SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-K/A

Amendment No. 1

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

For the fiscal year ended September 30, 2009

Commission file number 0-23837

SURMODICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Minnesota	**41-1356149**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification No.)*
9924 West 74th Street **Eden Prairie, Minnesota** *(Address of Principal Executive Offices)*	**55344** *(Zip Code)*

(Registrant's Telephone Number, Including Area Code)
(952) 829-2700

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Exchange on Which Registered**
Common Stock, $0.05 par value	**NASDAQ Global Select Market**

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No ☑

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ☑

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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 o No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer ☑
Non-accelerated filer o	Smaller reporting company o
(Do not check if a 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 o No ☑

The aggregate market value of the Common Stock held by shareholders other than officers, directors or holders of more than 5% of the outstanding stock of the registrant as of March 31, 2009 was approximately $197 million (based upon the closing sale price of the registrant's Common Stock on such date).

The number of shares of the registrant's Common Stock outstanding as of December 7, 2009 was 17,471,760.

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE

SurModics, Inc. (the "Company") filed a Form 10-K for the fiscal year ended September 30, 2009 (the "Original Filing") with the Securities and Exchange Commission on December 11, 2009. This Amendment No. 1 is being filed solely for the purpose of adding the signature of DELOITTE & TOUCHE LLP, the Company's Independent Registered Public Accounting Firm, to Deloitte & Touche LLP's Report of Independent Registered Public Accounting Firm ("Report") on page F-1 included in this Amendment No. 1, which signature was inadvertently omitted from the Original Filing.

For purposes of this Amendment No. 1, and in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, Item 8 of Part II and Item 15 of Part IV of the Original Filing are amended and restated in their entirety. Other than adding Deloitte & Touche LLP's signature to its Report on page F-1 of the financial statements, there are no other changes to Item 8 of Part II and Item 15 of Part IV of the Original Filing. Except as expressly set forth in this Amendment No. 1, the Original Filing has not been amended, updated or otherwise modified.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are being filed as exhibits to this Amendment No. 1.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The consolidated balance sheets as of September 30, 2009 and 2008 and the consolidated statements of income, stockholders' equity and cash flows for each of the three years in the period ended September 30, 2009, together with Report of Independent Registered Public Accounting Firm and related footnotes (including selected unaudited quarterly financial data) begin on page F-1 of this Form 10-K/A.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) 1. *Financial Statements*

The following statements are included in this report on the pages indicated:

2. *Financial Statement Schedules.* See Schedule II — "Valuation and Qualifying Accounts" in this section of this Form 10-K/A. All other schedules are omitted because they are inapplicable, not required, or the information is in the consolidated financial statements or related notes.

3. *Listing of Exhibits.* The exhibits which are filed with this report or which are incorporated herein by reference are set forth in the Exhibit Index following the signature page.

SurModics, Inc.
Valuation and Qualifying Accounts

Column A Description	Column B Balance at Beginning of Period	Column C Additions Charged to Expenses	Column D Deductions From Reserves	Column E Balance at End of Period
Year Ended September 30, 2007 Allowance for doubtful accounts	$ 40	$ 7	$ 7(a)	$ 40
Year Ended September 30, 2008 Allowance for doubtful accounts	$ 40	$ 228	$ 133(a)	$ 135
Year Ended September 30, 2009 Allowance for doubtful accounts	$ 135	$ (34)	$ 19(a)	$ 82
Restructuring accrual	$ —	$ 1,763	$ 808(b)	$ 955

(a) Uncollectible accounts written off and adjustments to the allowance.

(b) Adjustments to the accrual account reflect payments or non-cash charges associated with the accrual.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

SURMODICS, INC.

Dated: December 14, 2009

By: /s/ Bruce J Barclay
Bruce J Barclay
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant, in the capacities, and on the dates indicated.

Signature	Title	Date
/s/ Bruce J Barclay Bruce J Barclay	President and Chief Executive Officer (principal executive officer)	December 14, 2009
/s/ Philip D. Ankeny Philip D. Ankeny	Senior Vice President and Chief Financial Officer (principal financial officer)	December 14, 2009
/s/ Mark A. Lehman Mark A. Lehman	Corporate Controller (principal accounting officer)	December 14, 2009
* José H. Bedoya	Director	December 14, 2009
* John W. Benson	Director	December 14, 2009
* Mary K. Brainerd	Director	December 14, 2009
* Robert C. Buhrmaster	Director	December 14, 2009
* Gerald B. Fischer	Director	December 14, 2009
* Kenneth H. Keller	Director	December 14, 2009
* Susan E. Knight	Director	December 14, 2009
* John A. Meslow	Director	December 14, 2009

* BY: /s/ Bruce J Barclay
Name: Bruce J Barclay
Attorney-in-Fact

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

EXHIBIT INDEX TO FORM 10-K/A

For the Fiscal Year Ended September 30, 2009

SURMODICS, INC.

Exhibit	
23	Consent of Deloitte & Touche LLP.*
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.*
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.*
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of Sarbanes-Oxley Act of 2002.*
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of Sarbanes-Oxley Act of 2002.*

* Filed herewith

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
SurModics, Inc.
Eden Prairie, Minnesota

We have audited the accompanying consolidated balance sheets of SurModics, Inc. and subsidiaries (the "Company") as of September 30, 2009 and 2008, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2009. Our audits also include the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of SurModics, Inc. and subsidiaries as of September 30, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2009, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of September 30, 2009, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated December 11, 2009 expressed an unqualified opinion on the Company's internal control over financial reporting.

As discussed in Note 8 to the consolidated financial statements, on October 1, 2007, the Company adopted new accounting guidance on the accounting for uncertainty in income taxes.

DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
December 11, 2009

SurModics, Inc. and Subsidiaries

Consolidated Balance Sheets
As of September 30

	2009	2008
	(In thousands, except share data)	
ASSETS		
Current Assets		
Cash and cash equivalents	$ 11,636	$ 15,376
Short-term investments	8,932	9,251
Accounts receivable, net of allowance for doubtful accounts of $82 and $135 as of September 30, 2009 and 2008, respectively	11,320	14,589
Inventories	3,330	2,651
Deferred tax asset	353	1,058
Prepaids and other	1,443	3,584
Total Current Assets	37,014	46,509
Property and equipment, net	66,915	41,897
Long-term investments	27,300	47,351
Deferred tax asset	2,548	11,099
Intangible assets, net	17,458	16,870
Goodwill	21,070	18,001
Other assets, net	13,257	9,301
Total Assets	$185,562	$191,028
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 3,468	$ 3,466
Accrued liabilities:		
Compensation	926	3,015
Accrued income taxes payable	186	—
Accrued other	1,637	1,407
Deferred revenue	905	4,335
Other current liabilities	862	303
Total Current Liabilities	7,984	12,526
Deferred revenue, less current portion	623	33,243
Other long-term liabilities	4,583	3,453
Total Liabilities	13,190	49,222
Commitments and Contingencies (Note 9)		
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; 17,471,472 and 18,030,270 shares issued and outstanding	874	901
Additional paid-in capital	66,005	74,573
Accumulated other comprehensive income (loss)	1,504	(107)
Retained earnings	103,989	66,439
Total Stockholders' Equity	172,372	141,806
Total Liabilities and Stockholders' Equity	$185,562	$191,028

