

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

FORM 8-K

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

February 17, 2014

Date of report (Date of earliest event reported)

SurModics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Minnesota

(State of Incorporation)

0-23837

(Commission File Number)

41-1356149

(I.R.S. Employer
Identification No.)

9924 West 74th Street
Eden Prairie, Minnesota

(Address of Principal Executive Offices)

55344

(Zip Code)

(952) 500-7000

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

(b) On February 17, 2014, Mary K. Brainerd, a member of the board of directors of SurModics, Inc. (the “Company”), resigned as a director of the Company. The resignation of Ms. Brainerd was a result of other time commitments and not as a result of any disagreement with the Company about any matter relating to its operations, policies or practices.

(d) On February 17, 2014, the Company’s board of directors appointed Ronald B. Kalich and Timothy S. Nelson to the Company’s board of directors, effective immediately. In connection with these appointments, the Board also increased the size of the Board from eight members to nine members. Messrs. Kalich and Nelson will both serve on the Board’s Audit Committee and Organization and Compensation Committee. There are no arrangements or understandings between Mr. Kalich or Mr. Nelson and any other persons pursuant to which either was appointed a director of the Company, and neither has a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Messrs. Kalich and Nelson will be compensated for their services on the board in accordance with the Company’s Board Compensation Policy (the “Policy”), which policy was amended by the Board on February 17, 2014, as further discussed below. Pursuant to the Policy, Messrs. Kalich and Nelson will receive an annual cash retainer of \$35,000 for their service on the board, \$6,000 for their service on the Audit Committee, and \$4,500 for their service on the Organization and Compensation Committee. In addition to the cash retainers, Messrs. Kalich and Nelson were granted an equity award having a grant date fair value of \$60,000, one-half of such award in the form of a nonqualified stock option to purchase shares of the Company’s common stock and the other half in the form of restricted stock units. The stock options have a seven-year term, and vest ratably on a monthly basis and will become fully vested on the first anniversary of the date of grant. The restricted stock units vest ratably on a monthly basis and will become fully vested on the first anniversary of the date of grant.

A copy of a press release announcing the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events.

As noted above, on February 17, 2014, the Board approved an amendment to the Policy in order to align its director compensation program with current corporate governance best practices. Previously under the Policy, non-employee directors received equity compensation that vests over multiple years. Under the Policy as amended, non-employee directors’ equity compensation will vest over a more typical one-year period. In connection with amending the Policy, the Board also approved amendments that allow the unvested portions of previously issued and outstanding equity awards to vest fully if a director’s board service ends after the one-year anniversary of the grant date of the applicable award. If a director’s board service ends prior to the one-year anniversary of the grant date of an applicable award, the unvested portions will vest on a prorated monthly basis within the one-year period following the date of grant. All previously issued and fully vested equity awards remain unchanged. In connection with these amendments, the Company will take a one-time non-cash charge of approximately \$0.9 million pretax, or approximately \$0.04 per share, in the second quarter of fiscal 2014. The Company will update its earnings guidance to reflect this charge in its second quarter fiscal 2014 earnings release.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
99.1	Press Release dated February 18, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SURMODICS, INC.

Date: February 18, 2014

/s/ Bryan K. Phillips

Bryan K. Phillips

Sr. Vice President, General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
Number**

99.1

Description

Press Release dated February 18, 2014

SurModics Announces Changes to Board of Directors***Ronald Kalich and Timothy Nelson Join SurModics Board, Mary Brainerd Resigns; Company Changes Directors' Stock Compensation Vesting Period***

EDEN PRAIRIE, Minn.--(BUSINESS WIRE)--February 18, 2014--SurModics, Inc. (Nasdaq:SRDX), a leading provider of surface modification and in vitro diagnostic technologies to the healthcare industries, today announced the addition of two independent members, Ronald Kalich and Timothy Nelson, to its board of directors, effective immediately. The Company also announced the resignation of current board member, Mary Brainerd. With these changes, the SurModics board consists of nine members, eight of whom are independent.

“We are delighted to add two successful leaders to our board,” said Scott Ward, chairman of SurModics’ board of directors. “We are eager to welcome them both, and we know that with Ron’s deep executive leadership experience, and Tim’s vast healthcare and medical technology expertise, our board will be an even stronger strategic resource for SurModics’ management. We look forward to the contributions they will both make.”

