \$0.7 million for the three and six months ended March 31, 2013. The income in the fiscal 2013 periods reflects a \$1.2 million pre-tax gain from the settlement of recapturable job creation financial incentives provided by the City of Birmingham, Alabama. In this settlement, the Company paid \$325,000 of \$1.5 million of the recapturable financial incentives which were previously fully accrued by the Company as a discontinued operations liability. This settlement gain was partially offset by a \$0.1 million expense related to the SRI litigation matter based on facts known to date.

### **Segment Operating Results**

Operating income for each of our reportable segments was as follows:

<i>(Dollars in thousands)</i>	Three Months Ended March 31,			Six Months Ended March 31,		
	2014	2013	% Change	2014	2013	% Change
Operating income:						
Medical Device	\$ 5,282	\$ 4,785	10%	\$ 10,610	\$ 10,625	—%
In Vitro Diagnostics	633	1,267	(50)%	1,303	2,018	(35)%
Total segment operating income	5,915	6,052		11,913	12,643	
Corporate	(2,435)	(1,923)	27%	(4,104)	(3,637)	13%
Total operating income from continuing operations	<u>\$ 3,480</u>	<u>\$ 4,129</u>	(16)%	<u>\$ 7,809</u>	<u>\$ 9,006</u>	(13)%

**Medical Device.** Operating income was \$5.3 million in the second quarter of fiscal 2014, compared with \$4.8 million in the second quarter of fiscal 2013. Operating income was unchanged at \$10.6 million in the first six months of fiscal 2014 compared with the same period of fiscal 2013. The increased operating income in the three months ended March 31, 2014, compared with the prior-year period, resulted from \$0.4 million of higher royalty and license fee revenue and \$0.2 million of higher R&D revenue as well as the gross margin impact from \$0.2 million of higher reagent product sales. Significantly offsetting the increased operating income from higher revenue were increased direct operating expenses of \$0.6 million associated with the drug-coated balloon development program. Allocated corporate costs decreased \$0.1 million in the three months ended March 31, 2014 when compared with the prior-year period.

Operating income was unchanged for the six months ended March 31, 2014, compared with the prior-year period, as there was \$0.3 million of higher royalty and license fee revenue and \$0.3 million of higher R&D revenue, as well as the gross margin impact from \$0.2 million in higher reagent product sales. Offsetting the increased revenue was higher direct operating expenses of \$0.7 million principally from \$1.5 million associated with the drug-coated balloon development program. Allocated corporate costs were unchanged at \$2.7 million in the six months ended March 31, 2014 and 2013.

**In Vitro Diagnostics.** Operating income was \$0.6 million in the second quarter of fiscal 2014, compared with \$1.3 million in the first quarter of fiscal 2013.

Operating income was \$1.3 million in the first six months of fiscal 2014, compared with \$2.0 million in the same period of fiscal 2013. The gross margin impact from the revenue decrease of \$0.8 million in each period compared with the respective prior-year period combined with increased direct operating expenses of \$0.1 million and \$0.2 million in the three and six months ended March 31, 2014, respectively, compared with prior-year periods, were the main contributors to the operating income decreases. In Vitro Diagnostic direct operating expenses increased from \$0.1 million and \$0.2 million of higher compensation expenses in the three and six month periods ended March 31, 2014, respectively, compared with the comparable prior-year periods. Product gross margins were 63.2% and 63.9% for the three months ended March 31, 2014 and 2013, respectively, and were 61.8% in each of the six-month periods ended March 31, 2014 and 2013. Allocated corporate costs increased \$0.1 million and less than \$0.1 million, respectively, in the three- and six-month periods ended March 31, 2014, compared with the comparable prior-year periods.

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*Corporate.* The Corporate category includes expenses for administrative corporate functions, such as executive, corporate accounting, legal, human resources and Board of Directors related fees and expenses, which have not been fully allocated to the Medical Device and In Vitro Diagnostics segments. Corporate also includes expenses, such as litigation, which are not specific to a segment and thus not allocated to our operating segments. The unallocated Corporate expense operating loss was \$2.4 million and \$1.9 million in the three months ended March 31, 2014 and 2013, respectively, and \$4.1 million and \$3.6 million in the six months ended March 31, 2014 and 2013, respectively. Share-based compensation expenses increased \$0.8 million and \$1.1 million in the three and six months ended March 31, 2014, compared with the comparable prior-year periods primarily from \$0.9 million additional expense from accelerated vesting of Board of Director stock awards and granting of an award to the former Chairman of the Company's Board in recognition of his contributions to the Company during his years of service on the Board. Other compensation costs increased \$0.3 million in the six months ended March 31, 2014 as we increased headcount and annual salary increases took effect. Partially offsetting the above noted increases was a decrease in outside service costs of \$0.5 million and \$0.9 million in the three and six months ended March 31, 2014 compared with the same prior-year periods primarily from lower consulting, professional services and legal expenses.

### Liquidity and Capital Resources

As of March 31, 2014, we had working capital of \$41.4 million, an increase of \$11.6 million from September 30, 2013. Our cash, cash equivalents and available-for-sale securities totaled \$51.3 million at March 31, 2014, a decrease of \$6.8 million from \$58.1 million at September 30, 2013, principally resulting from share repurchases of \$12.5 million in the first six months of fiscal 2014.

