





Item 1.01. Entry into a Material Definitive Agreement.

On March 12, 2014, Masimo Corporation (“Masimo”) entered into the Fourth Amendment to Purchase and Sale Agreement with Nikken, Inc. (“Nikken”) by which Masimo waived all contingencies and agreed to purchase from Nikken the land and a 213,400 square foot building located in, Irvine, California (the “Property”). The Fourth Amendment amended the Purchase and Sale Agreement and Escrow Instructions dated November 1, 2013 (the “Agreement”), which had previously been amended three times to extend the feasibility and due diligence periods. Prior to entering into the Fourth Amendment, Masimo had no obligation to purchase the Property if it determined that the Property was not suitable for its use and development. Masimo intends to use the Property primarily as its new corporate and research and development headquarters. This Property will replace a variety of existing leased facilities in Irvine, California.

The purchase price of the Property will be \$56.0 million, subject to the adjustments, reimbursements, prorations and credits provided in the Agreement. Masimo has deposited \$2.0 million into escrow in connection with the pending purchase. The deposit may be retained by Nikken if the transaction does not close as a result of Masimo’s breach or default under the Agreement. The Agreement contains customary representations and warranties, covenants, closing conditions and termination provisions. The closing date is May 12, 2014, but Masimo and Nikken may agree to accelerate the closing to an earlier date.

The foregoing description of the Amended Agreement is qualified in its entirety by reference to the full text of the Amended Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending March 29, 2014.

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SIGNATURES

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

MASIMO CORPORATION  
a Delaware corporation

Date: March 18, 2014

By: /s/ MARK P. DE RAAD  
Mark P. de Raad  
Executive Vice President & Chief Financial Officer  
(Principal Financial and Accounting Officer)