

MEDTRONIC INC  
Form 8-K  
October 23, 2013

**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): October 18, 2013**

**Medtronic, Inc.**

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

**Minnesota**  
**(State or other jurisdiction**

**1-7707**  
**(Commission**

**41-0793183**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**710 Medtronic Parkway, Minneapolis, Minnesota 55432**

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**(Address of principal executive offices) (Zip Code)**

**(763) 514-4000**

**(Registrant's telephone number, including area code):**

**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 8.01 Other Events.**

As previously disclosed by Medtronic, Inc. (the Company) in a Current Report on Form 8-K filed with the Securities and Exchange Commission on August 27, 2013, the shareholders of the Company approved, at the 2013 Annual Meeting, an amendment and restatement of the Company's Articles of Incorporation in order to eliminate the Fair Price Provision. On October 18, 2013, the Company effected such action by filing Articles of Amendment with the Minnesota Secretary of State. A copy of the Amended and Restated Articles of Incorporation is attached to this Current Report as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired: None.

(b) Pro Forma Financial Information: None.

(c) Shell Company Transactions: None.

(d) Exhibits:

3.1 Medtronic, Inc. Amended and Restated Articles of Incorporation.

**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  
Senior Vice President and Chief Financial Officer

Date: October 23, 2013

EXHIBIT INDEX

Medtronic, Inc.

Form 8-K Current Report

<b>Exhibit No.</b>	<b>Description</b>
3.1	Medtronic, Inc. Amended and Restated Articles of Incorporation.