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

SurModics, Inc. and Subsidiaries

Consolidated Statements of Income
For the Years Ended September 30

	2009	2008	2007
	(In thousands, except net income per share)		
Revenue			
Royalties and license fees	$ 75,464	$ 51,788	$ 52,679
Product sales	19,333	20,052	13,543
Research and development	26,737	25,211	6,942
Total revenue	121,534	97,051	73,164
Operating Costs and Expenses			
Product	7,508	8,476	5,584
Customer research and development	13,183	19,187	5,840
Other research and development	21,179	21,311	22,625
Selling, general and administrative	17,200	20,816	13,643
Purchased in-process research and development	3,200	—	15,573
Restructuring charges	1,763	—	—
Total operating costs and expenses	64,033	69,790	63,265
Income from Operations	57,501	27,261	9,899
Other Income (Loss)			
Investment income, net	1,839	3,329	4,844
Impairment loss on investment	—	(4,314)	—
Other income (loss), net	184	616	(75)
Other income (loss), net	2,023	(369)	4,769
Income Before Income Taxes	59,524	26,892	14,668
Income Tax Provision	(21,974)	(12,153)	(11,321)
Net Income	$ 37,550	$ 14,739	$ 3,347
Basic net income per share	$ 2.15	$ 0.82	$ 0.19
Diluted net income per share	$ 2.15	$ 0.80	$ 0.18
Weighted Average Shares Outstanding			
Basic	17,435	18,026	18,033
Dilutive effect of outstanding stock options	34	304	184
Diluted	17,469	18,330	18,217

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

SurModics, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity
For the Years Ended September 30, 2009, 2008 and 2007

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
				(In thousands)		
Balance September 30, 2006	18,830	$ 942	$ 96,281	$ (293)	$ 48,273	$ 145,203
Components of comprehensive income, net of tax:						
Net income	—	—	—	—	3,347	3,347
Unrealized holding gains on available-for-sale securities arising during the period	—	—	—	1,999	—	1,999
Add reclassification for losses included in net income, net of tax benefit of $10	—	—	—	17	—	17
Comprehensive income	—	—	—	—	—	5,363
Issuance of common stock	14	1	457	—	—	458
Common stock repurchased	(1,008)	(50)	(34,980)	—	—	(35,030)
Common stock options exercised, net	217	11	4,778	—	—	4,789
Purchase of common stock to pay employee taxes	112	5	(379)	—	—	(374)
Excess tax benefit from exercise of stock options	—	—	466	—	—	466
Stock-based compensation	—	—	10,312	—	—	10,312
Other	—	—	(265)	—	—	(265)
Balance September 30, 2007	18,165	909	76,670	1,723	51,620	130,922
Components of comprehensive income, net of tax:						
Net income	—	—	—	—	14,739	14,739
Unrealized holding losses on available-for-sale securities arising during the period	—	—	—	(5,882)	—	(5,882)
Add reclassification for losses included in net income, net of tax provision of $167	—	—	—	4,052	—	4,052
Comprehensive income	—	—	—	—	—	12,909
Issuance of common stock	16	1	516	—	—	517
Common stock repurchased	(342)	(17)	(13,954)	—	—	(13,971)
Common stock options exercised, net	114	4	2,514	—	—	2,518
Purchase of common stock to pay employee taxes	77	4	(1,678)	—	—	(1,674)
Excess tax benefit from exercise of stock options	—	—	1,081	—	—	1,081
Stock-based compensation	—	—	9,652	—	—	9,652
Other	—	—	(228)	—	—	(228)
Accounting change for income taxes	—	—	—	—	80	80
Balance September 30, 2008	18,030	901	74,573	(107)	66,439	141,806
Components of comprehensive income, net of tax:						
Net income	—	—	—	—	37,550	37,550
Unrealized holding gains on available-for-sale securities arising during the period	—	—	—	2,123	—	2,123
Add reclassification for gains included in net income, net of tax provision of $299	—	—	—	(512)	—	(512)
Comprehensive income	—	—	—	—	—	39,161
Issuance of common stock	40	2	611	—	—	613
Common stock repurchased	(624)	(31)	(14,967)	—	—	(14,998)
Common stock options exercised, net	15	1	65	—	—	66
Purchase of common stock to pay employee taxes	10	1	(569)	—	—	(568)
Excess tax benefit from exercise of stock options	—	—	(366)	—	—	(366)
Stock-based compensation	—	—	6,853	—	—	6,853
Other	—	—	(195)	—	—	(195)
Balance September 30, 2009	17,471	$ 874	$ 66,005	$ 1,504	$103,989	$ 172,372

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

SurModics, Inc. and Subsidiaries

Consolidated Statements of Cash Flows
For the Years Ended September 30

	2009	2008 (In thousands)	2007
Operating Activities			
Net income	$ 37,550	$ 14,739	$ 3,347
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	5,912	6,071	4,214
(Gain) loss on equity method investments and sales of investments	(103)	415	75
Amortization of premium (discount) on investments	139	70	(1,388)
Impairment loss on investment	—	4,314	—
Stock-based compensation	6,853	9,652	10,312
Purchased in-process research & development	3,200	—	15,573
Restructuring charges	1,763	—	—
Deferred tax	8,229	(3,428)	(9,434)
Excess tax benefit from exercise of stock options	366	(1,081)	(466)
Loss on disposals of property and equipment	291	78	379
Other	(250)	—	—
Change in operating assets and liabilities:			
Accounts receivable	3,269	1,548	1,940
Inventories	(679)	(154)	(850)
Accounts payable and accrued liabilities	(2,387)	(264)	2,594
Income taxes	2,656	(5,003)	5,501
Deferred revenue	(36,050)	11,452	19,166
Prepaids and other	562	1,413	(248)
Net cash provided by operating activities	31,321	39,822	50,715
Investing Activities			
Purchases of property and equipment	(29,364)	(23,866)	(3,626)
Sales of property and equipment	—	32	37
Purchases of available-for-sale investments	(33,568)	(22,857)	(136,498)
Sales/maturities of available-for-sale investments	55,263	29,258	185,075
Purchases of held-to-maturity investments	—	(6,485)	—
Investment in other strategic assets	(2,500)	(2,562)	(5,749)
Purchase of licenses and patents	(631)	(2,452)	(1,355)
Acquisitions, net of cash acquired	(8,585)	(3,219)	(49,112)
Repayment of notes receivable	—	5,870	530
Other investing activities	(187)	(228)	(265)
Net cash used in investing activities	(19,572)	(26,509)	(10,963)
Financing Activities			
Excess tax benefit from exercise of stock options	(366)	1,081	466
Issuance of common stock	679	3,037	5,247
Repurchase of common stock	(14,998)	(13,971)	(35,030)
Purchase of common stock to pay employee taxes	(568)	(1,674)	(374)
Repayment of notes payable	(236)	(222)	—
Net cash used in financing activities	(15,489)	(11,749)	(29,691)
Net change in cash and cash equivalents	(3,740)	1,564	10,061
Cash and Cash Equivalents			
Beginning of year	15,376	13,812	3,751
End of year	$ 11,636	$ 15,376	$ 13,812
Supplemental Information			
Cash paid for income taxes	$ 11,285	$ 21,058	$ 14,930
Noncash transaction — acquisition of property, plant, and equipment on account	$ 1,247	$ 1,745	$ 252
Noncash transaction — acquisition of intangibles on account	$ 210	$ —	$ —

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

SurModics, Inc. and Subsidiaries

Notes to Consolidated Financial Statements
September 30, 2009 and 2008

1. Description

SurModics, Inc. and subsidiaries (the "Company") develops, manufactures and markets innovative drug delivery and surface modification technologies for the healthcare industry. The Company's revenue is derived from three primary sources: (1) royalties and license fees from licensing its patented drug delivery and surface modification technologies and *in vitro* diagnostic formats to customers; (2) the sale of polymers and reagent chemicals to licensees; substrates, antigens and stabilization products to the diagnostics industry; microarray slides to the diagnostic and biomedical research markets; and (3) research and development fees generated on projects for customers.

Basis of Presentation

The consolidated financial statements include all accounts and wholly owned subsidiaries, and have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). All significant inter-company transactions have been eliminated.

Subsequent Events

Subsequent events have been evaluated through December 11, 2009, the date the financial statements were issued.

On October 5, 2009, the Company entered into a license and development agreement with F. Hoffmann-La Roche, Ltd. ("Roche") and Genentech, Inc., a wholly owned member of the Roche Group ("Genentech"), associated with the Company's proprietary biodegradable microparticles drug delivery system. SurModics received an up front licensing fee of $3.5 million, could be eligible to receive up to approximately $200 million in fees and milestone payments in the event of the successful development and commercialization of multiple products, and will be paid for development work done on these products. Roche and Genentech will have the right to obtain manufacturing services from SurModics. In the event a commercial product is developed, the Company will also receive royalties on sales of such products.

2. Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents consist of financial instruments with original maturities of three months or less and are stated at cost which approximates fair value.

Investments

Investments consist principally of U.S. government and government agency obligations and mortgage-backed securities and are classified as available-for-sale or held-to-maturity at September 30, 2009 and 2008. Available-for-sale investments are reported at fair value with unrealized gains and losses net of tax excluded from operations and reported as a separate component of stockholders' equity, except for other-than-temporary impairments, which are reported as a charge to current operations. 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. Investments that management has the intent and ability to hold to maturity are classified as held-to-maturity and reported at amortized cost. If there is an other-than-temporary impairment in the fair value of any individual security classified as held-to-maturity, the Company will write down the security to fair value with a corresponding adjustment to other income (loss). Interest 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 original cost, unrealized holding gains and losses, and fair value of available-for-sale investments as of September 30 were as follows *(in thousands):*

	2009			
	Original Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. government obligations	$ 10,837	$ 253	$ —	$ 11,090
Mortgage-backed securities	7,938	177	(106)	8,009
Municipal bonds	7,210	232	—	7,442
Asset-backed securities	2,334	65	(143)	2,256
Corporate bonds	1,181	3	—	1,184
Total	$ 29,500	$ 730	$ (249)	$ 29,981

	2008			
	Original Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. government obligations	$ 18,440	$ 91	$ (87)	$ 18,444
Mortgage-backed securities	10,147	46	(179)	10,014
Municipal bonds	11,022	153	(3)	11,172
Asset-backed securities	6,193	2	(171)	6,024
Corporate bonds	4,582	8	(33)	4,557
Total	$ 50,384	$ 300	$ (473)	$ 50,211

The original cost and fair value of investments by contractual maturity at September 30, 2009 were as follows *(in thousands):*

	Original Cost	Fair Value
Debt securities due within:		
One year	$ 6,830	$ 6,911
One to five years	14,297	14,749
Five years or more	8,373	8,321
Total	$ 29,500	$ 29,981

The following table summarizes sales of available-for-sale securities for the years ended September 30, 2009, 2008 and 2007 *(in thousands):*

	2009	2008	2007
Proceeds from sales	$55,263	$29,258	$185,075
Gross realized gains	$ 823	$ 454	$ 7
Gross realized losses	$ (12)	$ (26)	$ (34)

At September 30, 2009, the amortized cost and fair market value of held-to-maturity debt securities were $6.3 million and $6.4 million, respectively. Investments in securities designated as held-to-maturity consist of tax-exempt municipal bonds and have maturity dates ranging between three months and three years from September 30, 2009. At September 30, 2008, the amortized cost and fair market value of held-to-maturity debt securities were $6.4 million and $6.3 million, respectively.

SurModics, Inc. and Subsidiaries

Notes to Consolidated Financial Statements — (Continued)

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 as of September 30 *(in thousands):*

	2009	2008
Raw materials	$1,287	$1,308
Finished products	2,043	1,343
Total	$3,330	$2,651

Property and Equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over 1 to 32 years, the estimated useful lives of the assets. The Company recorded depreciation expense of $3.8 million, $3.1 million and $2.2 million for the years ended September 30, 2009, 2008 and 2007, respectively.

The September 30, 2009 and 2008 balances in construction-in-progress include the cost of enhancing the capabilities of the Company's Eden Prairie, Minnesota and Birmingham, Alabama facilities. As assets are placed in service, construction-in-progress is transferred to the specific property and equipment categories and depreciated over the estimated useful lives of the assets.

In April 2008, the Company acquired a 286,000 square foot facility situated on 42 acres in Birmingham, Alabama for $12.2 million. The Company has been renovating the existing facility to accommodate research and development, clinical manufacturing and commercial manufacturing of drug delivery products for pharmaceutical and biotechnology customers. The building is currently classified as construction-in-progress until renovation and remodeling is completed. The value of the land associated with the purchase is classified as part of the total land carrying value.

In August 2008, the Company acquired approximately five acres of undeveloped land adjacent to its headquarters in Eden Prairie, Minnesota for $3.6 million. The value of the land purchase is classified as part of the total land carrying value.

Property and equipment consisted of the following components as of September 30 *(in thousands):*

	Useful Life (In years)	2009	2008
Land		$ 7,409	$ 7,409
Laboratory fixtures and equipment	3 to 12	19,549	15,767
Building and improvements	1 to 32	15,911	15,025
Office furniture and equipment	3 to 10	4,550	4,156
Construction-in-progress		40,210	16,931
Less accumulated depreciation		(20,714)	(17,391)
Property and equipment, net		$ 66,915	$ 41,897

Other Assets

Other assets consist principally of strategic investments. In fiscal 2009, the balance in other assets increased primarily as a result of an investment in a medical technology company and an increase in the value of the Company's investment in OctoPlus N.V. ("OctoPlus").

SurModics, Inc. and Subsidiaries

Notes to Consolidated Financial Statements — (Continued)

In January 2005, the Company made an initial equity investment of approximately $3.9 million in OctoPlus, a company based in the Netherlands active in the development of pharmaceutical formulations incorporating novel biodegradable polymers. Subsequent investments brought the Company's total investment to $6.0 million. In October 2006, OctoPlus common stock began trading on an international exchange following an initial public offering of its common stock. With a readily determinable fair market value, the Company now treats the investment in OctoPlus as an available-for-sale investment rather than a cost method investment. Available-for-sale investments are reported at fair value with unrealized gains and losses reported as a separate component of stockholders' equity, except for other-than-temporary impairments, which are reported as a charge to current operations, recorded in the other income (loss) section of the consolidated statements of income, and result in a new cost basis for the investment. As of September 30, 2009, the investment in OctoPlus represented an ownership interest of less than 10%. The Company recorded no realized gain or loss related to this investment in fiscal 2009. The Company recognized an impairment loss on the investment totaling $4.3 million in fiscal 2008 based on a significant decline in the stock price of OctoPlus as a result of market conditions. The cost basis in the Company's investment in OctoPlus is $1.7 million.

Beginning in May 2005, the Company has invested $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 has invested a total of $5.2 million in Novocell, Inc. ("Novocell"), 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 its investment in Novocell was impaired and that the impairment was other-than-temporary. Accordingly, the Company recorded an impairment loss of $4.7 million. The balance of the investment, $559,000, which is accounted for under the cost method, represents less than a 5% ownership interest.

In July 2007, the Company made equity investments in Paragon Intellectual Properties, LLC ("Paragon") and Apollo Therapeutics, LLC ("Apollo"), a Paragon subsidiary, totaling $3.5 million. SurModics made an additional equity investment in fiscal 2008 totaling $2.5 million, based upon successful completion of specified development milestones. In addition to the investments, the Company has licensed its Finale™ prohealing coating technology and provides development services on a time and materials basis to Apollo. In October 2008, Paragon announced that it had restructured, moving from a limited liability company with seven subsidiaries to a single C-corporation named Nexeon MedSystems, Inc. ("Nexeon"). SurModics continued to account for the investments in Paragon and Apollo under the equity method in the first quarter of fiscal 2009, as both entities report results to us on a one-quarter lag. Commencing with the second quarter of fiscal 2009, SurModics accounted for the investment in Nexeon under the cost method as the Company's ownership level is less than 20%. The Company made an additional investment of $500,000 in Nexeon in fiscal 2009.

In August 2009, the Company invested $2.0 million in a medical technology company. The Company's investment is accounted for under the cost method, as the Company's ownership interest is less than 20%. This investment is included in the category titled "Other" in the table below.

Other assets consisted of the following components as of September 30 *(in thousands):*

	2009	2008
Investment in OctoPlus	$ 3,700	$1,714
Investment in Nexeon MedSystems	5,651	5,388
Investment in ThermopeutiX	1,185	1,185
Investment in Novocell	559	559
Other	2,162	455
Other assets, net	$13,257	$9,301

In the years ended September 30, 2009, 2008 and 2007, the Company recognized revenue of $1.4 million, $4.1 million and $909,000, respectively, from activity with companies in which it had a strategic investment.

