NATUS MEDICAL INC
Form 10-K
March 14, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

x **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2007**

OR

¨ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.**

Commission file number: 000 33001

NATUS MEDICAL INCORPORATED

(Exact name of Registrant as specified in its charter)

Delaware	**77 0154833**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

1501 Industrial Road, San Carlos, California 94070

(Address of principal executive offices, including zip code)

(650) 802 0400

(Registrant s Telephone Number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act: Common Stock, $0.001 par value

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such requirements for the past 90 days. Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

As of June 30, 2007, the last business day of Registrant s most recently completed second fiscal quarter, there were 21,636,549 shares of Registrant s common stock outstanding, and the aggregate market value of such shares held by non-affiliates of Registrant (based upon the closing sale price of such shares on the Nasdaq National Market on July 2, 2007) was $240,110,035. Shares of Registrant s common stock held by each executive officer and director and by each entity that owns 5% or more of Registrant s outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

On March 7, 2008, the registrant had 21,768,855 shares of its common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The Registrant has incorporated by reference, into Part III of this Form 10-K, portions of its Proxy Statement for the 2008 Annual Meeting of Stockholders.

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NATUS MEDICAL INCORPORATED

ANNUAL REPORT ON FORM 10-K

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PART 1

ITEM 1. Business

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 about Natus Medical Incorporated (Natus, we, us, or our Company). These statements include, among other things, statements concerning our expectations, beliefs, plans, intentions, future operations, financial condition and prospects, and business strategies. The words may, will, continue, estimate, project, intend, believe, expect, anticipate, and other similar expressions generally identify forward-looking statements. Forward-looking statements in this Item 1 include, but are not limited to, statements regarding the effectiveness and advantages of our products, factors relating to demand for and economic advantages of our products, our plan to develop and acquire additional technologies, products or businesses, and our marketing, technology enhancement, and product development strategies.

Forward-looking statements are not guarantees of future performance and are subject to substantial risks and uncertainties that could cause the actual results to differ materially from those that we predicted in the forward-looking statements. Investors should carefully review the information contained under the caption Risk Factors contained in Item 1A for a description of risks and uncertainties that could cause actual results to differ from those that we predicted. All forward-looking statements are based on information available to us on the date hereof, and we assume no obligation to update forward-looking statements.

Natus®, AABR®, ABaer®, ALGO®, AuDX®, Biliband®, Bio-logic®, Ceegraph®, CHAMP®, Cool-Cap®, Ear Couplers®, Flexicoupler®, MASTER®, Navigator®, neoBLUE®, Oxydome®, Sleepscan®, Smart Scale®, Traveler®, Warmette® and VAC-PAC® are registered trademarks of Natus Medical Incorporated. Accuscreen , Bili-Lite Pad , Bili-Lite , Billi-Bassinet , Bili-Mask , Bili-Meter , Circumstraint , EchoLink , MiniMuff Neometrics , Papoose Board , Smartpack and Warm-Lamp are non-registered trademarks of Natus. Solutions for Newborn Care is a non-registered service mark of Natus. Deltamed® and Coherence® are registered trademarks of Deltamed SA. Fischer-Zoth®, AOAE®, Cochlea-Scan® and Echo-Screen® are registered trademarks of Fischer-Zoth GmbH. Sleeprite® is a registered trademark of Excel Tech Ltd. Neuromax and Xltek are non-registered trademarks of Excel Tech Ltd.

Overview

Natus is a provider of healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments such as hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and certain newborn conditions. We develop, manufacture, and market advanced neurodiagnostic and newborn care products to healthcare professionals in over 80 countries. Our product offerings include computerized neurodiagnostic systems for audiology, neurology, polysomnography, and neonatology, as well as newborn care products such as hearing screening systems, phototherapy devices for the treatment of newborn jaundice, head-cooling products for the treatment of brain injury in newborns, and software systems for managing and tracking disorders and diseases for public health laboratories.

We have completed a number of acquisitions since 2003, consisting of either the purchase of a company, substantially all of the assets of the company, or individual products or product lines. The businesses we have acquired include Neometrics in 2003, Fischer-Zoth in 2004, and Bio-logic, Deltamed, and Olympic in 2006. On November 29, 2007 we acquired Excel-Tech Ltd. (Xltek), based in Oakville, Ontario, Canada. Xltek develops and markets computer-based electrodiagnostic systems and disposable supplies used by medical practitioners to aid in the detection, diagnosis, and monitoring of neurologic and sleep disorders.

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Product Families

We categorize our products into the following product families:

Hearing Includes product lines for Newborn Hearing Screening and Diagnostic Hearing Assessment.

Monitoring Systems for Neurology Includes product lines for Diagnostic Neurologic Analysis (EEG), Diagnostic Sleep Analysis (PSG), Electromyography (EMG), Intra-operative Monitoring (IOM); and Newborn Brain Monitoring (CFM).

Newborn Care Includes products for the treatment of Brain Injury and Jaundice in newborns.

Our principal product offerings within these product families are presented in the table below:

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Our Product Offerings

Hearing

Newborn Hearing Screening

Overview

Hearing impairment is the most common treatable chronic disorder in newborns, affecting as many as five babies out of every 1,000 newborns. It is estimated that 20,000 hearing-impaired babies are born in the United States (U.S.) every year, and as many as 60,000 more in the rest of the developed world. Until the introduction of universal newborn hearing screening programs, screening was generally performed only on those newborns who had identifiable risk factors for hearing impairment. However, screening only those newborns with risk factors for hearing impairment overlooks approximately half of newborns with some level of hearing impairment.

Early identification of hearing impairment and early intervention has been shown to improve language development significantly. Undetected hearing impairment often results in the failure to learn, process spoken language, and speak. If hearing impairment is not detected prior to discharge from the hospital it is often not detected until the child is 18 months of age or older. A 1997 study conducted at the University of Colorado, Boulder evaluated the impact of hearing impairment on language and speech. All of the children evaluated in the study were born with a hearing impairment but differed by the age at which the hearing impairment was detected. The study concluded that those children whose hearing loss was detected early and who received appropriate treatment had significantly better language skills and vocabularies than those children whose hearing loss was detected later.