Our investments consist principally of U.S. government and government agency obligations, asset-backed securities, mortgage-backed securities and investment grade, interest-bearing corporate and municipal debt securities with varying maturity dates, the majority of which are five years or less. The Company's investment policy excludes ownership of collateralized mortgage obligations, mortgage-backed derivatives and other derivative securities without prior written approval of the Board of Directors. The Company's investment policy requires that no more than 5% of investments be held in any one credit or issue, excluding U.S. government and government agency obligations. The primary investment objective of the portfolio is to provide for the safety of principal and appropriate liquidity while generating an above benchmark ("Merrill Lynch 1-3 Year Government-Corporate Index") total rate of return on a pre-tax basis. Management plans to continue to direct its investment advisors to manage the Company's securities investments primarily for the safety of principal for the foreseeable future as it continues to assess other investment opportunities and uses of its cash and securities investments, including those described below.

On November 4, 2013, we entered into a three-year \$20.0 million secured revolving credit facility. Borrowings under the credit facility, if any, will bear interest at a benchmark rate plus an applicable margin based on the Company's leverage ratio. No borrowings have been made on the credit facility and the Company is in compliance with the financial covenants related to a maximum leverage ratio and a minimum EBITDA amount and nonfinancial covenants.

We generated cash flows from operating activities from continuing operations of approximately \$5.9 million and \$6.8 million in the six months ended March 31, 2014 and 2013, respectively. The following table depicts our cash flows provided by operating activities from continuing operations:

<i>(Dollars in thousands)</i>	Six Months Ended	
	March 31,	
	2014	2013
Net income	\$ 6,089	\$ 8,350
Income from discontinued operations	—	(682)
Depreciation and amortization	1,380	1,446
Stock-based compensation	2,462	1,238
Deferred tax	(164)	172
Net other operating activities	(1,464)	(1,138)
Net change in other operating assets and liabilities	(2,367)	(2,561)
Net cash provided by operating activities from continuing operations	\$ 5,936	\$ 6,825

*Operating Activities.* We generated cash flows from operating activities from continuing operations of \$5.9 million and \$6.8 million for the first six months ended March 31, 2014 and 2013, respectively. The fiscal 2014 six-month period decrease compared with fiscal year 2013 reflected lower cash generated from operations of \$1.1 million, partially offset by changes in operating assets and liabilities including a net cash increase of \$0.4 million from accounts payable, accrued liabilities and accrued income taxes, and \$0.4 million from a decrease in inventory, net of a reduction in cash generated from accounts receivable of \$0.4 million and \$0.1 million from prepaids and other assets.

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*Investing Activities.* We invested \$0.8 million in property and equipment in the first six months of fiscal 2014, compared with \$1.2 million in the prior-year period, primarily as a result of higher spending on building improvements in the 2013 period. We have invested \$0.4 million in building improvements and \$0.3 million in laboratory and production equipment thus far in fiscal 2014. We anticipate spending an additional \$1.4 million to \$1.7 million for the remainder of fiscal 2014 which will result in a full year increase when compared with our fiscal 2013 investment in a range of \$0.3 million to \$0.6 million. We received cash of \$0.7 million (contingent milestone payment associated with the sale of our ownership interest in Vessix Vascular) and \$2.3 million (sale of shares of Vessix Vascular and OctoPlus) in the first six months of fiscal 2014 and 2013, respectively. In both the first six months of fiscal 2014 and 2013 we invested cash associated with our discontinued operations of less than \$0.1 million.

*Financing Activities.* We used cash related to our financing activities of \$12.7 million and \$2.7 million in the first six months of fiscal 2014 and 2013, respectively. In July 2013, our Board of Directors authorized the repurchase of up to \$20.0 million of the Company's outstanding common stock through open-market purchases, private transactions, block trades, accelerated share repurchase transactions, tender offers, or by any combination of such methods. During the first six months of fiscal 2014, we repurchased 485,577 shares of common stock for \$11.5 million at an average price of \$23.77 per share. As of March 31, 2014 there was no remaining amount available for future share repurchases under the July 2013 repurchase authorization. We also used cash of \$1.1 million in the first six months of fiscal 2014 to purchase common stock to pay employee taxes resulting principally from issuance of common shares associated with our fiscal year 2011-2013 performance share program. In fiscal 2013, we used cash totaling \$2.7 million to repurchase 105,907 shares at an average price of \$25.32 under the January 2013 repurchase authorization.

We believe that our existing cash, cash equivalents and available-for-sale securities, which totaled \$51.3 million as of March 31, 2014, together with cash flow from operations and our credit facility, will provide liquidity sufficient to meet the below-stated needs and fund our operations for the remainder of fiscal 2014. There can be no assurance, however, that SurModics' business will continue to generate cash flows at current levels, and disruptions in financial markets may negatively impact our ability to access capital in a timely manner and on attractive terms. Our anticipated liquidity needs for the remainder of fiscal 2014 may include, but are not limited to, the following: general capital expenditures in the range of \$1.4 million to \$1.7 million and obligations remaining after the Pharma Sale, including indemnification obligations of \$2.5 million to Evonik related to contingent consideration payments from the acquisition of assets from PR Pharmaceuticals in November 2008.