Intangible Assets

Intangible assets consist principally of acquired patents and technology, customer relationships, licenses, and trademarks. The Company recorded amortization expense of $2.1 million, $3.0 million, and $2.0 million for the years ended September 30, 2009, 2008 and 2007, respectively.

In fiscal 2009, the Company acquired certain assets of PR Pharmaceuticals, Inc., which resulted in an increase to intangible assets. See Note 4 for further information regarding the acquisition.

Intangible assets consisted of the following as of September 30 *(in thousands):*

	Useful Life (In years)	2009	2008
Customer lists	9-11	$ 8,657	$ 7,340
Abbott license	4	—	7,037
Core technology	8-18	8,330	6,930
Patents and other	2-20	3,076	3,398
Trademarks		600	580
Less accumulated amortization		(3,205)	(8,415)
Intangible assets, net		$17,458	$16,870

The Abbott license was fully amortized as of September 30, 2009 and the original cost and accumulated amortization have been removed from the 2009 amounts presented. Based on the intangible assets in service as of September 30, 2009, estimated amortization expense for the next five fiscal years is as follows (*in thousands*):

2010	$1,627
2011	1,604
2012	1,602
2013	1,602
2014	1,602

Goodwill

Goodwill represents the excess of the cost of the acquired entities over the fair value assigned to the assets purchased and liabilities assumed in connection with the Company's acquisitions (see Note 4 for further information). 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.

In fiscal 2009 a milestone was achieved associated with the July 2007 acquisition of SurModics Pharmaceuticals, and $3 million of additional purchase price was recorded as an increase to goodwill.

Impairment of Long-Lived Assets

The Company periodically evaluates whether events and circumstances have occurred that may affect the estimated useful life or the recoverability of the remaining balance of long-lived assets, such as property and equipment and investments. If such events or circumstances were to indicate that the carrying amount of these assets would not be recoverable, the Company would estimate the future cash flows expected to result from the use of the assets and their eventual disposition. If the sum of the expected future cash flows (undiscounted and without interest charges) or other measure of fair value were less than the carrying amount of the assets, the Company would recognize an impairment loss reducing the carrying value to fair market value.

Revenue Recognition

In accordance with Securities and Exchange Commission (SEC) guidance, revenue is recognized 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. However, 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's revenue is derived from three primary sources: (1) royalties and license fees from licensing patented drug delivery and surface modification technologies and *in vitro* diagnostic formats to customers; (2) the sale of polymers and reagent chemicals, stabilization products, antigens, substrates and microarray slides to the diagnostics and biomedical research industries; and (3) research and development fees generated on customer projects.

Taxes collected from customers and remitted to governmental authorities are excluded from revenue and amounted to $187,000, $309,000 and $170,000 for the years ended September 30, 2009, 2008 and 2007, respectively.

Royalties & 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. Generally, license fees are recognized as revenue when the Company receives payment and the contract price is fixed or determinable. 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 is achieved, involves a significant degree of risk, and was not reasonably assured at the inception of the arrangement.
- Accomplishment of the milestone involves substantial effort.
- The amount of the milestone payment is commensurate with the related effort and risk.
- A reasonable amount of time passes 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 are recognized at the time of shipment, provided that an order has been received, the price is fixed or determinable, collectability of the resulting receivable is reasonably assured and returns can be reasonably estimated. 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.

Arrangements with multiple deliverables. Arrangements such as license and development agreements are analyzed to determine whether the deliverables, which often include a license and performance obligations such as research and development, can be separated or whether they must be accounted for as a single unit of accounting in accordance with accounting guidance. The Company recognizes up-front license payments under these agreements over the economic life of the technology licensed. If the fair value of the undelivered performance obligations can be determined, such obligations would then be accounted for separately. If the license is considered to either (i) not have stand-alone value or (ii) have stand-alone value but the fair value of any of the undelivered performance obligations cannot be determined, the arrangement would then be accounted for as a single unit of accounting, and the license payments and payments for performance obligations would be recognized as revenue over the estimated period of when the performance obligations are performed, or the economic life of the technology licensed to the customer. When the Company determines that an arrangement should be accounted for as a single unit of accounting, it recognizes the related revenue based on a time-based accounting model. Revenue associated with arrangements with multiple deliverables totaled $45.3 million, $4.2 million and $0.3 million in fiscal 2009, 2008 and 2007, respectively. The fiscal 2009 revenue associated with multiple deliverable arrangements is reflected in royalties and license fees revenue ($37.6 million) and in research and development revenue ($7.7 million) in the consolidated statements of income.

Merck Agreement. On June 27, 2007 the Company announced a license and research collaboration agreement with Merck & Co., Inc. ("Merck"). The agreement called for SurModics and Merck to pursue the joint development and commercialization of SurModics' I-vation sustained drug delivery system with TA (triamcinolone acetonide), and other products combining certain of Merck's proprietary drug compounds and the I-vation system for the treatment of serious retinal diseases. Under the terms of the agreement, Merck led and funded development and commercialization activities. SurModics received an up-front license fee of $20 million in fiscal 2007 and additional license fees totaling $11 million in fiscal 2008. In addition, the Company was paid for its activities in researching and developing the combination products. Research and development fees totaling $5.8 million were billed in fiscal 2008. The Company recognized out-of-pocket reimbursements, totaling $1.6 million in fiscal 2008, as revenue in the period since the related costs were incurred when commensurate value was transferred to Merck in exchange for the reimbursement received.

The Company recognized revenue from the up-front license fee, additional license fees and research and development fees over the economic life of the technology licensed to Merck, which was 16 years.

In September 2008, following a strategic review of Merck's business and product development portfolio, Merck gave notice to SurModics of its intent to terminate the collaborative research and license agreement as well as the supply agreement entered into in June 2007. The termination was effective December 2008. The Company recognized all remaining deferred revenue related to the Merck agreement, totaling $34.8 million, as revenue in fiscal 2009. The Company also recognized a $9 million milestone payment from Merck associated with the termination of the triamcinolone acetonide development program in fiscal 2009. As of September 30, 2009, there were no deferred revenue amounts from Merck, compared with $34.8 million of license fees and research and development fees in deferred revenue as of September 30, 2008.

Deferred Revenue

Amounts received prior to satisfying the above revenue recognition criteria are recorded as deferred revenue in the accompanying consolidated balance sheets, with deferred revenue to be recognized beyond one year being classified as non-current deferred revenue. As of September 30, 2009 and 2008, the Company had deferred revenue of $1.5 million and $37.6 million, respectively.

Costs related to products and services delivered are recognized in the period revenue is recognized except for services related to the Merck agreement, which were recognized as incurred. Customer advances are accounted for as a liability until all criteria for revenue recognition have been met.

Research and Development Costs

Research and development costs are expensed as incurred. Some research and development costs are related to third party contracts, and the related revenue is recognized as described in “Revenue Recognition” above. The research and development costs are presented in the consolidated statements of income in two categories; those associated with customer related projects and those associated with other research and development costs.

Costs associated with customer related research and development include specific project direct labor costs and material expenses as well as an allocation of overhead costs based on direct labor dollars.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Ultimate results could differ from those estimates.

New Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (FASB) issued an update to authoritative accounting guidance to address the accounting for multiple-deliverable arrangements. This accounting update enables vendors to account for products and services (deliverables) separately rather than as a combined unit. This authoritative guidance establishes the accounting and reporting for arrangements under which the vendor will perform multiple revenue-generating activities. The amendments to the authoritative guidance establish a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific objective evidence nor third-party evidence is available. The authoritative guidance also expands the disclosures related to multiple-deliverable revenue arrangements and in the year of adoption requires additional disclosures following previous authoritative guidance. The authoritative guidance is effective for the Company beginning in fiscal 2011 with early adoption permitted. The Company expects to early adopt this authoritative guidance in the first quarter of fiscal 2010 and is currently evaluating the impact on the consolidated financial statements.

