

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

**AMENDMENT NO. 3
to
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

SurModics, Inc.

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Common Stock, par value \$0.05 per share
(Title of Class of Securities)

868873100
(CUSIP Number of Common Stock)

Bryan K. Phillips, Esq.
Senior Vice President, General Counsel and Secretary
9924 West 74th Street
Eden Prairie, Minnesota 55344
(952) 500-7000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

Douglas P. Long, Esq.
Faegre Baker Daniels LLP
2200 Wells Fargo Center
90 South 7th Street
Minneapolis, Minnesota 55402
(612) 766-7000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$55,000,000	\$6,303.00

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$55 million in aggregate of up to 3,235,294 shares of common stock, \$0.05 par value, at the minimum tender offer price of \$17.00 per share.

** Previously Paid. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory No. 3 for fiscal year 2012, equals \$114.60 per million dollars of the value of the transaction.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

SCHEDULE TO

This Amendment No. 3 to Schedule TO ("Amendment No. 3") amends and supplements the Tender Offer Statement on Schedule TO, and the Offer to Purchase dated August 6, 2012 filed as exhibit (a)(1)(i) thereto, originally filed with the United States Securities and Exchange Commission (the "SEC") by SurModics, Inc., a Minnesota corporation ("SurModics" or the "Company") on August 6, 2012, as amended on August 9, 2012 by Amendment No. 1 to Schedule TO ("Amendment No. 1") and Amendment No. 2 on August 27, 2012 ("Amendment No. 2"), in connection with the Company's offer to purchase up to \$55 million in value of shares of its common stock, \$0.05 par value per share (the "Shares"), at a price not greater than \$19.00 nor less than \$17.00 per Share, to the seller in cash, less any applicable withholding taxes and without interest.

Only those items amended are reported in this Amendment No. 3. Except as specifically provided herein, the information contained in the Schedule TO, Amendment No. 1, Amendment No. 2 and the Offer to Purchase remains unchanged and this Amendment No. 3 does not modify any of the information previously reported on the Schedule TO, Amendment No. 1 and Amendment No. 2. You should read this Amendment No. 3 together with the Schedule TO, Amendment No. 1, Amendment No. 2, the Offer to Purchase and the Letter of Transmittal.

ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On September 6, 2012, the Company issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m., New York City time, on Wednesday, September 5, 2012. A copy of the press release is filed as Exhibit (a)(5)(v) to the Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 is amended and supplemented by adding the following exhibit as follows:

(a)(5)(v) Press Release dated September 6, 2012.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

SurModics, Inc.

Dated: September 6, 2012

By: /s/ Gary R. Maharaj

Name: Gary R. Maharaj

Title: President and Chief Executive Officer

SurModics Announces Preliminary Results of its Modified Dutch Tender Offer

EDEN PRAIRIE, Minn – (BUSINESS WIRE) – September 6, 2012—SurModics, Inc. (Nasdaq:SRDX), a leading provider of surface modification and *in vitro* diagnostic technologies to the healthcare industries, today announced the preliminary results of its modified Dutch auction tender offer for up to \$55.0 million in value of its common stock, which expired at 5:00 p.m., New York City time, on Wednesday, September 5, 2012. In accordance with the terms and conditions of the tender offer, SurModics expects to acquire 2,894,736 shares of its common stock at a price of \$19.00 per share, for an aggregate cost of \$55 million, excluding fees and expenses relating to the tender offer. These shares represent approximately 16.5% of SurModics' currently outstanding common stock.

Based on the preliminary count by American Stock Transfer & Trust Company, LLC, the Depository for the tender offer, approximately 2.96 million shares of SurModics' common stock were properly tendered and not properly withdrawn at or below the purchase price of \$19.00 per share. Since the offer was oversubscribed, the number of shares that SurModics will purchase from each tendering shareholder will be pro-rated. Based upon the preliminary count by the Depository of shares tendered, SurModics estimates that the proration factor will be approximately 97.8%. The proration factor is a preliminary estimate and is subject to change for a number of reasons, including if some or all of the shares tendered through notices of guaranteed delivery are not delivered within the applicable three trading day settlement period and the impact of odd-lot tenders and conditional tenders. The final proration factor will be announced promptly following completion of the verification process. Promptly after such announcement, the Depository will issue payment for the shares validly tendered and accepted under the tender offer and will return all other shares tendered. It is currently expected that payment for all shares purchased will be made on or about September 10, 2012.

As of September 5, 2012, SurModics had approximately 17.54 million shares of common stock outstanding. After giving effect to the results of the tender offer, SurModics expects to have approximately 14.65 million shares of common stock outstanding.

Citigroup Global Markets Inc. is the dealer manager. MacKenzie Partners, Inc. is the information agent and American Stock Transfer & Trust Company is the depository for the tender offer.

About SurModics, Inc.

SurModics' mission is to exceed our customers' expectations and enhance the well-being of patients by providing the world's foremost, innovative surface modification technologies and *in vitro* diagnostic chemical components. The Company partners with the world's leading and emerging medical device, diagnostic and life science companies to develop and commercialize innovative products designed to improve patient diagnosis and treatment. Core offerings include surface modification coating technologies that impart lubricity, prohealing, and biocompatibility capabilities; and components for *in vitro* diagnostic test kits and microarrays. SurModics is headquartered in Eden Prairie, Minnesota.

CONTACT:

SurModics, Inc.

Tim Arens, 952-500-7000

Vice President of Finance and interim Chief Financial Officer

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