*Discontinued Operations.* Our Pharmaceuticals discontinued operation used cash in operating activities of less than \$0.1 million in both of the first six months of fiscal 2014 and 2013. Cash used in discontinued operations in the prior year related to payments to settle the City of Birmingham job incentive obligation and other accrued liability payments partially offset by cash received from remaining accounts receivable balances. Cash generated by financing activities of less than \$0.1 million in both of the first six months of fiscal 2014 and 2013, related to transfers of cash from the continuing operations of SurModics and consisted of cash used for accounts payable balances in fiscal 2014 and cash generated from payments related to retained accounts receivable balances in fiscal 2013.

*Customer Concentrations.* Our licensed technologies provide royalty revenue, which represents the largest revenue stream to the Company. We have licenses with a diverse base of customers and certain customers have multiple products using our technology. Medtronic, Inc. ("Medtronic") was our largest customer comprising 19% of total revenue for fiscal 2013 and remains at this level for the first six months of fiscal 2014. Medtronic has several separately licensed products that generate royalty revenue for SurModics, none of which represented more than 7% of SurModics' total revenue. No other individual customer using licensed technology constitutes more than 10% of SurModics' total revenue.

### **Off-Balance Sheet Arrangements**

As of March 31, 2014, the Company did not have any off-balance sheet arrangements with any unconsolidated entities.

### **Forward-Looking Statements**

This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include expectations concerning our growth strategy, including our ability to sign new license agreements and broaden our hydrophilic coatings royalty revenue, product development programs, various milestone achievements, research and development expenses, increased legal expenses within selling, general and administrative expenses, future cash flow and sources of funding, short-term liquidity requirements, future property and equipment investment levels, the impact of potential lawsuits or claims, and the impact of Medtronic, as well as other significant customers, including new diagnostic kit customers. Without limiting the foregoing, words or phrases such as "anticipate," "believe," "could," "estimate," "expect," "forecast," "intend," "may," "plan," "possible," "project," "will" and similar terminology, generally identify forward-looking statements. Forward-looking statements may also represent challenging goals for us. These statements, which represent the Company's expectations or beliefs concerning various future events, are based on current expectations that involve a number of risks and uncertainties that could cause actual results to differ materially from those of such forward-looking statements.

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We caution that undue reliance should not be placed on such forward-looking statements, which speak only as of the date made. Some of the factors which could cause results to differ from those expressed in any forward-looking statement are set forth under “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2013. We disclaim any intent or obligation to update publicly these forward-looking statements, whether because of new information, future events or otherwise.

Although it is not possible to create a comprehensive list of all factors that may cause actual results to differ from our forward-looking statements, such factors include, among others:

- our reliance on a small number of significant customers, which causes our financial results and stock price to be subject to factors affecting those significant customers and their products, the timing of market introduction of their or competing products, product safety or efficacy concerns and intellectual property litigation could adversely affect our growth strategy and the royalty revenue we derive;
- general economic conditions which are beyond our control, such as the impact of recession, business investment and changes in consumer confidence;
- a decrease in our available cash or the value of our investment holdings could impact short-term liquidity requirements and expected capital and other expenditures;
- the difficulties and uncertainties associated with the lengthy and costly new product development and foreign and domestic regulatory approval processes, such as delays, difficulties or failures in achieving acceptable clinical results or obtaining foreign or U.S. Food and Drug Administration marketing clearances or approvals, which may result in lost market opportunities or postpone or preclude product commercialization by licensees;
- the development of new products or technologies by competitors, technological obsolescence and other changes in competitive factors;
- our ability to perform successfully certain product development activities, the related R&D expense impact and governmental and regulatory compliance activities which we have not previously undertaken in any significant manner; and
- other factors described in “Risk Factors” and other sections of SurModics’ Annual Report on Form 10-K for the fiscal year ended September 30, 2013, which you are encouraged to read carefully.

Many of these factors are outside the control and knowledge of us, and could result in increased volatility in period-to-period results. Investors are advised not to place undue reliance upon our forward-looking statements and to consult any further disclosures by us on this subject in its filings with the SEC.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Our investment policy requires investments with high credit quality issuers and limits the amount of credit exposure to any one issuer. Our investments consist principally of U.S. government and government agency obligations, agency and commercial mortgage-backed securities and investment-grade, interest-bearing corporate and municipal debt securities with varying maturity dates, the majority of which are five years or less. Because of the credit criteria of our investment policies, the primary market risk associated with these investments is interest rate risk. SurModics does not use derivative financial instruments to manage interest rate risk or to speculate on future changes in interest rates. A one percentage point increase in interest rates would result in an approximate \$0.4 million decrease in the fair value of our available-for-sale securities as of March 31, 2014, but would have no material impact on the results of operations or cash flows.

Management believes that a reasonable change in raw material prices would not have a material impact on future earnings or cash flows because the Company’s inventory exposure is not material.

Although we conduct business in foreign countries, our international operations consist primarily of sales of reagent and stabilization chemicals. Additionally, all sales transactions are denominated in U.S. dollars. We generate royalty revenue from the sale of customer products in foreign jurisdictions. Royalties generated in foreign jurisdictions by customers are converted and paid in U.S. dollars per contractual terms. Given the diverse nature of our customers’ products and international operations, changes in foreign currencies are not expected to materially impact our operating results. A limited number of our purchasing transactions are denominated in foreign currencies and they are converted to U.S. dollars. These purchasing transactions are not material to our operating results. Accordingly, we do not expect to be subject to material foreign currency risk with respect to future costs or cash flows from our foreign sales. To date, we have not entered into any foreign currency forward exchange contracts or other derivative financial instruments to hedge the effects of adverse fluctuations in foreign currency exchange.