Newborn Hearing Screening in the United States

We estimate that today approximately 95% of the children born in the U.S. are being screened for hearing impairment prior to discharge from the hospital. In 1994, the American Academy of Pediatrics Task Force on Newborn and Infant Hearing first published specific guidelines for universal newborn hearing screening programs. In 2000 and 2007, the Joint Committee on Infant Hearing (JCIH) Position Statements outlined principles, guidelines, and benchmarks for early hearing detection and intervention programs. These principles and guidelines are considered the standard of care today. Because positive results are referred to an audiologist or an Ear, Nose and Throat physician (ENT) for additional testing and evaluation, limiting the number of refers stemming from false positive results reduces the cost of a newborn screening program. In addition, false positive results can cause unnecessary emotional trauma for parents.

The 2007 JCIH Position Statement updated and expanded the definition of targeted hearing loss and recommended a specific protocol for babies admitted to the Neonatal Intensive Care Unit (NICU) for more than 5 days. Additionally, the document expressed increased awareness, not only of the need for diagnostic audiology evaluation for children diagnosed with hearing impairment at birth, but also for surveillance and hearing screening for children at risk of delayed onset and progressive hearing impairment during the first three years of life.

Newborn Hearing Screening Techniques

The two traditional technologies used to screen newborns and infants for hearing impairment are auditory brainstem response and otoacoustic emissions.

Auditory brainstem response (ABR). Auditory brainstem response technology is the most accurate and comprehensive method for screening and diagnosing hearing impairment. Auditory brainstem response technology is based on detecting the brain s electric impulses resultant from a specific auditory stimulus. ABR screening devices, used for newborn hearing screening, detect and analyze the brainwave response resulting from

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audible click stimuli presented to the infant s ears. Automated Auditory Brainstem Response (AABR) devices were developed to automatically analyze the ABR waveform resulting from the auditory stimuli with computerized detection algorithms and statistical analysis. These devices can be used by any level of hospital personnel with a minimal amount of training and will deliver a clinically valid and accurate screen. The detection algorithms indicate a PASS or REFER result that requires no interpretation, thereby reducing staffing requirements, test times, and total hearing screening program costs. A REFER test result indicates that the patient should be referred to an Audiologist or ENT for further diagnostic evaluation.

Otoacoustic emissions (OAE). OAEs are sounds created by the active biomechanical processes within the sensory cells of the cochlea. They occur both spontaneously and in response to acoustic stimuli. OAE screening uses a probe placed in the ear canal to deliver auditory stimuli and to measure the response of the sensory cells with a sensitive microphone. OAE screening devices have technology that allows them to discriminate between randomly occurring OAEs, OAEs created by interfering room noise present in the test environment, and the OAEs that are a response to specific test stimuli. Automated OAE screening devices are capable of filtering non-specific OAEs in order to detect and analyze the OAEs that lead to an accurate screen of the infant s hearing. While a PASS test result indicates a proper functioning cochlea, a REFER test result indicates that the OAEs are absent or small compared to normal data. A REFER test result indicates that the patient should be referred to an Audiologist or ENT for further diagnostic evaluation. OAE technology is unable to detect hearing disorders affecting the neural pathways, such as auditory neuropathy. Estimates of the incidence rate of auditory neuropathy among hearing impaired newborns vary widely, but are thought to be in the range of 5% to 15%.

Newborn Hearing Screening Product Lines

Our newborn hearing screening product lines consist of the ALGO, ABaer, AuDX, and Echo-Screen newborn hearing screeners. These hearing screening products utilize proprietary signal detection technologies to provide accurate and non-invasive hearing screening for newborns and are designed to detect hearing loss at 35 dB nHL or higher. Each of these devices is designed to generate a PASS or REFER result.

ALGO 3 and 3i Newborn Hearing Screeners. These AABR devices deliver thousands of soft audible clicks to the newborn s ears through sound cables and disposable earphones connected to the instrument. Each click elicits an identifiable brain wave, which is detected by disposable electrodes placed on the head of the child, and analyzed by the screening device. These devices use our proprietary AABR signal detection algorithm.

ABaer Newborn Hearing Screener. The ABaer, which is a PC-based newborn hearing screening device, offers a combination of automatic ABR, OAE, and diagnostic ABR technologies in one system. The automatic ABR technology utilizes our patented Point Optimized Variance Ratio (POVR) signal detection algorithm developed by the House Ear Institute. Like our ALGO newborn hearing screeners, this device delivers thousands of soft audible clicks to the newborn s ears through sound cables and disposable earphones. Each click elicits an identifiable brain wave, which is detected by disposable electrodes placed on the head of the child, and analyzed by the screening device. The ABaer OAE software is the same technology used in our AuDX product and the diagnostic ABR software is the same technology used in our Navigator diagnostic hearing assessment product.

AuDX and Echo-Screen. Our AuDX and Echo-Screen products are hand-held OAE screening devices that can be used for newborn hearing screening, as well as for patients of all ages, from children through adults. These devices record and analyze OAEs generated by the cochlea through sound cables and disposable ear probes inserted into the patient s ear canal. OAE technology is unable to detect hearing disorders affecting the neural pathways, such as auditory neuropathy.

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Hearing Screening Supply Products

For infection control, accuracy, and ease of use, the supply products used with our newborn hearing screening devices are designed as single-use, disposable products. Each screening supply product is designed for a specific hearing screening technology.

ABR Screening Supply Kits. Each ABR screen is carried out with single-use earphones and electrodes, which are alcohol and latex-free. The adhesives used in these supply products are specially formulated for use on the sensitive skin of newborns. To meet the needs of our customers we offer a variety of packaging options.

OAE Supply Products. Each OAE screen is carried out with single-use probe tips that are supplied in a variety of sizes and packaging options.

Diagnostic Hearing Assessment

Overview

We design and manufacture a variety of products used to screen for or diagnose hearing loss, or to identify abnormalities affecting the peripheral and central auditory nervous systems. The technology used in most of these systems is either electrodiagnostic in nature or measures a response from the cochlea known as an otoacoustic emission.

