

MEDTRONIC INC  
Form 8-K  
June 02, 2014

**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): May 30, 2014**

**Medtronic, Inc.**

**(Exact name of Registrant as Specified in its Charter)**

**Minnesota**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-7707**  
**(Commission**  
  
**File Number)**

**41-0793183**  
**(IRS Employer**  
  
**Identification No.)**

**710 Medtronic Parkway Minneapolis, Minnesota**

**55432**

**(Address of principal executive offices)**

**(Zip Code)**

**(Registrant's telephone number, including area code): (763) 514-4000**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

(a) On May 30, 2014, the Board of Directors of Medtronic, Inc. (the Company ) adopted an amendment (the Amendment ) to the Bylaws of the Company. The Amendment became effective immediately upon its adoption. The Amendment had the effect of deleting the last sentence of Section 2.10(c) of the Bylaws, which prior to the effectiveness of the Amendment provided as follows:

(c) *Committee of Disinterested Persons.* The Board may by resolution establish a committee composed of two or more disinterested directors or other disinterested persons to determine whether it is in the best interests of the corporation to pursue a particular legal right or remedy of the corporation and whether to cause the dismissal or discontinuance of a particular proceeding that seeks to assert a right or remedy on behalf of the corporation. The committee, once established, is not subject to the direction or control of, or termination by, the Board. A vacancy on the committee may be filled by a majority vote of the remaining committee members. The good faith determinations of the committee are binding upon the corporation and its directors, officers and shareholders. The committee terminates when it issues a written report of its determination to the Board.

As a result of the Amendment, a committee established pursuant to Section 2.10(c) of the Bylaws may continue in existence after it issues a written report of its determination to the Company's Board of Directors in accordance with Section 2.10(c).

A copy of the Bylaws (as amended by the Amendment) is attached as Exhibit 3.1 to this Current Report on Form 8-K.

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

(d) Exhibit 3.1 Bylaws of Medtronic, Inc. (as amended through May 30, 2014).

**SIGNATURES**

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

MEDTRONIC, INC.

By /s/ Gary L. Ellis  
Gary L. Ellis

Date: June 2, 2014

Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

**Medtronic, Inc.**

**Form 8-K Current Report**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Bylaws of Medtronic, Inc. (as amended through May 30, 2014)