## **Item 4. Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer and Chief Financial Officer, referred to collectively herein as the Certifying Officers, are responsible for establishing and maintaining our disclosure controls and procedures. The Certifying Officers have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act")) as of March 31, 2014. Based on that review and evaluation, which included inquiries made to certain other employees of the Company, the Certifying Officers have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures, as designed and implemented, are effective to ensure that information required to be disclosed by the Company in reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the Securities Exchange Commission rules and forms, and to ensure that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Certifying Officers, as appropriate, to allow timely decisions regarding required disclosures.

### **Changes in Internal Controls over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) during the three months ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II — OTHER INFORMATION****Item 1. Legal Proceedings**

Except as described in Footnote 17, there were no material developments in the legal proceedings previously disclosed in the Company's Form 10-K for the fiscal year ended September 30, 2013.

**Item 1A. Risk Factors**

In our report on Form 10-K for the fiscal year ended September 30, 2013, filed with the SEC on December 11, 2013, we identify under "Part 1, Item 1A. Risk Factors." important factors which could affect our financial performance and could cause our actual results for future periods to differ materially from our anticipated results or other expectations, including those expressed in any forward-looking statements made in this Form 10-Q.

There have been no material changes in our risk factors subsequent to the filing of our Form 10-K for the fiscal year ended September 30, 2013.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****(c) Issuer Purchases of Equity Securities**

The following table presents information with respect to purchases of common stock of the Company made during the three months ended March 31, 2014, by the Company or on behalf of the Company or any "affiliated purchaser" of the Company, as defined in Rule 10b-18(a)(3) under the Exchange Act.

<b>Period</b>	<b>Total Number of Shares Purchased(1)</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs(2)</b>
1/1/14 — 1/31/14	105,566	\$ 24.66	105,566	\$ 8
2/1/14 — 2/28/14	25,057	\$ 24.96	0	\$ 8
3/1/14 — 3/31/14	45,277	\$ 24.37	0	\$ 8
Total	<u>175,900</u>	\$ 24.63	<u>105,566</u>	\$ 8

- (1) The purchases in this column included shares repurchased as part of our publicly announced program and in addition include 70,334 shares that were repurchased by the Company to pay the exercise price and/or to satisfy tax withholding obligations in connection with so-called "stock swap exercises" related to the exercise of employee stock options or vesting of restricted stock awards.
- (2) On July 29, 2013, our Board of Directors authorized the repurchase of up to \$20.0 million of our outstanding common stock. Through March 31, 2014, we have repurchased 875,930 shares at an average price of \$22.83 under the July 2013 authorization and as of March 31, 2014 we had used the entire amount authorized.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**Item 5. Other Information**

None.

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### Item 6. Exhibits

<u>Exhibit</u>	<u>Description</u>
3.1	Restated Articles of Incorporation, as amended—incorporated by reference to Exhibit 3.1 of the Company’s Quarterly Report on Form 10-QSB for the quarter ended December 31, 1999, SEC File No. 0-23837.
3.2	Restated Bylaws of SurModics, Inc., as amended November 30, 2009 – incorporated by reference to Exhibit 3.2 of the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2009, SEC File No. 0-23837.
10.1*	Omnibus Amendment to Certain Equity Agreements with Non-Employee Directors under the SurModics, Inc. 2009 Equity Incentive Plan.
10.2*	Form of Restricted Stock Unit Award Agreement (Non-Employee Director) for the SurModics, Inc. 2009 Equity Incentive Plan.
10.3*	Form of Non-Statutory Stock Option Agreement (Non-Employee Director) for the SurModics, Inc. 2009 Equity Incentive Plan.
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	Financial statements from the Quarterly Report on Form 10-Q for SurModics, Inc. for the quarterly period ended March 31, 2014, filed on May 8, 2014, formatted in Extensible Business Reporting Language (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, and (v) Notes to Condensed Consolidated Financial Statements.

\* Filed herewith

**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.

May 8, 2014

**SurModics, Inc.**

By: /s/ Andrew D.C. LaFrence  
Andrew D.C. LaFrence  
Vice President of Finance and  
Chief Financial Officer  
(duly authorized signatory and principal financial officer)



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
EXHIBIT INDEX TO FORM 10-Q  
For the Quarter Ended March 31, 2014  
SURMODICS, INC.**

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101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith



**OMNIBUS AMENDMENT  
TO  
CERTAIN EQUITY AGREEMENTS WITH NON-EMPLOYEE DIRECTORS**

This OMNIBUS AMENDMENT (the “Amendment”) is between SurModics, Inc., a Minnesota corporation (the “Company”), and \*[Participant Name] (the “Participant”) amends certain equity award agreements previously entered into between the Company and Participant under the terms of the Company’s 2009 Equity Incentive Plan (the “Plan”). All capitalized terms in this Amendment, to the extent not otherwise defined herein, shall have the meanings assigned to them in the Plan.

Background

A. The Board of Directors (the “Board”) of the Company has approved an amendment to the Company’s board compensation policy in order to align its director compensation program with current corporate governance best practices.

B. In connection with amending the Company’s board compensation policy, the Board authorized the Company to enter into an agreement with each of the Company’s non-employee directors for the purpose of amending certain of the stock option agreements and restricted stock unit agreements previously granted to each such non-employee director. Schedule A attached hereto identifies the stock option agreements (the “Stock Option Agreements”) and the restricted stock unit agreements (the “Stock Unit Agreements”) that have been entered into between the Company and the Participant and that are being amended by this Amendment.