Electrodiagnostic systems record electrical activity generated in the central nervous system. An electrodiagnostic testing device delivers acoustic stimuli to the ears while electrodes placed on the scalp record the brain s electrical response. The most common auditory test performed with electrodiagnostic equipment is the auditory brainstem response (ABR) test. This test, which records brainwaves that correspond to responses from the inner ear and brainstem, is used to screen for and define hearing loss characteristics, particularly for patients who cannot reliably respond to standard behavioral tests of hearing, either verbally or through motor response. A technician with minimal training can operate an instrument that performs an automated ABR screening test. More advanced ABR testing techniques that either define the nature of the hearing loss or that screen for other auditory abnormalities such as an acoustic tumor, require the expertise of a trained clinician, usually an audiologist or an ENT physician, an understanding of the technology being used, and the ability to interpret complex waveforms that represent the brain s electrical activity.

Diagnostic Hearing Assessment Product Lines

Our diagnostic hearing assessment products consist of the Navigator Pro system, the Scout Sport portable diagnostic device, the HINT PRO, the AuDX PRO, the Cochlea-Scan, and the Centor.

Navigator PRO. Our Navigator PRO for hearing assessment consists of a base system that is augmented by discrete software applications that are marketed as enhancements to the system. The Navigator Pro System is a PC-based, configurable device that utilizes evoked potentials, which are electrical signals recorded from the central nervous system that appear in response to repetitive stimuli, such as a clicking noise. The evoked potentials are used to record and display human physiological data associated with auditory and hearing-related disorders. The Navigator Pro System can be used for patients of all ages, from children to adults, including infants and geriatric patients. The device can be configured with additional proprietary software programs for various applications. These additional software programs include: Stacked ABR, CHAMP, MASTER, AEP, VEMP, BioMAP, and Scout.

Scout SPORT. The Scout SPORT is a PC-based OAE system. The ultra portable Scout Sport can be carried from one computer to another to test in different locations. For office-based environments, the Scout Sport can be used with a dedicated notebook computer to create an independent portable system.

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HINT PRO. Our *Hearing in Noise Test* application uses test sentences, procedures, and headphone norms developed by the House Ear Institute. The system features computerized administration, scoring, report generation, and data storage. The HINT measures the patient s ability to recognize and repeat short sentences presented in quiet or in noise. The speech and noise sources can be spatially separated to measure binaural directional hearing and spatial unmasking. The patient s sentence recognition threshold is measured in quiet and in three noise conditions.

AuDX PRO. The AuDX Pro is a hand-held OAE screening device with a large color display that can be used for patients of all ages, newborns through geriatrics. The AuDX records and analyzes OAEs generated by the cochlea through sound cables and disposable ear probes inserted into the patient s ear canal. A REFER test result indicates that the patient should be referred to an Audiologist or ENT for further diagnostic evaluation.

Cochlea-Scan. The Cochlea-scan is an easy to use handheld device to assess hearing loss. It utilizes Distortion Product Otoacoustic Emissions (DPOAE) technology, which allows the user to quantify hearing loss using physiologic measures instead of relying upon a patient s behavioral response.

Centor. The Centor is a portable Audio-Evoked Potentials (AEP) product that records auditory evoked responses (AERs) in order to perform objective diagnoses as well as hearing-loss screening for adults and neonates. The system records AERs with standard or automatic protocols, including ABR, Middle Latency Audio-Evoked Potentials (MLAEP), ElectroCochleoGraphy (EcochG), Vestibular Evoked Myogenic Potentials (VEMP), as well as pure tone or vocal stimulation.

Diagnostic Hearing Supply Products

For infection control, accuracy, and ease of use, most supply products used with our diagnostic hearing devices and systems are designed as single-use, disposable products. Each screening supply product is designed for a specific diagnostic hearing technology, and is similar in nature to our previously described OAE supply products for use in newborn hearing screening.

Monitoring Systems for Neurology

Our monitoring systems for Neurology represent a comprehensive line of products that are used by physicians, nurses and medical technologists to assist in the diagnosis and monitoring of neurological disorders of the central and peripheral nervous system, and as an aid in monitoring patients under sedation or post-operative care. Our product lines consist of the following:

Electroencephalograph or EEG Equipment that monitors and visually displays the electrical activity generated by nerve cells in the brain for both diagnosis and monitoring of neurological disorders in the hospital, laboratory, office or patient s home;

Polysomnography or PSG Equipment that measures a variety of respiratory and neurological functions to assist in the diagnosis and monitoring of sleep disorders, such as snoring and obstructive sleep apnea, a condition that causes a person to stop breathing intermittently during sleep;

Electromyography or EMG Equipment that measures electrical activity in nerves and muscles, and the spinal cord; and

Intra-operative Monitoring or IOM Products that assist surgeons in preserving the functional integrity of a patient s nervous system during and after complex surgical procedures.

Diagnostic Electroencephalograph (EEG) Monitoring

Overview

We design, manufacture, and market a full line of computerized instruments used to help diagnose the presence of seizure disorders and epilepsy, look for causes of confusion, evaluate head injuries, tumors,

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infections, degenerative diseases, and metabolic disturbances that affect the brain, and assist in surgical planning. This type of testing is also done to diagnose brain death in comatose patients. These systems and instruments work by detecting, amplifying, and recording the brain s electrical impulses (EEGs). Routine EEG recording is done by placing electrodes on a patient s scalp over various areas of the brain to record and detect patterns of activity and specific types of electrical events. EEG technologists perform the tests, and neurologists review and interpret the results.

Routine outpatient EEG testing is performed both in private physicians offices and hospital EEG laboratories, providing physicians with a clinical assessment of a patient s condition. For patients with seizures that do not respond to conventional therapeutic approaches, long-term inpatient testing of EEGs and behavior is used to determine if surgical solutions are appropriate.

Diagnostic Electroencephalograph (EEG) Monitoring Product Lines

Our diagnostic EEG monitoring product lines for neurology consist of devices operating with our proprietary software, augmented by signal amplifiers. These products are typically used in concert, as part of an EEG system by the neurology department of a hospital to assist in the diagnosis of assorted neurological conditions.

Kortex; Ceegraph VISION; Coherence. Our computerized EEG Systems include a broad range of products, from software licenses and ambulatory monitoring systems to advanced laboratory systems with multiple capabilities for EEG, ICU monitoring, long-term epilepsy monitoring of up to 128 channels, and physician review stations with quantitative EEG analysis capabilities.

