

RESMED INC
Form SC 13G
March 18, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

(Amendment No. **)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

ResMed Inc.

(Name of Issuer)

Common Stock, par value \$0.04 (Common Stock)

(Title of Class of Securities)

761152107

(CUSIP Number)

December 31, 2009**

Date of Event Which Requires Filing of the Statement

Edgar Filing: RESMED INC - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

** This report on Schedule 13G is being filed to reflect holdings which, as a result of an administrative error, were not identified as requiring a filing on Schedule 13G at the time such reports were due. Upon discovering this oversight, the reporting persons promptly took steps to file this Schedule 13G, which reflects information that should have been reported for the years ending December 31, 2009, 2010 and 2011. See Item 4 of the disclosure for additional information. On February 14, 2013, the reporting persons timely filed a Schedule 13G reflecting their holdings as of December 31, 2012.

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Commonwealth Bank of Australia

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Australian Capital Territory, Commonwealth of Australia

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

12,350,885 shares*

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

12,350,885 shares*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,350,885 shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 8.54% (based on 144,679,214 shares outstanding as of December 31, 2011, per Form 10-Q dated February 2, 2012)*

12. TYPE OF REPORTING PERSON

BK/HC

* As of December 31, 2011. Held in the form of 3,537,173 shares of common stock and 88,137,123 CHESS Depository Interests (CDIs), with each CDI representing 0.1 shares of common stock. See Item 4 of the disclosure for information regarding holdings as of December 31, 2010 and December 31, 2009.

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Colonial Holding Company Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New South Wales, Commonwealth of Australia

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

12,067,022 shares*

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

12,067,022 shares*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,067,022 shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 8.34% (based on 144,679,214 shares outstanding as of December 31, 2011, per Form 10-Q dated February 2, 2012)*

12. TYPE OF REPORTING PERSON

HC

* As of December 31, 2011. Held in the form of 3,537,173 shares of common stock and 85,298,491 CDIs, with each CDI representing 0.1 shares of common stock. See Item 4 of the disclosure for information regarding holdings as of December 31, 2010 and December 31, 2009.

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Commonwealth Insurance Holdings Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New South Wales, Commonwealth of Australia

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

12,067,022 shares*

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

12,067,022 shares*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,067,022 shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 8.34% (based on 144,679,214 shares outstanding as of December 31, 2011, per Form 10-Q dated February 2, 2012)*

12. TYPE OF REPORTING PERSON

HC

* As of December 31, 2011. Held in the form of 3,537,173 shares of common stock and 85,298,491 CDIs, with each CDI representing 0.1 shares of common stock. See Item 4 of the disclosure for information regarding holdings as of December 31, 2010 and December 31, 2009.

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Colonial First State Group Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Victoria, Commonwealth of Australia

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

10,062,437 shares*

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

10,062,437 shares*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,062,437 shares*10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 6.95% (based on 144,679,214 shares outstanding as of December 31, 2011, per Form 10-Q dated February 2, 2012)*

12. TYPE OF REPORTING PERSON

HC

* As of December 31, 2011. Held in the form of 3,537,173 shares of common stock and 65,252,643 CDIs, with each CDI representing 0.1 shares of common stock. See Item 4 of the disclosure for information regarding holdings as of December 31, 2010 and December 31, 2009.

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. **First State Investment Management (UK) Limited**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Scotland, United Kingdom

5. SOLE VOTING POWER

NUMBER OF

0

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,735,212 shares*

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

7,735,212 shares*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,735,212 shares*10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.35% (based on 144,679,214 shares outstanding as of December 31, 2011, per Form 10-Q dated February 2, 2012)*

12. TYPE OF REPORTING PERSON

IA/FI

* As of December 31, 2011. Held in the form of 3,537,173 shares of common stock and 41,980,396 CDIs, with each CDI representing 0.1 shares of common stock. See Item 4 of the disclosure for information regarding holdings as of December 31, 2010 and December 31, 2009.

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Item 1(a) Name of Issuer: ResMed Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

9001 Spectrum Center Blvd

San Diego, CA 92123

United States of America

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Commonwealth Bank of Australia

Ground Floor, Tower 1

201 Sussex Street

Sydney, New South Wales, 2000

Commonwealth of Australia

Australian Capital Territory

Colonial Holding Company Limited

Ground Floor, Tower 1

201 Sussex Street

Sydney, New South Wales, 2000.

Commonwealth of Australia

New South Wales

Commonwealth Insurance Holdings Limited

Ground Floor, Tower 1

201 Sussex Street

Sydney, New South Wales, 2000

Commonwealth of Australia

New South Wales

Colonial First State Group Limited

Ground Floor, Tower 1

201 Sussex Street

Sydney, New South Wales, 2000

Commonwealth of Australia

Victoria

First State Investment Management (UK) Limited

23 St Andrew Square

Edinburgh EH2 1BB

Scotland

Item 2(d) Title of Class of Securities:

Common stock and CHESS Depository Interests (CDIs)

Item 2(e) CUSIP Number: 761152107

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act;
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) ☒ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: First State Investment Management (UK) Limited is an investment adviser registered pursuant to the law of the jurisdiction in which it is located.