Agreement

NOW, THEREFORE, effective as of February 17, 2014, in consideration of the foregoing and the mutual agreements contained herein and intending to be legally bound hereby, the parties hereby agree as follows:

1. Amendment to Stock Option Agreements. Each of the Stock Option Agreements shall be amended by deleting Section 4 thereof in its entirety and replacing it with the following:

- “4. **Exercise Schedule**. Subject to the terms of the Plan, the Option will vest and become exercisable ratably on a monthly basis over the one-year period following the Grant Date. The number of shares as to which the Option is exercisable is cumulative, meaning that to the extent the Option has not already been exercised and has not expired, terminated, or been cancelled, the Participant (or that Participant’s Successor or Transferee) may exercise the Option and purchase all or any portion of the Shares then exercisable. The Options shall become fully vested and exercisable on the first anniversary of the Grant Date.”

2. Amendment to Stock Unit Agreements. Each of the Stock Unit Agreements shall be amended as follows:

(a) Section 3(a) of each of the Stock Unit Agreements shall be deleted in its entirety and replaced with the following:

“3. **Vesting of Units**.

(a) Scheduled Vesting. If you remain a Service Provider to the Company or any of its Affiliates continuously from the Grant Date specified on the cover page of this Agreement, then the Units will vest ratably on a monthly basis over the one-year period following the Grant Date. The Units shall become fully vested on the first anniversary of the Grant Date.”

(b) Section 4 of each of the Stock Unit Agreements shall be deleted in its entirety and replaced with the following:

“4. **Effect of Termination of Service**. Except as otherwise provided in accordance with Section 3(b), if you cease to be a Service Provider prior to the first anniversary of the Grant Date, you will forfeit all unvested Units.”

3. No Other Amendment. All other provisions of the Stock Option Agreements and the Stock Unit Agreements not amended by this Amendment shall remain the same, in full force and effect.

4. Counterparts. This Amendment may be executed in several counterparts, each of which shall be deemed an original and all of which together shall constitute one document.

IN WITNESS WHEREOF, the Participant and the Company have executed this Agreement as of the dates shown below.

SURMODICS, INC.

PARTICIPANT

By \_\_\_\_\_

\_\_\_\_\_

Name: Bryan K. Phillips  
Its: Sr. Vice President, General Counsel & Secretary

\*[Participant Name]

Date: \_\_\_\_\_

Date: \_\_\_\_\_

Schedule A

Participant: \*[Participant Name]

The following is a list of (a) Stock Option Agreements, and (b) Stock Unit Agreements, that have been entered into between the Company and the Participant.

1. Stock Option Agreements:

- a. \*[List all Stock Option Agreements not fully vested and exercisable as of February 17, 2014]

2. Restricted Stock Unit Agreements:

- a. \*[List all Stock Unit Agreements not fully vested and exercisable as of February 17, 2014]

**SurModics, Inc.**  
**2009 Equity Incentive Plan**

**Restricted Stock Unit Award Agreement**  
**(Non-Employee Director)**

SurModics, Inc. (the "Company"), pursuant to Section 8 of its 2009 Equity Incentive Plan (the "Plan"), hereby grants an award of Restricted Stock Units to you, the Participant named below. The terms and conditions of this restricted stock unit Award are set forth in this Restricted Stock Unit Award Agreement (the "Agreement"), consisting of this cover page and the Terms and Conditions on the following pages, and in the Plan document which has been provided to you. To the extent any capitalized term used in this Agreement is not defined, it shall have the meaning assigned to it in the Plan as it currently exists or as it is amended in the future.

Name of Participant: «Award\_Recipient»

Number of Restricted Stock Units: «No\_Shares»

Grant Date: «Grant\_Date»

By signing below, you agree to all of the terms and conditions contained in this Agreement and in the Plan document. You acknowledge that you have reviewed these documents and that they set forth the entire agreement between you and the Company regarding the grant to you of the number of Restricted Stock Units specified in the table above.

PARTICIPANT:

SURMODICS, INC

\_\_\_\_\_  
«Award\_Recipient»