Proprietary Signal Amplifiers. Our proprietary signal amplifiers function as the interface between the patient and the computer, and are also known as the headbox . The headbox connects disposable electrodes attached to the patient s head to our EEG monitoring systems. Our proprietary headbox products are sold for a wide variety of applications under the following brand names: Netlink EEG, Netlink LTM, Netlink Traveler, Traveler II, Trex, EEG32, EMU128, EMU40, and the Brain Monitor. Recent innovations in electronics technology and advanced internet-protocol data transmission enable certain of our amplifiers to record and transmit up to 32 channels of digital data using Ethernet communication.

Several additional options are available to enhance our EEG products, including: a digital video option, which provides synchronized video recording of a patient s behavior while recording electrical activity from the brain; our patented SmartPack software option, which is an innovative data compression process that reduces the size of data files by as much as 60%, and our Universal Reader which is a physician s review station that permits fast and easy data analysis in a graphical format.

Diagnostic Polysomnography (PSG) Monitoring

Overview

Increasing public awareness of sleep disorders has made sleep medicine a rapidly growing specialty. The analysis of respiratory patterns, brain electrical activity and other physiological data has proven critical for the diagnosis and treatment of sleep-related diseases such as apnea, insomnia, and narcolepsy. A sleep study entails whole-night recordings of brain electrical activity, muscle movement, airflow, respiratory effort, oxygen levels, electrical activity of the heart (ECG), and other parameters. These recordings typically result in over 1,000 pages of data that are reviewed, analyzed, and scored by a technician, and summarized in a report for the physician. We market configured laboratory systems, portable systems, and ambulatory recorders for home monitoring.

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Diagnostic Polysomnography (PSG) Monitoring Product Lines

Our diagnostic PSG monitoring products can be used individually or as part of a networked system for overnight sleep studies to assist in the diagnosis of sleep disorders. These products include software licenses, ambulatory monitoring systems, and laboratory systems that combine multiple capabilities, including EEG monitoring, physician review stations, and quantitative EEG analysis capabilities.

Sleepscan; Connex; SleepWorks; Coherence. Our diagnostic PSG systems capture and store all data digitally and provide time-saving features and software for acquiring and analyzing the data. The systems enable users to specify rules and personal preferences to be used during analysis, summarizing the results graphically and incorporating them in detailed reports. Our Sleepscan customized analysis includes color-coded sleep stages and flow loop analysis. The Coherence system utilizes a Pulse Transit Time device for the detection of respiratory events and arousals.

Sleepscan Netlink. Our Sleepscan Netlink data acquisition system incorporates recent developments in superior amplifiers for sleep analysis. In addition to exceptional signal quality, the Netlink headbox includes a built-in oximeter, and allows the user to start and stop a study or perform electrode impedance testing either at the patient s bedside or from the monitoring room.

We also market a broad line of disposable products and accessories for the polysomnography laboratory. The Airflow Pressure Transducer uses pressure changes as an indicator of patient airflow levels, as contrasted to other monitoring devices that use temperature to indicate these levels. This product detects shallow breathing in situations where temperature related transducers might remain substantially unchanged. This method has been documented in industry publications to produce the signature waveform used in identifying a respiratory disorder known as Upper Airway Resistance Syndrome.

Electromyography (EMG)

Overview

An electromyogram (EMG) measures the electrical activity of muscles both at rest and during contraction. Measuring the electrical activity in muscles and nerves can help diagnose diseases that damage muscle tissue or nerves. An EMG is done to determine if there is any disease present that damages muscle tissue, nerves, or the junctions between nerve and muscle (neuromuscular junctions). An EMG can also be used to diagnose the cause of weakness, paralysis, and muscle twitching. It is also used as a primary diagnosis for carpal tunnel syndrome, which is the most frequently encountered peripheral compressive neuropathy.

Diagnostic Electromyography (EMG) Product Lines

NeuroMAX. A dedicated EMG device focused entirely on signal quality and clinical efficiency. The device gathers neurophysiological data that is saved to a fully customizable report, allowing physicians to take care of patients with the most informed advice.

XCalibur. An EMG system that uses advanced circuit design and digital signal processing to deliver clean signals, making the process of acquiring patient data reliable and quick. The system s software tools enrich data acquisition, reporting and review capabilities.

Intra-operative Monitoring (IOM)

Overview

Intra-operative monitoring is the use of electrophysiological methods such as EMG and EEG, to monitor the functional integrity of neural structures (brain, nerves, spinal cord) during surgery. The most common applications are in neurosurgery such as spinal surgery; some brain surgeries; ENT procedures and peripheral nerve surgery. IOM is used to localize neural structures and test the function of these structures for early detection of intra-operative injury, allowing for immediate corrective measures.

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Intra-operative Monitoring Products

Protektor. An IOM system that provides medical professionals with all information necessary to make immediate and critical surgical decisions. The system combines flexibility with multi-modality allowing full coverage of intra-operative monitoring techniques.

Newborn Care

Newborn Care Products

Natus manufactures a wide variety of products used in the medical care of newborns. These product lines include products to diagnose and treat newborn brain injury, as well as a line of phototherapy lights to treat newborn jaundice. The Company also sells a variety of newborn care products to meet the needs of clinicians in the nursery and Neonatal Intensive Care Unit.

Newborn Brain Injury

Overview

For many years, newborn infants admitted to the neonatal intensive care unit of a hospital have routinely been monitored for heart activity, temperature, respiration, oxygen saturation, and blood pressure. Only recently has it also been considered important to monitor brain activity using continuous electroencephalopgraphy (EEG). A cerebral function monitor, utilizing amplitude-integrated EEGs (aEEGs), is a device for monitoring background neurological activity.

Neurological Assessment and Treatment Options

Early diagnosis of brain injury in newborns, when combined with early intervention, has been shown to reduce the severity of these brain injuries and in some cases, save the patient s life. These brain injuries, which can occur in as many as three out of every 1,000 newborns, are caused by conditions such as hypoxic ischemic encephalopathy (HIE), subclinical seizures, or neurological disorders. Diagnosing these conditions shortly after birth is imperative, as patients who undergo therapy within six hours after birth show a greater potential for improved outcomes.

Clinical studies have also shown that recent advancements in two primary technologies can have a marked and positive impact upon newborn brain injury. These technologies are amplitude-integrated EEG and servo-controlled patient cooling.