In June 2009, the FASB issued authoritative guidance to eliminate the historical GAAP hierarchy and establish only two levels of GAAP, authoritative and nonauthoritative. When launched on July 1, 2009, the FASB Accounting Standards Codification (ASC) became the single source of authoritative, nongovernmental GAAP, except for rules and interpretive releases of the Securities and Exchange Commission (SEC), which are sources of authoritative GAAP for SEC registrants. All other nongrandfathered, non-SEC accounting literature not included in the ASC became nonauthoritative. The subsequent issuances of new standards will be in the form of Accounting Standards Updates that will be included in the ASC. This authoritative guidance was effective for financial statements for interim or annual reporting periods ended after September 15, 2009. The Company adopted the new codification in

the fourth quarter of fiscal 2009. As the codification was not intended to change or alter existing GAAP, it did not have any impact on the Company's consolidated financial statements.

In April 2008, the FASB issued authoritative accounting guidance which amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of intangible assets under goodwill and other intangible asset accounting. The authoritative guidance is intended to improve the consistency between the useful life of a recognized intangible asset under goodwill and intangible asset accounting and the period of the expected cash flows used to measure the fair value of the asset under business combination accounting and other GAAP. The authoritative guidance is effective for the Company in fiscal 2010, with early adoption prohibited. The Company does not expect the adoption of the authoritative guidance to have a material impact on its consolidated financial statements.

In December 2007, the FASB issued authoritative accounting guidance which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. The authoritative guidance is effective for the Company in fiscal 2010 and once adopted will impact recognition and measurement of future business combinations.

In September 2006, the FASB issued authoritative accounting guidance associated with fair value measurements. This guidance defines fair value, establishes a consistent framework for measuring fair value, gives guidance regarding methods used for measuring fair value and expands disclosures about fair value measurements. These provisions were implemented in fiscal 2009. See Note 3 for additional information regarding fair value measurements. However, in February 2008, the FASB issued guidance which delayed the effective date from fiscal 2009 to fiscal 2010 for all nonfinancial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The Company is currently evaluating the potential impact of the authoritative guidance for which the effective date was delayed until fiscal 2010 on its consolidated financial statements.

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. Fair Value Measurements

Effective October 1, 2008, the Company adopted new accounting guidance on fair value measurements. The new guidance 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 liabilities and for all nonfinancial assets and 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.

Fair Value Hierarchy

New 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.

SurModics, Inc. and Subsidiaries

Notes to Consolidated Financial Statements — (Continued)

The Company's Level 1 asset consists of its investment in OctoPlus (see Note 2 for further information). The fair market value of this investment is based on the quoted price of OctoPlus shares as traded on the Amsterdam Stock Exchange.

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. agency securities, agency and municipal securities and certain asset-backed securities 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.

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.

The Company's Level 3 assets include a U.S. government agency security and certain asset-backed and mortgage-backed securities. The fair market values of these investments were determined by broker pricing where not all significant inputs were observable.

In valuing assets and liabilities, the Company is required to maximize the use of quoted market prices and minimize the use of unobservable inputs.

We did not significantly change our 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 financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2009 *(in thousands)*:

	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, 2009
Assets:				
Cash equivalents	$ —	$ 9,108	$ —	$ 9,108
Short-term investments	—	6,911	—	6,911
Long-term investments	—	21,867	1,203	23,070
Other assets	3,700	—	—	3,700
Total assets measured at fair value	$ 3,700	$ 37,886	$ 1,203	$ 42,789

Short-term and long-term investments disclosed in the consolidated balance sheets include held-to-maturity investments totaling $6.3 million as of September 30, 2009 and 2008. Held-to-maturity investments are carried at an amortized cost.

Changes in Level 3 Instruments Measured at Fair Value on a Recurring Basis

The following table is a reconciliation of financial assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) *(in thousands)*:

	2009
Balance, beginning of year	$ 264
Total realized and unrealized gains included in other comprehensive income	25
Purchases, sales and maturities, net	339
Transfer in (out) of Level 3	575
Balance, end of year	$1,203

As of September 30, 2009, marketable securities measured at fair value using Level 3 inputs was comprised of $36,000 of a U.S. government agency security, $73,000 of a mortgage-backed security and $1,094,000 of asset-backed securities within the Company's available-for-sale investment portfolio. These securities were measured using observable market data and Level 3 inputs as a result of the lack of market activity and liquidity. The fair value of these securities was based on the Company's assessment of the underlying collateral and the creditworthiness of the issuer of the securities.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The Company's investments in non-marketable securities of private companies are accounted for using the cost or equity method. These investments as well as held-to-maturity securities are measured at fair value on a non-recurring basis when they are deemed to be other-than-temporarily impaired. In determining whether a decline in value of non-marketable equity investments in private companies has occurred and is other-than-temporary, an assessment is made by considering available evidence, including the general market conditions in the investee's industry, the investee's product development status and subsequent rounds of financing and the related valuation and/or the Company's participation in such financings. The Company also assesses the investee's ability to meet business milestones and the financial condition and near-term prospects of the individual investee, including the rate at which the investee is using its cash and the investee's potential need for additional funding at a possibly lower valuation. The valuation methodology for determining the decline in value of non-marketable equity securities is based on inputs that require management judgment and are Level 3 inputs.

4. Acquisitions

PR Pharmaceuticals, Inc. On November 4, 2008, the Company's SurModics Pharmaceuticals, Inc. (formerly known as Brookwood Pharmaceuticals, Inc.) subsidiary entered into an asset purchase agreement with PR Pharmaceuticals, Inc. ("PR Pharma"), whereby it acquired certain contracts and assets of PR Pharma for $5.6 million consisting of $2.9 million in cash on the closing date, additional consideration of $2.4 million upon successful achievement of specified milestones and $0.3 million in transaction costs. PR Pharma is eligible to receive up to an additional $3.6 million in cash upon the successful achievement of milestones for contract signing and invoicing, successful patent issuances and product development. Management believes this acquisition strengthens the Company's portfolio of drug delivery technologies for the pharmaceutical and biotechnology industries. The purchase price was allocated as follows as of November 4, 2008 *(in thousands)*:

Core technology	$1,400
Customer relationships	900
In-process research and development	3,200
Trade names	20
Non-compete agreements	50
Total purchase price	$5,570

SurModics, Inc. and Subsidiaries

Notes to Consolidated Financial Statements — (Continued)

The acquired developed technology is being amortized on a straight-line basis over 18 years, customer relationships are being amortized over 9 years, and non-compete agreements are being amortized over 2 years. The trade names have a life of less than one year and were fully amortized in fiscal 2009. As part of the acquisition, the Company recognized fair value associated with in-process research and development (IPR&D) of $3.2 million. The IPR&D was expensed on the date of acquisition and relates to polymer-based drug delivery systems. The value assigned to IPR&D is related to projects for which the related products have not achieved commercial feasibility and have no future alternative use. The amount of purchase price allocated to IPR&D was based on estimating the future cash flows of each project and discounting the net cash flows back to their present values. The discount rate used was determined at the time of acquisition in accordance with accepted valuation methods. These methodologies include consideration of the risk of the project not achieving commercial feasibility. The research efforts ranged from 5% to 50% complete at the date of acquisition. The Company used the Relief from Royalty valuation method to assess the fair value of the projects with a risk-adjusted discount rate of 25%. The Company determined the method was appropriate based on the nature of the projects and future cash flow streams. The research and development work performed is billed to customers, in most cases, using standard commercial billing rates which include a reasonable markup. Accordingly, the Company has no fixed cost obligations to carry projects forward. There have been no significant changes to the development plans for the acquired incomplete projects. Significant net cash inflows would commence with the commercial launch of customer products that are covered by the intellectual property rights and related agreements acquired from PR Pharma.