By \_\_\_\_\_

Name: Bryan K. Phillips

Title: Senior Vice President, General Counsel and Secretary

**SurModics, Inc.**  
**2009 Equity Incentive Plan**  
**Non-Employee Director Restricted Stock Unit Award Agreement**

**Terms and Conditions**

1. **Grant of Restricted Stock Units.** The Company hereby grants to you, subject to the terms and conditions in this Agreement and the Plan, an Award of the number of Restricted Stock Units (“Units”) specified on the cover page of this Agreement, each representing the right to receive one Share of the Company’s common stock. The Units granted to you will be credited to an account in your name maintained by the Company. This account shall be unfunded and maintained for book-keeping purposes only, with the Units simply representing an unfunded and unsecured obligation of the Company.
2. **Restrictions on Units.** Prior to settlement of the Units in accordance with Section 5, the Units may not be sold, assigned, transferred, exchanged or encumbered other than by will or the laws of descent and distribution. Any attempted transfer in violation of this Section 2 shall be of no effect. The Units and your right to receive Shares in settlement of the Units under this Agreement shall be subject to forfeiture as provided in Section 4 until satisfaction of the vesting conditions set forth in Section 3.
3. **Vesting of Units.**
  - (a) **Scheduled Vesting.** If you remain a Service Provider to the Company or any of its Affiliates continuously from the Grant Date specified on the cover page of this Agreement, then the Units will vest ratably on a monthly basis over the one-year period following the Grant Date. The Units shall become fully vested on the first anniversary of the Grant Date.
  - (b) **Accelerated Vesting.** Any unvested Units shall vest in full upon the occurrence of a Change in Control (as defined in Section 2(f) of the Plan, after giving effect to the last paragraph of such definition) that occurs while you continue to be a Service Provider to the Company or any of its Affiliates.
4. **Effect of Termination of Service.** Except as otherwise provided in accordance with Section 3(b), if you cease to be a Service Provider prior to the first anniversary of the Grant Date, you will forfeit all then unvested Units.
5. **Settlement of Units.** The Company shall cause to be issued and delivered to you, or to your designated beneficiary or estate in the event of your death, one Share in payment and settlement of each vested Unit upon a termination of your Service to the Company and its Affiliates that constitutes a “separation from service” as such term is defined for purposes of Code Section 409A. Delivery of Shares in settlement of vested Units shall be effected by an appropriate entry in the stock register maintained by the Company’s transfer agent with a notice of issuance provided to you, or by the electronic delivery of the Shares to a brokerage account you designate, and shall be subject to compliance with all applicable legal requirements, including compliance with the requirements of applicable federal and state securities laws.
6. **Dividend Equivalents.** If cash dividends are declared and paid by the Company with respect to its common stock, then the Company will credit to your account, as of each dividend payment date, a number of additional Units (the “Dividend Units”). The number of Dividend

Units so credited as of any dividend payment date will be equal to (i) the total cash dividends you would have received on that dividend payment date if your outstanding Units as of the record date for such dividend payment (including any previously credited Dividend Units) had been actual Shares, divided by (ii) the Fair Market Value of a Share on the dividend payment date (with the quotient rounded down to the nearest whole number). Once credited to your account, Dividend Units will be considered Units for all purposes of this Agreement.

7. **No Stockholder Rights.** The Units subject to this Award do not entitle you to any rights of a stockholder of the Company's common stock. You will not have any of the rights of a stockholder of the Company in connection with the grant of Units subject to this Agreement unless and until Shares are issued to you upon settlement of the Units as provided in Section 5.
8. **Changes in Capitalization.** If an "equity restructuring" (as defined in Section 17 of the Plan) occurs that causes the per share value of the Shares to change, the Board shall make such equitable adjustments to any Units subject to this Agreement as are contemplated by Section 17 of the Plan in order to avoid dilution or enlargement of your rights hereunder. The Board may make such equitable adjustments to any Units subject to this Agreement as and to the extent provided in Section 17 of the Plan in connection with other changes in the Company's capitalization contemplated by Section 17 of the Plan.
9. **Interpretation of This Agreement.** All decisions and interpretations made by the Board or Committee with regard to any question arising hereunder or under the Plan shall be binding and conclusive upon you and the Company.
10. **Governing Plan Document.** The Award evidenced by this Agreement is granted pursuant to the Plan, the terms of which are hereby made a part of this Agreement. This Agreement shall in all respects be interpreted in accordance with the terms of the Plan, and if any terms of this Agreement conflict with the terms of the Plan, the terms of the Plan shall control, except as the Plan may specifically provide otherwise. This Agreement and the Plan constitute the entire agreement of the parties with respect to the Award and supersede all prior oral or written negotiations, commitments, representations and agreements with respect thereto.
11. **Discontinuance of Service.** Neither this Agreement nor the Award evidenced by this Agreement shall confer on you any right with respect to continued Service with the Company or any of its Affiliates, nor limit or interfere in any way with the right of the Company or any Affiliate to terminate such Service or otherwise deal with you without regard to the effect it may have upon you under this Agreement.
12. **Binding Effect.** This Agreement will be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.
13. **Choice of Law.** This Agreement will be interpreted and enforced under the laws of the state of Minnesota (without regard to its conflicts or choice of law principles).

***By signing the cover page of this Agreement, you agree to all the terms and conditions described above and in the Plan document.***



**SURMODICS, INC.  
2009 EQUITY INCENTIVE PLAN**

**NON-STATUTORY STOCK OPTION AGREEMENT\***  
(Non-Employee Director)

**Full Name of Participant:** «Recipient\_FN» «Recipient\_MI» «Recipient\_LN»

**Number of Shares Covered:** «Total\_No\_Shares»      **Grant Date:** «Grant\_Date»

**Exercise Price Per Share:** «Strike\_Price»      **Expiration Date:** «Exp\_Date»

This is a Non-Statutory Stock Option Agreement (this “Agreement”), effective as of the Grant Date specified in the table above, between SurModics, Inc., a Minnesota corporation (the “Company”), and the Participant identified in the table above.

**RECITALS**

WHEREAS, the Company maintains the SurModics, Inc. 2009 Equity Incentive Plan (the “Plan”);

WHEREAS, the Board of Directors of the Company has appointed the Organization and Compensation Committee (the “Committee”) to administer the Plan and determine the Awards to be granted under the Plan; and

WHEREAS, the Committee or its designee has determined that the Participant is eligible to receive an Award under the Plan in the form of a Non-Statutory Stock Option (the “Option”);

NOW, THEREFORE, the Company hereby grants this Option to the Participant subject to the following terms and conditions:

**TERMS AND CONDITIONS**

1. **Grant.** Subject to the terms of the Plan, the Participant is granted an Option to purchase the number of Shares specified in the table at the beginning of this Agreement.