Newborn Brain Injury Product Line

Olympic CFM-6000 System. The Cerebral Function Monitor (CFM) provides the Neurologist with the technology to diagnose neurological disorders or brain injury in the newborn. The device continuously monitors and records brain activity, aiding in the detection and treatment of HIE and seizures. The device also monitors the effects of drugs and other therapies on brain activity and improves the accuracy of newborn neurological assessments. The Olympic CFM-6000 helps determine the need for further neurological examination or transport to a tertiary-care center. The CFM is used with electrodes attached to the head of the newborn to acquire an aEEG signal that is then filtered, compressed, and displayed graphically on the device or as a hardcopy printout.

Olympic Cool-Cap System. The Olympic Cool-Cap is the only FDA approved device for administering selective head cooling as a treatment for moderate to severe HIE. A four-year clinical trial for the Cool-Cap was completed in 2006, and the FDA gave approval for the product in December 2006. The clinical trial validated the benefit of direct brain cooling in reducing the severity of brain injury resulting from newborn HIE. Both the device and the proprietary software conform to the clinical trial protocol and are designed to assist the clinician

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in safely administering the treatment, thereby preventing or significantly reducing the severity of neurological injury associated with HIE.

Newborn Brain Injury Supply Products. In addition to disposable electrodes used to perform each aEEG test using the CFM-6000, the Olympic Cool-Cap brain cooling system uses a single-patient, disposable, cooling cap to continuously circulate sterile water to the patient during the 72-hour treatment period.

Jaundice Management Products

Overview

The American Academy of Pediatrics estimates that each year 60% of the approximately four million newborns in the U.S. become jaundiced. According to the Journal of the American Medical Association, neonatal jaundice is the single largest cause for hospital readmission of newborns in the U.S., and accounts for 50% of readmissions. Because of the serious consequences of hyperbilirubinemia, the American Academy of Pediatrics recommends that all newborns be closely monitored for jaundice and has called for the physician to determine the presence or absence of an abnormal rate of hemolysis to establish the appropriate treatment for the newborn.

In 2004, the American Academy of Pediatrics issued new guidelines for the treatment of jaundice in newborns. The guidelines recommend phototherapy as the standard of care for the treatment of hyperbilirubinemia in infants born at 35 weeks or more of gestation. The guidelines further highlight the need for intense phototherapy, and specifically recommend the use of the blue light treatment incorporated into our neoBLUE products.

We currently offer the following products that meet guidelines of the American Academy of Pediatrics for the treatment of newborn jaundice:

neoBLUE Product Family. This product line consists of our neoBLUE, neoBLUE Mini, and neoBLUE Cozy devices, which utilize Light Emitting Diodes (LEDs) to generate a high-intensity, narrow spectrum of blue light that is clinically proven to be most effective in the treatment of newborn jaundice. The neoBLUE phototherapy devices emit significantly less ultraviolet light and heat than conventional phototherapy devices, reducing the risk of skin damage and dehydration for infants undergoing treatment. Because of the high intensity of these lights, the treatment time associated with phototherapy is reduced.

Bili-Lite Product Family. These devices utilize fluorescent light bulbs for the treatment of hyperbilirubinemia. The Bili-Bassinet provides intensive phototherapy from both under and over the baby for maximum surface area coverage. The Bili-Lite pad is a product designed for home-based phototherapy; because of its design, it does not require the use of eye shields, making it easier for parents to use.

Other Newborn Care Product Lines

Medical Devices. These products include devices such as: photometers, radiometers, patient warming lamps, pediatric scales, blanket warming cabinets, exam lights, oxygen hoods, and our newborn circumstraint.

Disposable Supplies. These products include disposable supplies such as: neonatal noise attenuators, phototherapy eye masks, restraining boards, and x-ray shields for newborn gonads.

Newborn Screening Data Management Product Line. Our suite of newborn screening data management products consists of proprietary software that collects, tracks, manages and reports newborn screening data to regional government health laboratories and national disease control centers. While all states have laws and/or regulations requiring newborn screening for metabolic disorders, the laws and regulations vary widely in the

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extent of screening required. Recently some states have begun using tandem mass spectrometry in their newborn metabolic screening programs, which has greatly increased the number of treatable disorders that can be detected. Revenue from installation and upgrades of our newborn screening data management systems is classified as devices and systems revenue, as more fully described below. Revenue from maintenance contracts on these systems is classified as supplies and services revenue, as more fully described below.

Segment and Geographic Information

We operate in one reportable segment in which we provide healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments such as hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and newborn care, including jaundice, brain injury, and metabolic testing. We develop, manufacture, and market advanced neurodiagnostic and newborn care products to healthcare professionals in over 80 countries. Our product offerings include computerized neurodiagnostic systems for audiology, neurology, polysomnography, and neonatology, as well as newborn care products such as hearing screening systems, phototherapy devices for the treatment of newborn jaundice, head-cooling products for the treatment of brain injury in newborns, and software systems for managing and tracking disorders and diseases for public health laboratories.

Our end-user customer base includes hospitals, clinics, laboratories, physicians, nurses, audiologists, and governmental agencies. Most of our international sales are to distributors, who in turn, resell our products to end users or sub-distributors.

Information regarding our sales and long-lived assets in the U.S. and in countries outside the U.S. is contained in *Note 16 Segment, Customer and Geographic Information* of our consolidated financial statements included in this report and is incorporated in this section by this reference.

Revenue by Product Family and Product Category

For the years ended December 31, 2007, 2006 and 2005, revenue from our four product families as a percent of total revenue was approximately as follows:

	Year Ended December 31,		
	2007	**2006**	**2005**
Hearing	53%	61%	77%
Monitoring Systems for Neurology	14%	19%	%
Newborn Care	28%	15%	20%
Other	5%	5%	3%
Total	100%	100%	100%

We expect that with the acquisition of Xltek, which was effective November 29, 2007, revenue from our Monitoring Systems for Neurology product family will contribute to a greater portion of total revenue in the future.

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We also look at revenue as either being generated from sales of Devices and Systems, which are generally non-recurring, or related Supplies and Services, which are generally recurring. The products that are attributable to these categories are described above. Revenue from Devices and Systems, and Supplies and Services, as a percent of total revenue for the years ending December 31, 2007, 2006 and 2005 is as follows:

	Year Ended December 31,		
	2007	2006	2005
Devices and Systems	62%	57%	45%
Supplies and Services	37%	41%	54%
Other	1%	2%	1%
Total	100%	100%	100%

In 2007, 2006 and 2005, sales to no single end-user customer comprised more than 10% of our revenue, and revenue from services was less than 10% of our revenue.