SurModics Pharmaceuticals, Inc. On July 31, 2007, the Company entered into a stock purchase agreement with Southern Research Institute (“SRI”) whereby it acquired 100% of the capital stock of SurModics Pharmaceuticals, Inc. (formerly Brookwood Pharmaceuticals, Inc.) (“SurModics Pharmaceuticals”) held by SRI for $42.3 million consisting of $40 million in cash on the closing date and $2.3 million in transaction costs. SRI could receive up to an additional $22 million in cash upon the successful achievement of specified milestones. In fiscal 2009, a milestone was achieved and $3 million of additional purchase price was recorded as an increase to goodwill. In fiscal 2008, a milestone was achieved and $2 million of additional purchase price was recorded as an increase to goodwill. SurModics Pharmaceuticals is a drug delivery company based in Birmingham, Alabama that provides proprietary polymer-based technologies to companies developing pharmaceutical products. SurModics Pharmaceuticals, a wholly owned subsidiary of SurModics, operates as a separate business unit. Management believes this acquisition strengthens SurModics’ portfolio of drug delivery technologies for the pharmaceutical and biotechnology industries in particular. Operating results of SurModics Pharmaceuticals have been included in the Company’s consolidated financial statements since August 1, 2007.

As part of the acquisition, the Company recognized IPR&D of $15.6 million. The IPR&D was expensed on the date of acquisition and relates to polymer-based drug delivery systems. The value assigned to IPR&D is related to projects for which the related products have not received commercial feasibility and have no future alternative use. The amount of purchase price allocated to IPR&D was based on estimating the future cash flows of each project and discounting the net cash flows back to their present values.

BioFX Laboratories, Inc. On August 13, 2007, the Company acquired 100% of the capital stock of BioFX Laboratories, Inc. (“BioFX”), a provider of substrates to the *in vitro* diagnostics industry, for $11.6 million, $11.3 million of which was in cash paid to the sellers and $300,000 in transaction costs. The Company is also required to pay up to an additional $11.4 million in cash upon the successful achievement of specified revenue targets. In fiscal 2008, a milestone was achieved and $1.1 million of additional purchase price was recorded as an increase to goodwill. The sellers are still eligible to receive up to $7.6 million in additional consideration. BioFX is a wholly owned subsidiary of SurModics, and operates within the In Vitro Technologies business unit. Management believes the acquisition enhances the Company’s technological position in the *in vitro* diagnostics market. Operating results of BioFX have been included in the Company’s consolidated financial statements since August 14, 2007.

The following *pro forma* consolidated condensed financial results of operations for the 2007 fiscal year, are presented as if the SurModics Pharmaceuticals and BioFX acquisitions had been completed at the beginning of fiscal 2007 (*in thousands*).

Pro forma revenue	$89,708
Pro forma income from operations	$28,034
Pro forma net income	$17,735
Pro forma basic earnings per share	$ 0.98
Pro forma diluted earnings per shares	$ 0.98

5. Revolving Credit Facility

In February 2009, the Company entered into a two-year $25.0 million unsecured revolving credit facility. Borrowings under the credit facility, if any, will bear interest at a benchmark rate plus an applicable margin based upon the Company's funded debt to EBITDA ratio. In connection with the credit facility, the Company is required to maintain certain financial and nonfinancial covenants. As of September 30, 2009, the Company had no debt outstanding under this credit facility and was in compliance with all covenants.

6. Stockholders' Equity

The Company has stock-based compensation plans under which it grants stock options and restricted stock awards. 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 for the years ended September 30 were allocated as follows *(in thousands):*

	2009	2008	2007
Product	$ 87	$ 161	$ 96
Research and development	3,621	3,793	5,188
Selling, general and administrative	3,145	5,698	5,028
Total	$6,853	$9,652	$10,312

As of September 30, 2009, approximately $8.7 million of total unrecognized compensation costs related to non-vested awards is expected to be recognized over a weighted average period of approximately 2.6 years. The unrecognized compensation costs include $2.8 million associated with performance share awards that are currently not anticipated to be fully expensed because the performance conditions are not expected to be met.

Stock Option Plans

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 value of stock options granted during fiscal 2009, 2008 and 2007 was $8.95, $14.85, and $17.42, respectively. The assumptions used as inputs in the model for the years ended September 30 were as follows:

	2009	2008	2007
Risk-free interest rates	2.30%	2.80%	4.50%
Expected life	4.8 years	4.6 years	5.4 years
Expected volatility	40%	37%	45%
Dividend yield	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. 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.

The Company's Incentive Stock Options (ISO) are granted at a price of at least 100% of the fair market value of the Common Stock on the date of the grant or 110% with respect to optionees who own more than 10% of the total combined voting power of all classes of stock. ISOs expire in seven years or upon termination of employment and are exercisable at a rate of 20% per year commencing one year after the date of grant. Nonqualified stock options are granted at fair market value on the date of grant. Nonqualified options expire in 7 to 10 years or upon termination of employment or service as a Board member. Nonqualified options granted prior to May 2008 generally become exercisable with respect to 20% of the shares on each of the first five anniversaries following the grant date such that the entire option is fully vested five years after date of grant, and nonqualified options granted subsequent to May 2008 generally become exercisable with respect to 25% on each of the first four anniversaries following the grant date such that the entire option is fully vested four years after the grant date. The Company has authorized 2,400,000 shares for grant under the 2003 Equity Incentive Plan of which 51,000 remain available for future awards. In September 2009, the Company granted 29,066 performance share awards to officers under the 2003 Equity Incentive Plan and 229,552 stock options to officers under the 2009 Equity Incentive Plan. The 2009 Equity Incentive Plan is subject to shareholder approval at the February 2010 Annual Meeting of Shareholders. As of September 30, 2009, the aggregate intrinsic value of the option shares outstanding and option shares exercisable was $0.7 million and $0.6 million, respectively. At September 30, 2009, the average remaining contractual life of options outstanding and options exercisable was 4.3 and 3.2 years, respectively. The intrinsic value of options exercised during fiscal 2009, 2008 and 2007 was $235,000, $2.9 million and $4.4 million, respectively.

	Number of Shares	Weighted Average Exercise Price
Outstanding at September 30, 2006	1,510,780	$ 29.69
Granted	166,400	37.85
Exercised	(253,060)	25.82
Forfeited	(22,700)	33.71
Outstanding at September 30, 2007	1,401,420	31.29
Granted	392,917	41.86
Exercised	(163,297)	27.45
Forfeited	(108,250)	33.59
Outstanding at September 30, 2008	1,522,790	34.26
Granted	268,700	24.06
Exercised	(17,600)	8.82
Forfeited	(104,320)	35.33
Outstanding at September 30, 2009	1,669,570	$ 32.82
Exercisable at September 30, 2009	902,589	$ 32.07

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 will be 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 100,895 common shares awarded and is being charged to income over the vesting term. The stock-based compensation table includes the

Restricted Stock expenses recognized related to these awards, which totaled $1.8 million, $2.2 million and $1.2 million during fiscal 2009, 2008 and 2007, respectively.

	Number of Shares	Weighted Average Grant Price
Balance at September 30, 2006	153,000	$ 32.14
Granted	83,027	42.07
Vested	(24,836)	37.87
Forfeited	(5,000)	34.56
Balance at September 30, 2007	206,191	35.89
Granted	12,383	42.18
Vested	(40,336)	38.76
Forfeited	(21,109)	32.83
Balance at September 30, 2008	157,129	36.06
Granted	7,700	23.93
Vested	(59,047)	34.44
Forfeited	(4,887)	41.91
Balance at September 30, 2009	100,895	$ 35.80

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. Compensation is recognized in each period based on management's best estimate of the achievement level of the grants' specified performance objectives and the resulting vesting amounts. In fiscal 2009 the Company reversed expenses previously recognized of $207,000 relating to three-year Performance Shares awarded in May 2008 and one-year Performance Shares awarded in September 2008, which was partially offset by an expense of $164,000 related to the estimated value of Performance Shares awarded to individuals based on likely achievement of specific performance objectives. The Company recorded compensation expense of $1.9 million in fiscal 2008 related to 30,552 one-year Performance Shares and 30,552 three-year Performance Shares awarded in May 2008 and 7,600 Performance Shares that vested for certain individuals that met various specific performance objectives. The Company recorded compensation expense of $4.8 million in fiscal 2007 related to 132,375 Performance Shares. The stock-based compensation table includes the Performance Shares expenses.

