

OMNICELL, Inc  
Form 8-K  
February 08, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **February 3, 2010**

**OMNICELL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-33043**  
(Commission File Number)

**94-3166458**  
(IRS Employer  
Identification Number)

**1201 Charleston Road  
Mountain View, CA 94043**

(Address of principal executive offices, including zip code)

**(650) 251-6100**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 3, 2010, at a meeting of the Compensation Committee (the Committee ) of the Board of Directors of Omnicell, Inc. (the Company ), the Committee approved the 2010 annualized base salaries for the Company's executive officers as set forth below. The annualized base salaries are effective April 1, 2010. In addition, the Committee granted long-term equity compensation awards to the Company's executive officers in the amounts set forth below.

| Name                   | Title                                                                                  | 2010<br>Annualized<br>Base Salary | Long-Term Equity<br>Compensation |                           |
|------------------------|----------------------------------------------------------------------------------------|-----------------------------------|----------------------------------|---------------------------|
|                        |                                                                                        |                                   | Stock Option<br>Grant(1)         | Restricted<br>Stock Units |
| Randall A. Lipps       | Chairman, President and Chief Executive Officer                                        | \$ 462,000                        | 80,000                           | 40,000                    |
| Robin G. Seim          | Vice President, Finance, Administration and Manufacturing, and Chief Financial Officer | \$ 265,000                        | 30,000                           | 15,000                    |
| J. Christopher Drew    | Senior Vice President, Field Operations                                                | \$ 294,000                        | 15,000                           | 7,500                     |
| Dan S. Johnston        | Vice President and General Counsel                                                     | \$ 245,000                        | 25,000                           | 12,500                    |
| Nhat Ngo               | Vice President, Strategy and Business Development                                      | \$ 245,000                        | 25,000                           | 12,500                    |
| Marga Ortigas-Wedekind | Vice President, Global Marketing and Product Development                               | \$ 265,000                        | 40,000                           | 20,000                    |

(1) The exercise price of each of the stock option grants is equal to closing price of the Company's stock on the date of grant, February 3, 2010, as reported on The NASDAQ Global Market, which was \$12.48 per share

The shares subject to each of the stock option grants vest as to 25% of the shares subject to the grant on the first anniversary of the vesting commencement date of such grants, January 1, 2010, with the remainder of the shares subject to the grant vesting in equal monthly installments over the following thirty-six months. The restricted stock unit awards vest on a semi-annual basis over a period of four years from the vesting commencement date of such grants, January 1, 2010.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit<br>Number | Description                                 |
|-------------------|---------------------------------------------|
| 10.1              | 2010 Executive Officer Annual Base Salaries |



**SIGNATURE**

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

**OMNICELL, INC.**

Dated: February 8, 2010

By:

*/s/ Dan S. Johnston  
Dan S. Johnston,  
Vice President  
and General Counsel*

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> |                                             | <b>Description</b> |
|---------------------------|---------------------------------------------|--------------------|
| 10.1                      | 2010 Executive Officer Annual Base Salaries |                    |

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