Backlog

As of December 31, 2007, the Company s backlog was approximately $4.4 million, compared to $2.9 million at December 31, 2006 and an immaterial amount at December 31, 2005. We anticipate that we will complete all of the backlog orders by the fourth quarter of 2008.

Marketing and Sales

Marketing

Our marketing strategy differentiates our products by their level of quality, performance, and customer benefit. We educate customers and potential customers worldwide about our products through several traditional methods, including, but not limited to:

- Trade conference exhibits;
- Direct presentations to healthcare professionals;
- Publications in professional journals and trade magazines;
- The Internet via our website, *www.natus.com;*
- Print and direct mail advertising campaigns; and
- Sponsorship of and participation in clinical education seminars.

Educational efforts directed at government agencies and key physicians and clinicians about the benefits of universal screening in terms of patient outcomes and long-term treatment costs are a key element of our marketing strategy.

Domestic Sales

We sell our products in the United States primarily through a direct sales organization. This direct sales organization is a significant benefit to the Company, we believe, allowing us to maintain a higher level of customer service and satisfaction than would otherwise be possible by

another distribution method. Revenue from our direct sales channels as a percent of total revenue was 57%, 64% and 84% in 2007, 2006 and 2005, respectively. The reduction of revenue sold through our direct sales channels as a percent of total revenue in 2007 and 2006 compared to 2005 resulted from an increase in sales of our line of diagnostic hearing products, which are sold through distributors. We gained this product line through our acquisition of Bio-logic in January 2006. We also sell certain products under private label arrangements. Domestic revenue resulting from sales through

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both of these non-direct sales channels was 10% of total revenue in 2007, 11% of total revenue in 2006 and an immaterial percentage in 2005.

International Sales

We sell our products outside the U.S. primarily through a distributor sales channel, which consists of distributors selling Natus products into more than 80 countries as of December 31, 2007. We sell products to our distributors under substantially the same terms as sales through our direct sales channels. Terms of sales to international distributors are EXW, reflecting that goods are shipped ex works, in which title and risk of loss are assumed by the distributor at the shipping point. Distributors are generally given exclusive rights in their territories to purchase products from Natus and resell to end users or sub-distributors. Our distributors typically perform marketing, sales, and technical support functions in their respective markets. Each distributor may sell Natus products to their customer directly, via other distributors or resellers, or both. We actively train our distributors in product marketing, selling, and technical service techniques.

Through our acquisition of Deltamed in September 2006, we now sell some of our products in France and Germany through a direct sales organization. We previously had direct sales organizations in Japan and the United Kingdom (U.K.). However, in 2004 we ceased selling through a direct sales force in Japan and began to sell through a distributor, and in February 2006 we ceased selling through a direct sales force in the U.K. and began to sell through a distributor.

Revenue from international sales was approximately 33%, 29% and 36% of our total revenue in 2007, 2006 and 2005, respectively.

Seasonality in Revenue

We experience seasonality in our revenue. Our revenue typically drops from our fourth quarter to our first quarter. This seasonality results from the purchasing habits of our hospital-based customers, whose purchases are often governed by calendar year budgets, and the manner in which our direct sales force is compensated, as their compensation is based on annual sales plans that are tied to our December year end.

Group Purchasing Organizations

More than 90% of the hospitals in the U.S. are members of group purchasing organizations (GPO s), which negotiate volume purchase prices for member hospitals, group practices, and other clinics. Direct purchases by members of group purchasing organizations accounted for approximately 35%, 31% and 28% of our revenue in 2007, 2006 and 2005, respectively. Direct purchases by members of one GPO, Novation, accounted for approximately 9%, 12% and 15% of our revenue in 2007, 2006 and 2005, respectively. Our revenue recognition policies related to sales to GPO members are described in Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations, contained in this report.

Third-Party Reimbursement

In the U.S., health care providers generally rely on third-party payors, including private health insurance plans, federal Medicare, state Medicaid, and managed care organizations, to reimburse all or part of the cost of the procedures they perform. Third-party payors can affect the pricing or the relative attractiveness of our products by regulating the maximum amount of reimbursement these payors provide for services. In general, reimbursement for newborn screening is included in the lump-sum payment for the newborn s birth and hospitalization. For this reason, we are not able to measure a reimbursement success rate for our screening products.

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Customer Service and Support

We provide a one-year warranty on all medical device products. We also sell extended service agreements on our medical device products. Service, repair, and calibration services for our domestic customers is provided by Company-owned service centers and our employee field service specialists. Service for our international customers is provided by a combination of our Company-owned authorized service centers and third-party vendors on a contract basis.

Manufacturing

Other companies manufacture a significant portion of the components used in our products; however, we perform final assembly, testing, and packaging of most of the devices ourselves to control quality and manufacturing efficiency. We also use contract vendors to manufacture some of our disposable supply and medical device products. We perform regular quality audits of these vendors.

We purchase materials and components from qualified suppliers that are subject to our quality specifications and inspections. We conduct quality audits of our key suppliers, several of which are experienced in the supply of components to manufacturers of finished medical devices, or supplies for use with medical devices. Most of our purchased components are available from more than one supplier.

Our manufacturing, service, and repair facilities are subject to periodic inspection by federal, state, and foreign regulatory authorities. Our quality assurance system is subject to regulation by the FDA and other state government agencies. We are required to conduct our product design, testing, manufacturing, and control activities in conformance with the FDA s quality system regulations and to maintain our documentation of these activities in a prescribed manner. In addition, our production facilities have received ISO 13485 certification. ISO 13485 certification standards for quality operations have been developed to ensure that medical device companies meet the standards of quality on a worldwide basis. We have also received the EC Certificate pursuant to the European Union Medical Device Directive 93/42/EEC, which allowed us to place a CE mark on our products after assembling appropriate documentation.

Research and Development

We are committed to introducing new products and supporting current product offerings in our markets through a combination of internal as well as external efforts that are consistent with our corporate strategy.

Internal product development capabilities. We believe that product development capabilities are essential to provide our customers with new product offerings. We plan to leverage our core technologies by introducing product line extensions as well as new product offerings.