1999 Employee Stock Purchase Plan

Under the 1999 Employee Stock Purchase Plan (Stock Purchase Plan), the Company is authorized to issue up to 200,000 shares of Common Stock. All full-time and part-time employees can choose to have up to 10% of their annual compensation withheld to purchase the Company's Common Stock at purchase prices defined within the provisions of the Stock Purchase Plan. As of September 30, 2009 and 2008, there were $276,000 and $355,000 of employee contributions, respectively, included in accrued liabilities in the accompanying consolidated balance sheets. Stock compensation expense recognized related to the Stock Purchase Plan totaled $265,000, $199,000 and $156,000 during fiscal 2009, 2008 and 2007, respectively. The stock-based compensation table includes the Stock Purchase Plan expenses.

7. Restructuring Charges

In November 2008, the Company announced a functional reorganization to allow the Company to better serve its customers and improve its operating performance. As a result of the reorganization, the Company eliminated 15 positions, or approximately five percent of the Company's workforce. These employee terminations occurred across various functions and the reorganization plan was completed by the end of the first quarter of fiscal 2009. The Company also vacated a leased facility in Eden Prairie, Minnesota, consolidating into its owned office and research facility also in Eden Prairie, as part of the reorganization plan.

The Company recorded total restructuring charges of approximately $1.8 million in connection with the reorganization. These pre-tax charges consisted of $0.5 million of severance pay and benefits expenses and $1.3 million of facility-related costs which were recorded in fiscal 2009. The restructuring is expected to result in approximately $2.0 million in annualized cost savings.

The following table summarizes the restructuring accrual activity for fiscal 2009 *(in thousands)*:

	Employee Severance and Benefits	Facility-Related Costs	Total
Balance at September 30, 2008	$ —	$ —	$ —
Accruals during the year	513	1,250	1,763
Cash Payments	(513)	(295)	(808)
Balance at September 30, 2009	$ —	$ 955	$ 955

The charges above have been shown separately as restructuring charges on the consolidated statements of income. The remaining accrual as of September 30, 2009 relates to facility-related costs that are expected to be paid within the next 15 months. As such, the current portion totaling $0.9 million is recorded as a current liability within other accrued liabilities and the long-term portion totaling $0.1 million is recorded as a long-term liability within other long-term liabilities on the consolidated balance sheets.

8. Income Taxes

The Company accounts for income taxes under the asset and liability method prescribed in accounting guidance. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the period in which related temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in this assessment. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date of such change.

SurModics, Inc. and Subsidiaries

Notes to Consolidated Financial Statements — (Continued)

Income taxes in the accompanying consolidated statements of income for the years ended September 30 are as follows *(in thousands):*

	2009	2008	2007
Current provision:			
Federal	$12,257	$13,534	$19,069
State and foreign	1,362	1,516	1,732
Total current provision	13,619	15,050	20,801
Deferred provision (benefit):			
Federal	7,483	(2,832)	(8,573)
State	872	(65)	(907)
Total deferred provision (benefit)	8,355	(2,897)	(9,480)
Total provision	$21,974	$12,153	$11,321

The reconciliation of the difference between amounts calculated at the statutory federal tax rate for the fiscal years ended September 30 and the Company's effective tax rate is as follows *(in thousands):*

	2009	2008	2007
Amount at statutory federal income tax rate	$20,833	$ 9,387	$ 5,067
Change because of the following items:			
State taxes	1,206	715	736
Other	(481)	223	(241)
Stock-based compensation	416	239	262
Valuation allowance	—	1,589	—
Write-off of in-process research and development	—	—	5,497
Income tax provision	$21,974	$12,153	$11,321

The components of deferred income taxes consisted of the following as of September 30 and result from differences in the recognition of transactions for income tax and financial reporting purposes *(in thousands):*

	2009	2008
Depreciable assets	$ (2,951)	$ (4,325)
Deferred revenue	261	11,005
Accruals and reserves	526	523
Stock options	5,258	4,397
Impaired asset	3,264	3,318
Unrealized (losses) gains on investments	(962)	66
Other	844	571
Valuation allowance	(3,339)	(3,398)
Total deferred tax asset	2,901	12,157
Less current deferred tax asset	(353)	(1,058)
Noncurrent deferred tax asset	$ 2,548	$11,099

In fiscal 2008, the Company recorded a $1.6 million valuation allowance against the potential capital loss created by the impairment of the Company's investment in OctoPlus (see Note 2 for further information). The valuation allowance was recorded because the Company does not currently foresee future capital gains within the

allowable carry forward and carry back periods to offset this capital loss when it was recognized. As such, no tax benefit has been recorded in the consolidated statements of operations.

On October 1, 2007, the Company adopted new accounting guidance on the accounting for uncertainty in income taxes. The adoption of the new guidance resulted in an increase to retained earnings as of October 1, 2007, of $80,000, which was reflected as a cumulative effect of a change in accounting principle, with a corresponding decrease to the net liability for unrecognized tax expenses. Unrecognized tax benefits are the differences between a tax position taken, or expected to be taken in a tax return, and the benefit recognized for accounting purposes pursuant to accounting guidance. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows *(in thousands):*

	2009	2008
Beginning of fiscal year	$1,540	$1,120
Increases in tax positions for prior years	273	194
Increases in tax positions for current year	260	237
Settlements with taxing authorities	—	—
Lapse of the statute of limitations	(31)	(11)
End of fiscal year	$2,042	$1,540

The total amount of unrecognized tax benefits including interest and penalties that, if recognized, would affect the effective tax rate as of September 30, 2009 and 2008, respectively, are $2.0 million and $1.3 million. Currently, the Company does not expect the liability for unrecognized tax benefits to change significantly in the next twelve months with the above balances classified on the consolidated balance sheets as a part of long-term liabilities. Interest and penalties related to unrecognized tax benefits are recorded in income tax expense. As of September 30, 2009 and 2008, a gross balance of $605,000 and $397,000, respectively, has been accrued related to the unrecognized tax benefits balance for interest and penalties.

The Company files tax returns, including returns for its subsidiaries, in the United States (U.S.) federal jurisdiction and in various state jurisdictions. Uncertain tax positions are related to tax years that remain subject to examination. U.S. tax returns for fiscal years ended September 30, 2006, 2007, and 2008 remain subject to examination by federal tax authorities. Tax returns for state and local jurisdictions for fiscal years ended September 30, 2003 through 2008 remain subject to examination by state and local tax authorities.

9. 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 revenues. 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.

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.

Alabama Jobs Commitment. In April 2008, the Company purchased a 286,000 square foot facility to support Current Good Manufacturing Practices manufacturing needs of customers and the anticipated growth of the SurModics Pharmaceuticals business. At the same time, SurModics Pharmaceuticals entered into an agreement with various governmental authorities to obtain financial incentives associated with creation of jobs in Alabama. Some of the governmental agencies have recapture rights in connection with the financial incentives if the number of full-time employees are not hired by June 2012, with an extension to June 2013 if circumstances or events occur that are beyond the control of SurModics Pharmaceuticals or could not have been reasonably anticipated by SurModics Pharmaceuticals. As of September 30, 2009, SurModics Pharmaceuticals has received $1.7 million in connection with the agreement, and the Company has recorded the payment in other long-term liabilities.

SRI Litigation. On July 31, 2009, the Company's SurModics Pharmaceuticals business unit 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 the Company's acquisition of Brookwood Pharmaceuticals, Inc., pursuant to a stock purchase agreement made effective on July 31, 2007 (the "Stock Purchase Agreement"). A trial has not yet been scheduled. 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. The Company's consolidated financial statements do not include any expenses or liabilities related to the above litigation as the probability of the outcome is currently not determinable and any potential loss is not estimable. The Company believes that it has meritorious defenses to the Plaintiffs' claims and will vigorously defend and prosecute this matter.