Brainerd’s resignation comes in light of her significant level of commitments both to HealthPartners and other organizations. “Mary submitted her resignation with regret, but noted that SurModics’ strong leadership team and business success position the Company well for the future,” said Ward. “We owe Mary a debt of gratitude for her five years of service to SurModics and wish her success in her endeavors.”

Kalich is the former executive and board member of numerous companies, including chairman of the board at Arizant, Inc. Most recently he was president and chief executive officer of FastenTech, Inc., a manufacturer serving the aerospace, construction, military, power generation, and transportation industries. Through his 40 year career, he has previously held leadership positions with organizations including National-Standard Company, Marmon Group, Danaher Corporation, Forstmann Little Companies and Cooper Industries. He is also currently affiliated with H-E Parts International’s board of directors, and has prior board affiliations with Thomas and Betts Corporation, XOX Corporation, C/G Group and Safelite Corporation, among others.

Nelson is the former president and chief executive officer of MAP Pharmaceuticals, Inc., where he successfully advanced clinical trials and led collaboration negotiations with Astra Zeneca and Allergan. Prior to that position at MAP Pharmaceuticals, which was sold to Allergan in 2013, he was a senior vice president at DURECT Corporation from 1998-2005. Previously, he held multiple leadership positions at Medtronic, Inc., most recently as a business director in its neurological division. He is also the inventor on several U.S. patents and currently has patents in progress with MAP Pharmaceuticals, DURECT Corporation and Medtronic, Inc.

Change to Directors' Compensation Results in Non-cash Charge

SurModics also announced that its board 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. Under SurModics' previous board compensation policy, directors received equity compensation that vests over multiple years. Under the amended board compensation policy, non-employee directors' equity compensation will vest over a more typical one-year period. In connection with amending the policy, the Board also approved amendments that allow the unvested portions of previously issued and outstanding equity awards to vest fully if a director's board service ends after the one-year anniversary of the grant date of the applicable award. If a director's board service ends prior to the one-year anniversary of the grant date of an applicable award, the unvested portions will vest on a prorated monthly basis within the one-year period following the date of grant. All previously issued and fully vested equity awards remain unchanged. In connection with these amendments, the Company will take a one-time non-cash charge of approximately \$0.9 million pretax, or approximately \$0.04 per share, in the second quarter of fiscal 2014. SurModics will update its earnings guidance to reflect this charge in its second quarter fiscal 2014 earnings release.

About SurModics, Inc.

SurModics' mission is to exceed our customers' expectations and enhance the well-being of patients by providing the world's foremost, innovative surface modification technologies and in vitro diagnostic chemical components. The Company partners with the world's leading and emerging medical device, diagnostic and life science companies to develop and commercialize innovative products designed to improve patient diagnosis and treatment. Core offerings include surface modification coating technologies that impart lubricity, prohealing, and biocompatibility capabilities; and components for in vitro diagnostic test kits and microarrays. SurModics is headquartered in Eden Prairie, Minnesota. For more information about the Company, visit www.surmodics.com. The content of SurModics' website is not part of this press release or part of any filings that the Company makes with the SEC.

Safe Harbor for Forward-Looking Statements

This press release contains forward-looking statements. Statements that are not historical or current facts, including statements about beliefs and expectations, such as those regarding the Company's positioning for the future and anticipated charges associated with the amendments to the Company's director compensation policy, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated, including (1) reliance on third parties (including our customers and licensees) and their failure to successfully develop, obtain regulatory approval for, market and sell products incorporating our technologies may adversely affect our business operations, our ability to realize the full potential of our pipeline, and our ability to achieve our corporate goals; (2) possible adverse market conditions and possible adverse impacts on our cash flows, and (3) the factors identified under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2013, and updated in our subsequent reports filed with the SEC. These reports are available in the Investors section of our website at www.surmodics.com and at the SEC website at www.sec.gov. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them in light of new information or future events.

CONTACT:

SurModics, Inc.

Andy LaFrence, 952-500-7000

Vice President of Finance and Chief Financial Officer