If this statement is filed pursuant to Rule 13d-1(c), check this box: ☐

Item 4 Ownership:

- (a) Amount beneficially owned:
- (b) Percent of Class:
- (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote of; (ii) shared power to vote or to direct the vote of; (iii) sole power to dispose or to direct the disposition of; and/or (iv) shared power to dispose or to direct the disposition of:

This report on Schedule 13G is being filed to reflect positions which, as a result of an administrative error, were not identified as requiring a filing on Schedule 13G at the time such reports were due. Upon discovering this oversight, the reporting persons promptly took steps to file this Schedule 13G, which reflects information that should have been included for the years ending December 31, 2009, 2010 and 2011. On February 14, 2013, the reporting persons timely filed a Schedule 13G reflecting their holdings as of December 31, 2012.

As of December 31, 2011, (1) Commonwealth Bank of Australia had shared voting and dispositive power over 12,350,885 shares of the issuer's common stock, representing approximately 8.54% of the class (held in the form of 3,537,173 shares of common stock and 88,137,123 CHESS Depository Interests (CDIs), with each CDI representing 0.1 shares of common stock); (2) Colonial Holding Company Limited had shared voting and dispositive power over 12,067,022 shares of the issuer's common stock, representing approximately 8.34% of the class (held in the form of 3,537,173 shares of common stock and 85,298,491 CDIs, with each CDI representing 0.1 shares of common stock); (3) Commonwealth Insurance Holdings Limited had shared voting and dispositive power over 12,067,022 shares of the issuer's common stock, representing approximately 8.34% of the class (held in the form of 3,537,173 shares of common stock and 85,298,491 CDIs, with each CDI representing 0.1 shares of common stock); (4) Colonial First State Group Limited had shared voting and dispositive power over 10,062,437 shares of the issuer's common stock, representing approximately 6.95% of the class (held in the form of 3,537,173 shares of common stock and 65,252,643 CDIs, with each CDI representing 0.1 shares of common stock); and (5) First State Investment Management (UK) Limited had shared voting and dispositive power over 7,735,212 shares of the issuer's common stock, representing approximately 5.35% of the class (held in the form of 3,537,173 shares of common stock and 41,980,396 CDIs, with each CDI representing 0.1 shares of common stock). (All percentages based on 144,679,214 shares outstanding as of December 31, 2011, per Form 10-Q dated February 2, 2012).

As of December 31, 2010, (1) Commonwealth Bank of Australia had shared voting and dispositive power over 10,272,769 shares of the issuer's common stock, representing approximately 6.69% of the class (held in the form of 2,373,973 shares of common stock and 78,987,960 CDIs, with each CDI representing 0.1 shares of common stock); (2) Colonial Holding Company Limited had shared voting and dispositive power over 10,048,338 shares of the issuer's common stock, representing approximately 6.55% of the class (held in the form of 2,373,973 shares of common stock and 76,743,659 CDIs, with each CDI representing 0.1 shares of common stock); and (3) Commonwealth Insurance Holdings Limited had shared voting and dispositive power over 10,048,338 shares of the issuer's common stock, representing approximately 6.55% of the class (held in the form of 2,373,973 shares of common stock and 76,743,659 CDIs, with each CDI representing 0.1 shares of common stock). (All percentages based on 153,467,673 shares outstanding as of December 31, 2010, per Form 10-Q dated February 2, 2011).

As of December 31, 2009, (1) Commonwealth Bank of Australia had shared voting and dispositive power over 4,240,886 shares of the issuer's common stock, representing approximately 5.64% of the class (held in the form of 1,260,940 shares of common stock and 29,799,469 CDIs, with each CDI representing 0.1 shares of common stock); (2) Colonial Holding Company Limited had shared voting and dispositive power over 4,186,099 shares of the issuer's common stock, representing approximately 5.57% of the class (held in the form of 1,260,940 shares of common stock and 29,251,591 CDIs, with each CDI representing 0.1 shares of common stock); and (3) Commonwealth Insurance Holdings Limited had shared voting and dispositive power over 4,186,099 shares of the issuer's common stock, representing approximately 5.57% of the class (held in the form of 1,260,940 shares of common stock and 29,251,591 CDIs, with each CDI representing 0.1 shares of common stock). (All percentages based on 75,204,449 shares outstanding as of December 31, 2009, per Form 10-Q dated February 3, 2010).

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Exhibit 99.2.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. I also certify that, to the best of my knowledge and belief, the foreign regulatory schemes applicable to the relevant subsidiaries referenced in Exhibit 99.2 to this Schedule 13G are substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s), and that I undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 18th day of March, 2013.

Commonwealth Bank of Australia

By: /s/ John Damien Hatton
Name: John Damien Hatton
Title: Company Secretary

Colonial Holding Company Limited

By: /s/ John Damien Hatton
Name: John Damien Hatton
Title: Director

Commonwealth Insurance Holdings Limited

By: /s/ John Damien Hatton
Name: John Damien Hatton
Title: Director

Colonial First State Group Limited

By: /s/ John Damien Hatton
Name: John Damien Hatton
Title: Director

First State Investment Management (UK) Limited

By: /s/ Chris Turpin
Name: Chris Turpin
Title: Director

INDEX TO EXHIBITS

Exhibit No.	Exhibit
99.1	Joint Filing Agreement
99.2	Item 7 Information