Operating Leases. The Company leases certain facilities under noncancelable operating lease agreements. Rent expense for the years ended September 30, 2009, 2008 and 2007 was $994,000, $773,000 and $140,000, respectively. Annual commitments pursuant to operating lease agreements are as follows:

Year Ended September 30,	
2010	$422,000
2011	177,000
2012	126,000
2013	131,000
2014	33,000
Thereafter	—
Total minimum lease payments	$889,000

10. Defined Contribution Plans

The Company has a 401(k) retirement and savings plan for the benefit of qualifying employees. The Company has matched 50% of each dollar of the first 6% of the tax deferral elected by each employee. Effective April 1, 2009, the Company changed its matching contribution to a discretionary approach and the Company ceased matching contributions. Company contributions totaling $243,000, $539,000 and $356,000 have been expensed for the years ended September 30, 2009, 2008 and 2007, respectively. The expense increase in fiscal 2008 principally reflects the addition of employees eligible for this benefit as a result of the SurModics Pharmaceuticals acquisition.

11. 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, or decision making group, in deciding

how to allocate resources and in assessing performance. In November 2008, the Company announced it changed its operational structure so that the Company is now organized into four clinically and market focused business units: Cardiovascular, Ophthalmology, SurModics Pharmaceuticals, and In Vitro Technologies. The Company believes that this structure will improve the visibility, marketing and adoption of the Company's broad array of technologies within specific markets and help its customers in the medical device, pharmaceutical and life science industries solve unmet clinical needs. In addition, a new centralized research and development function has been formed to serve the needs of the Company's clinically and market focused business units, other than the SurModics Pharmaceuticals business unit, which continues to maintain certain R&D operations.

The Company manages its business on the basis of the markets noted in the table below, which are comprised of the Company's four business units. "Therapeutic" contains: (1) the Cardiovascular business unit, which provides drug delivery and surface modification technologies to customers in the cardiovascular market; (2) the Ophthalmology business unit, which is currently focused on the advancement of treatments for eye diseases, such as age-related macular degeneration (AMD) and diabetic macular edema (DME), two of the leading causes of blindness; and (3) the SurModics Pharmaceuticals business unit, which provides proprietary polymer-based drug delivery technologies to companies developing improved pharmaceutical products in cardiovascular, ophthalmology and other clinical markets. Revenue results in Therapeutic are presented below by the clinical market areas in which the Company's customers participate (Cardiovascular, Ophthalmology and Other Markets). "Diagnostic" contains the In Vitro Technologies business unit, which includes the Company's microarray slide technologies, stabilization products, antigens and substrates for immunoassay diagnostics tests, and its *in vitro* diagnostic format technology.

For fiscal years ended September 30, 2009, 2008 and 2007, the Company's results are aggregated into one reportable segment, as each business unit has similar economic characteristics, technology, manufacturing processes, customers, regulatory environments, and shared infrastructures. The Company manages its expenses on a company-wide basis, as many costs and activities are shared among the business units. The focus of the business units is providing solutions to customers and maximizing financial performance over the long term.

The table below presents revenue from the markets, for the years ended September 30 as follows (*in thousands*):

	2009	2008	2007
Therapeutic			
Cardiovascular	$ 39,841	$47,675	$46,487
Ophthalmology	52,102	10,252	2,453
Other Markets	13,114	17,875	4,041
Total Therapeutic	105,057	75,802	52,981
Diagnostic	16,477	21,249	20,183
Total revenue	$ 121,534	$97,051	$73,164

Major Customers

Revenue from customers that equaled or exceeded 10% of total revenue was as follows for the years ended September 30:

	2009	2008	2007
Merck & Company	37%	<10%	**
Johnson & Johnson	11%	20%	33%
Abbott Laboratories	<10%	10%	16%

** - less than one percent

The revenue from the customers listed is derived from all three primary sources: royalties and license fees, product sales, and research and development fees.

Geographic Revenue

Geographic revenue was as follows for the years ended September 30:

	2009	2008	2007
Domestic	84%	79%	81%
Foreign	16%	21%	19%

12. Quarterly Financial Data (Unaudited)

The following is a summary of the unaudited quarterly results for the years ended September 30, 2009, 2008 and 2007 *(in thousands, except per share data)*.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal 2009				
Revenue	$63,216	$20,925	$18,186	$ 19,207
Income from operations	42,667	6,200	4,661	3,973
Net income	27,085	4,216	3,539	2,710
Net income per share(1):				
Basic	1.53	0.24	0.20	0.16
Diluted	1.53	0.24	0.20	0.16
Fiscal 2008				
Revenue	$23,829	$25,707	$24,276	$ 23,239
Income from operations	7,571	7,181	7,184	5,325
Net income (loss)	5,646	5,107	4,800	(814)
Net income (loss) per share(1):				
Basic	0.31	0.28	0.27	(0.05)
Diluted	0.31	0.28	0.26	(0.05)
Fiscal 2007				
Revenue	$16,740	$17,362	$17,762	$ 21,300
Income (loss) from operations	8,109	8,085	7,518	(13,813)
Net income (loss)	5,992	5,675	5,587	(13,907)
Net income (loss) per share(1):				
Basic	0.32	0.31	0.31	(0.78)
Diluted	0.32	0.31	0.31	(0.78)

(1) The sum of the quarterly earnings per share may not equal the annual earnings per share because of changes in the average shares outstanding.

In the first quarter of fiscal 2009, the Company recorded income that had previously been deferred of $34.8 million associated with the Merck contract termination, a $9 million milestone payment from Merck associated with the termination of the triamcinolone acetonide development program, a $3.2 million charge for in-process research and development acquired in connection with the purchase of certain contracts and assets of PR Pharma, as well as a $1.8 million restructuring charge associated with a functional reorganization.

In the fourth quarter of fiscal 2009, the Company recorded $1.3 million in royalty income in connection with the settlement of previously disclosed litigation involving Abbott Laboratories and Church & Dwight Co, Inc.

In the fourth quarter of fiscal 2008, the Company recorded a $4.3 million non-cash impairment loss on its investment in OctoPlus.

In the fourth quarter of fiscal 2007, the Company recorded a $15.6 million charge for in-process research and development acquired in connection with the purchase of SurModics Pharmaceuticals, Inc.

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-123524 on Form S-3 and Registration Statement Nos. 333-104258, 333-64171, 333-64173, 333-79741, 333-54266 and 333-123521 on Form S-8 of our report dated December 11, 2009, relating to the consolidated financial statements and financial statement schedule of SurModics, Inc., which report expresses an unqualified opinion and includes an explanatory paragraph relating to SurModics, Inc.'s adoption of new accounting guidance on the accounting for uncertainty in income taxes, appearing in the Annual Report on Form 10-K/A of SurModics, Inc. for the year ended September 30, 2009.

DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
December 11, 2009

Exhibit 31.1

CERTIFICATIONS

I, Bruce J Barclay, certify that:

1. I have reviewed this Annual Report on Form 10-K/A 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 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.

Date: December 14, 2009

/s/ Bruce J Barclay
Bruce J Barclay
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Philip D. Ankeny, certify that:

1. I have reviewed this Annual Report on Form 10-K/A 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 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.

Date: December 14, 2009

/s/ Philip D. Ankeny
Philip D. Ankeny
Senior Vice President and
Chief Financial Officer

Exhibit 32.1

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 Annual Report of SurModics, Inc. (the "Company") on Form 10-K/A for the year ended September 30, 2009 as filed with the Securities and Exchange Commission (the "Report"), I, Bruce J Barclay, 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, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 14, 2009

/s/ Bruce J Barclay
Bruce J Barclay
President and Chief Executive Officer

Exhibit 32.2

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 Annual Report of SurModics, Inc. (the "Company") on Form 10-K/A for the year ended September 30, 2009 as filed with the Securities and Exchange Commission (the "Report"), I, Philip D. Ankeny, 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, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 14, 2009

/s/ Philip D. Ankeny
Philip D. Ankeny
Senior Vice President and
Chief Financial Officer