\* Any capitalized term used in this Agreement will have the meaning set forth in this Agreement (including the table at the beginning of this Agreement) or, if not defined in this Agreement, set forth in the Plan as it currently exists or as it is amended in the future.



2. **Exercise Amount.** The purchase price to the Participant for each Share subject to this Option will be the Exercise Price Per Share specified in the table at the beginning of this Agreement. The aggregate of the Exercise Price Per Share multiplied by the number of Shares exercised, plus the amount of any tax withholding as provided in Section 15 of the Plan, will be the “Exercise Amount.”
3. **Not an Incentive Stock Option.** This Option is not intended to be an “incentive stock option” within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the “Code”).
4. **Exercise Schedule.** Subject to the terms of the Plan, the Option will vest and become exercisable ratably on a monthly basis over the one-year period following the Grant Date. The number of shares as to which the Option is exercisable is cumulative, meaning that to the extent the Option has not already been exercised and has not expired, terminated, or been cancelled, the Participant (or that Participant’s Successor or Transferee) may exercise the Option and purchase all or any portion of the Shares then exercisable. The Option shall become fully vested and exercisable on the first anniversary of the Grant Date.
5. **Expiration.** This Option will expire at 4:00 p.m. Central Time on the earliest of:
  - (a) the Expiration Date specified in the table at the beginning of this Agreement (which date will not be later than seven years after the Grant Date);
  - (b) the last day of the period after the termination of Participant’s Service during which the Option can be exercised (as specified in Section 7 of this Agreement); or
  - (c) the date the Participant’s Service is terminated for Cause.No one may exercise this Option after it has expired, notwithstanding any other provision of this Agreement.
6. **Procedure to Exercise Option.**
  - (a) *Notice of Exercise.* This Option may be exercised by delivering written notice of exercise to the Company at its headquarters in the form attached to this Agreement or a similar form containing substantially the same information and addressed or delivered to the Corporate Controller of the Company, or to the Company’s outside Plan administrator if one has been appointed (the “Notice of Exercise”). The Notice of Exercise will state the election to exercise the Option, the number of Shares to be purchased, and will be signed by the person exercising this Option. If the person exercising this Option is a Successor or Transferee of the Participant, he or she must also submit appropriate proof of his or her right to exercise this Option.
  - (b) *Tender of Payment.* Upon submitting a Notice of Exercise to the Company, the Participant will provide for payment of the Exercise Amount through one or a combination of the following methods:
    - (1) cash (including check, bank draft, or money order payable to the Company);
    - (2) to the extent permitted by law, a broker-assisted cashless exercise in which the Participant irrevocably instructs a broker to deliver to the Company proceeds of a sale of all or a portion of the Shares to be issued pursuant to the exercise (or a loan secured by such Shares) in payment of the Exercise Amount;

- (3) by delivery to the Company of unencumbered Shares having an aggregate Fair Market Value on the date of exercise equal to the Exercise Amount; or
- (4) by authorizing the Company to retain, from the total number of Shares as to which the Option is exercised, that number of Shares having an aggregate Fair Market Value on the date of exercise equal to the Exercise Amount.

Notwithstanding the other terms of this subparagraph, the Participant will not be permitted to pay any portion of the Exercise Amount with Shares (either delivered to the Company or withheld by the Company), if the Committee, in its sole discretion, determines that payment in such manner is undesirable.

- (c) *Delivery of Shares.* As soon as practicable after the Company receives a Notice of Exercise and the Exercise Amount provided for above, the Company will deliver to the person exercising the Option, in the name of such person, the Shares being purchased (net of the number of Shares sold or withheld, if any, to pay the Exercise Amount), as evidenced by issuance of a stock certificate or certificates, electronic delivery of such Shares to a brokerage account designated by such person, or book-entry registration of such Shares with the Company's transfer agent. The Company will pay any original issue or transfer taxes with respect to the issue or transfer of the Shares and all fees and expenses incurred by it in connection therewith. All Shares so issued will be fully paid and nonassessable.

Notwithstanding anything to the contrary in this Agreement, the Company will not be required to issue or deliver any Shares before the completion of such registration or other qualification of such Shares under any state law, rule, or regulation as the Company determines to be necessary or desirable.

- 7. **Service Requirement.** This Option may be exercised only if the Participant has continuously provided Service to the Company or an Affiliate since the Grant Date and continues to provide Service on the exercise date. However, the Option may be exercised after termination of the Participant's Service (but in no event after the expiration of the Option) in the following situations:

- (a) The Option may be exercised within six months of termination of Participant's Service because of death or Disability, but only to the extent that the Option was exercisable immediately prior to the termination of Service.
- (b) The Option may be exercised within three months of termination of Participant's Service for any reason other than death, Disability or Cause, but only to the extent that the Option was exercisable immediately prior to the termination of Service.
- (c) If the Participant's Service terminates after a declaration made pursuant to Section 13 of the Plan in connection with a Corporate Transaction, the Option may be exercised at any time permitted by such declaration.
- (d) For greater certainty, no cash or other compensation will be paid to any person in respect of an Option that the Participant may forfeit, in whole in or in part, or which otherwise ceases to be exercisable, on account of damages or otherwise relating to the forfeiture or non-exercise of any such Option.