Partnerships that complement our expertise. We continue to seek strategic partners in order to develop products that may not otherwise be available to us. By taking advantage of our core competencies, we believe that we can bring products to market in an efficient manner, and leverage our distribution channels.

New opportunities through technology acquisition. We continue to evaluate new, emerging, and complementary technologies in order to identify new product opportunities. With our knowledge of our current markets we believe that we can effectively develop technologies into successful new products.

Our research and development expenses were $15.6 million or 13.2% of total revenue in 2007, $10.6 million or 11.8% of total revenue in 2006 and $4.3 million or 10.0% of total revenue in 2005.

Proprietary Rights

We protect our intellectual property through a combination of patent, copyright, trade secret, and trademark laws. We attempt to protect our intellectual property rights by filing patent applications for new features and

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products we develop. We enter into confidentiality or license agreements with our employees, consultants, and corporate partners, and seek to control access to our intellectual property, distribution channels, documentation, and other proprietary information. However, we believe that these measures afford only limited protection.

The intellectual rights to some of the original patents for technology incorporated into our products are now in the public domain. However, we do not consider these patents, or any currently viable patent or related group of patents to be of such importance that their expiration or termination would materially affect our business.

We capitalize the cost of purchased technology and intellectual property, as well as certain costs incurred in obtaining patent rights, and amortize these costs over the estimated economic lives of the related assets.

Competition

We sell our products in competitive and rapidly evolving markets. We face competition from other companies in all of our product lines. Our competitors range from small, privately-held companies to multinational corporations and their product offerings vary in scope and breadth. We do not believe that any single competitor is dominant in any of our product lines.

We derive a significant portion of our revenue from the sale of disposable supplies that are used with our medical devices. In the U.S., we sell our supply products in a mature market. Because these products can generate high margins, we expect that our products, particularly our hearing screening supply products, could face increasing competition, including competitors offering lower prices, which could have an adverse affect on our revenue and margins.

We believe the principal factors that will draw clinicians and other buyers to our products, include:

- Level of specificity, sensitivity, and reliability of the product;
- Time required to obtain results with the product, such as to test for or treat a clinical condition;
- Relative ease of use of the product;
- Depth and breadth of the products features;
- Quality of customer support for the product;
- Frequency of product updates;
- Extent of third-party reimbursement of the cost of the product or procedure;
- Extent to which the products conform to standard of care guidelines; and
- Price of the product.

We believe that our primary competitive strength relates to the functionality and reliability of our products. Different competitors may have competitive advantages in one or more of the categories listed above and they may be able to devote greater resources to the development,

promotion, and sale of their products.

Government Regulation

FDA s Premarket Clearance and Approval Requirements

Unless an exemption applies, the medical devices we sell, with the exception of some disposable products in our newborn care products, must first receive one of the following types of FDA premarket review authorizations under the Food, Drug, and Cosmetics Act, as amended:

Clearance via Section 510(k); or

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Premarket approval via Section 515 if the FDA has determined that the medical device in question poses a greater risk of injury. The FDA s 510(k) clearance process usually takes from three to 12 months, but can take longer. The process of obtaining premarket approval via Section 515 is much more costly, lengthy, and uncertain. Premarket approval generally takes from one to three years, but can take longer. We cannot be sure that the FDA will ever grant either 510(k) clearance or premarket approval for any product we propose to market.

The FDA decides whether a device must undergo either the 510(k) clearance or premarket approval process based upon statutory criteria. These criteria include the level of risk that the Agency perceives to be associated with the device and a determination of whether the product is a type of device that is substantially equivalent to devices that are already legally marketed. The FDA places devices deemed to pose relatively less risk in either class I or class II, which requires the manufacturer to submit a premarket notification requesting 510(k) clearance, unless an exemption applies. The premarket notification under Section 510(k) must demonstrate that the proposed device is substantially equivalent in intended use and in safety and effectiveness to a previously cleared 510(k) device or a device that was in commercial distribution before May 28, 1976 for which the FDA has not yet called for the submission of premarket approval applications.

The FDA places devices deemed to pose the greatest risk, such as life-sustaining, life-supporting or implantable devices, or devices deemed to be not substantially equivalent to a predicate device, in its Class III classification. The FDA requires these devices to undergo the premarket approval process via Section 515 in which the manufacturer must prove the safety and effectiveness of the device. A premarket approval application must provide extensive pre-clinical and clinical trial data.

The FDA may require results of clinical trials in support of a 510(k) submission and generally requires clinical trial results for a premarket approval application. In order to conduct a clinical trial on a significant-risk device, the FDA requires manufacturers to apply for and obtain, in advance, an investigational-device exemption. The investigational-device exemption application must be supported by appropriate data, such as animal and laboratory testing results. If the FDA and the Institutional Review Boards at the clinical trial sites approve the investigational-device exemption application for a significant-risk device, the manufacturer may begin the clinical trial. An investigational-device exemption approval provides for a specified clinical protocol, including the number of patients and study sites. If the manufacturer deems the product a non-significant risk device, the product will be eligible for more abbreviated investigational-device exemption requirements. If the Institutional Review Boards at the clinical trial sites concur with the non-significant risk determination, the manufacturer may begin the clinical trial.

We received approval for our Olympic Cool-Cap product as a Class III device from the FDA through the premarket approval process. Most of our other products in our newborn hearing screening, diagnostic hearing, EEG monitoring, polysomnography, and newborn care product lines have been approved by the FDA as Class II devices. Some of our disposable products and newborn care products, such as our neonatal headshields and oxygen delivery systems, have received FDA approval as Class I devices.

FDA Regulation

Numerous FDA regulatory requirements apply to our marketed devices. These requirements include:

- FDA quality system regulations which require manufacturers to create, implement, and follow design, testing, control, documentation, and other quality assurance procedures;

- Medical device reporting regulations, which require that manufacturers report to the FDA certain types of adverse and other events involving their products; and

- FDA general prohibitions against promoting products for unapproved uses.

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Class II and Class III devices may also be subject to special controls applied to them, such as performance standards, post-market surveillance, patient registries, and FDA guidelines that may not apply to Class I devices. We believe we are in compliance with the applicable FDA guidelines, but we could be required to change our compliance activities or be subject to other special controls if the FDA changes its existing regulations or adopts new requirements.