8. **Limitation on Transfer.** While the Participant is alive, only the Participant (or a Successor or Transferee) may exercise the Option. The Option may not be sold, assigned or transferred *other than* by will or the laws of descent and distribution or pursuant to a divorce decree or qualified domestic relations order as defined by the Code, or Title I of ERISA. Any attempt to assign, transfer, pledge, hypothecate, or otherwise dispose of this Option contrary to the provisions hereof, and the levy of any attachment or similar process upon this Option, will be void.
9. **No Stockholder Rights Before Exercise.** No Participant, Successor, or Transferee will have any rights as a stockholder with respect to any securities covered by an Award unless and until the date the Participant, Successor, or Transferee becomes the holder of record of the Shares, if any, to which the Award relates.
10. **Adjustment for Changes in Capitalization.** If an “equity restructuring” (as defined in Section 17 of the Plan) occurs that causes the per share value of the Shares to change, the Committee will make such equitable adjustments to the Option as are contemplated by Section 17 of the Plan in order to avoid dilution or enlargement of your rights hereunder. The Committee may make such equitable adjustments to this Option as and to the extent provided in Section 17 of the Plan in connection with other changes in the Company’s capitalization contemplated by Section 17 of the Plan.
11. **Tax Withholding.** Delivery of Shares upon exercise of this Option shall be subject to any required withholding taxes. As a condition precedent to receiving Shares upon exercise of this Option, the Participant may be required to pay to the Company, in accordance with the provisions of the Plan, an amount equal to the amount of any required withholdings. Subject to any rules or limitations the Committee may adopt, the Participant may cover all or any part of any required withholdings (up to the Participant’s minimum required tax withholding rate or such other rate that will not trigger a negative accounting impact to the Company or any Affiliate) through a reduction in the number of Shares delivered pursuant to the exercise of this Option or delivery or tender to the Company of Shares held by the Participant, in each case valued in the same manner as used in computing the withholding taxes under applicable laws.
12. **Interpretation of This Agreement.** All decisions and interpretations made by the Committee with regard to any question arising under this Agreement or the Plan will be binding and conclusive upon the Company and the Participant (or that Participant’s Successor or Transferee). If there is any inconsistency between the provisions of this Agreement and the Plan, the provisions of the Plan will govern.
13. **Discontinuance of Service.** Neither this Agreement, the Plan, nor the Option will confer on the Participant any right with respect to continued Service with the Company or any of its Affiliates, nor interfere in any way with the right of the Company or any Affiliate to terminate such Service. Nothing in this Agreement will be construed as creating an employment contract for any specified term between Participant and the Company or any Affiliate. Neither any period of notice, if any, nor any payment in lieu thereof, upon termination of Service, wrongful or otherwise, will be considered as extending Participant’s period of Service for the purposes of the Plan or any Option granted thereunder.
14. **Obligation to Reserve Sufficient Shares.** The Company will at all times during the term of this Option reserve and keep available a sufficient number of Shares to satisfy this Agreement.

15. **Binding Effect.** This Agreement will be binding in all respects on the heirs, representatives, successors and assigns of the Participant (and included for the sake of clarification, a Successor or Transferee of the Participant).
16. **Choice of Law.** This Agreement is entered into under the laws of the State of Minnesota and will be construed and interpreted thereunder (without regard to its conflict-of-law principles).
17. **Entire Agreement.** This Agreement and the Plan set forth the entire agreement and understanding of the parties hereto with respect to the grant and exercise of this Option and the administration of the Plan and supersede all prior agreements, arrangements, plans, and understandings relating to the grant and exercise of this Option and the administration of the Plan.
18. **Amendment and Waiver.** Except as provided in the Plan, this Agreement may be amended, waived, modified, or canceled only by a written instrument executed by the parties or, in the case of a waiver, by the party waiving compliance.
19. **Acknowledgment of Receipt of Copy.** By execution hereof, the Participant acknowledges having received a copy of the Plan.

IN WITNESS WHEREOF, the Participant and the Company have executed this Agreement as of the dates shown below.

SURMODICS, INC.

PARTICIPANT

By \_\_\_\_\_  
Name: Bryan K. Phillips  
Its: Sr. Vice President, General Counsel & Secretary  
Date: \_\_\_\_\_

\_\_\_\_\_  
«Recipient\_FN» « Recipient\_MI» «Recipient\_LN»  
Date: \_\_\_\_\_

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Gary R. Maharaj, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SurModics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 8, 2014

Signature: /s/ Gary R. Maharaj

Gary R. Maharaj  
President and  
Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Andrew D.C. LaFrence, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SurModics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 8, 2014

Signature: /s/ Andrew D.C. LaFrence

Andrew D.C. LaFrence  
Vice President of Finance and  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of SurModics, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2014, as filed with the Securities and Exchange Commission (the "Report"), I, Gary R. Maharaj, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 8, 2014

Signature: /s/ Gary R. Maharaj

Gary R. Maharaj  
President and  
Chief Executive Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of SurModics, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2014, as filed with the Securities and Exchange Commission (the "Report"), I, Andrew D.C. LaFrence, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 8, 2014

Signature: /s/ Andrew D.C. LaFrence

Andrew D.C. LaFrence  
Vice President of Finance and  
Chief Financial Officer