We are subject to inspection and market surveillance by the FDA to determine compliance with regulatory requirements. If the FDA finds that we have failed to adequately comply, the Agency can institute a wide variety of enforcement actions, ranging from a public warning letter to more severe sanctions such as:

Fines, injunctions, and civil penalties;

Recall or seizure of our products;

Issuance of public notices or warnings;

Imposition of operating restrictions, partial suspension, or total shutdown of production;

Refusal of our requests for 510(k) clearance or pre-market approval of new products;

Withdrawal of 510(k) clearance or pre-market approval already granted; or

Criminal prosecution.

The FDA also has the authority to require us to repair, replace, or refund the cost of any medical device manufactured or distributed by us.

Other U.S. Regulations

We also must comply with numerous additional federal, state, and local laws relating to matters such as safe working conditions, manufacturing practices, environmental protection, biohazards, fire hazard control, and hazardous substance disposal. We believe we are currently in compliance with applicable safety, quality, environmental-protection, biohazard, and hazardous-substance-disposal regulations.

Foreign Regulation

In the foreign countries in which we sell or plan to sell our FDA-regulated products, these products are also regulated as medical devices, and are subject to regulatory requirements by foreign governmental agencies similar to those of the FDA. Our manufacturing facilities are audited and have been certified to be ISO900l/EN46001 compliant, which allows us to sell our products in Europe. Our manufacturing facilities are subject to CE Mark and ISO 9001 inspection by TÜV Rheinland. We plan to seek approval to sell our products in additional countries. The time and cost required to obtain market authorization from other countries and the requirements for licensing a product in another country may differ significantly from FDA requirements.

Employees

On December 31, 2007, we had approximately 435 full time employees worldwide. None of our employees are represented by a labor union. We have not experienced any work stoppages and consider our relations with our employees to be good.

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Executive Officers

The following table lists our executive officers and their ages as of March 1, 2008:

Name	Age	Position(s)
James B. Hawkins	52	President, Chief Executive Officer, and Director
Steven J. Murphy	56	Vice President Finance and Chief Financial Officer
William L. Mince	56	Vice President Operations
Kenneth M. Traverso	47	Vice President Marketing and Sales
D. Christopher Chung, M.D.	44	Vice President Medical Affairs, R&D, and Engineering

James B. Hawkins has served as President and Chief Executive Officer, and as a member of the Board of Directors, since joining Natus in April 2004. Mr. Hawkins has over 25 years of combined medical device and financial management experience. Prior to joining Natus, he was President and Chief Executive Officer of Nasdaq-Traded Invivo Corporation for 19 years. Invivo Corporation, a maker of multi-parameter vital sign monitoring equipment used in hospitals, was acquired in early 2004 by Intermagnetics General Corporation. He earned a Bachelor of Commerce degree, specialized in Management from Santa Clara University and a Masters of Business Administration Finance degree from San Francisco State University. Mr. Hawkins is a Director of Iridex Corp.

Steven J. Murphy has served as Chief Financial Officer since February 2006, Vice President Finance since June 2003, and joined Natus in September 2002 as Director of Finance. From February 2002 through September 2002, Mr. Murphy was interim Controller at Travel Nurse International, a temporary staffing firm that was acquired by Medical Staffing Network in December 2002. From October 1998 through January 2002, Mr. Murphy was Controller of AdvisorTech Corporation, an international software development company providing IT-based solutions in the field of investments, where he was responsible for financial reporting of domestic, Asian and European operations with significant reporting responsibilities to the board of directors and investor groups. From 1996 to 1998 he was Vice President Finance of RWS Group, LLC, an international service company providing management of language-related projects. Mr. Murphy holds a Bachelor of Science degree in Business Administration from California State University, Chico. Mr. Murphy is a certified public accountant.

William L. Mince has served as our Vice President, North American Operations since September 2007 and joined Natus as Vice President Operations in October 2002. From November 2000 to September 2002, Mr. Mince served as President and Founder of My Own Jukebox, an Internet retail company. From July 1998 to October 2000, Mr. Mince was a consultant with the majority of his time spent as Senior Vice President Network Solutions for Premier Retail Network, a media broadcasting company. From July 1997 to June 1998, Mr. Mince served as President and Chief Operating Officer of Ophthalmic Imaging Systems, a publicly-held medical device company. From July 1994 to June 1997, Mr. Mince was Vice President Operations with Premier Retail Network. From May 1988 to June 1994, Mr. Mince was Director of Operations for Nellcor, a medical device company. Mr. Mince holds a Bachelor of Science degree in Business Administration from the University of Redlands and a Masters of Business Administration degree from National University.

Kenneth M. Traverso has served as our Vice President Marketing and Sales since April 2002. From September 2000 to April 2002, he served as our Vice President Sales. From October 1999 to July 2000, Mr. Traverso served as President of DinnerNow.com Inc., an internet aggregator for the restaurant industry. From January 1998 to September 1999, Mr. Traverso served as Vice President Sales, Western Region of Alere Medical, an outpatient chronic disease management company. From May 1995 to January 1998, Mr. Traverso served as Vice President Marketing and Sales of AbTox, Inc., a low temperature sterilization company. From August 1990 to May 1995, Mr. Traverso served in various capacities at Natus, including Vice President Sales. From September 1984 to July 1990 Mr. Traverso served various positions at Nellcor, a medical device company, including Regional Sales Manager, Western Region. Mr. Traverso holds a Bachelor of Science degree in Administration & Marketing from San Francisco State University.

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D. Christopher Chung, M.D., has served as our Vice President R&D and Engineering since June 2003, and has served as our Vice President Medical Affairs since February 2003. Dr. Chung also served as our Medical Director from October 2000 to February 2003. From August 2000 to December 2007, Dr. Chung also served as a Pediatric Hospitalist at the California Pacific Medical Center in San Francisco. Dr. Chung has been a member of the Medical Advisory Board of eHealth Global Technologies, Inc. since April 2007 and has served as a member of their Board of Directors since November 2007. From June 1997 to June 2000, Dr. Chung trained as a pediatric resident at Boston Children s Hospital and Harvard Medical School. From May 1986 to July 1993, Dr. Chung worked as an Engineer at Nellcor, a medical device company. Dr. Chung holds a Bachelor of Arts degree in Computer Mathematics from the University of Pennsylvania and a Doctor of Medicine degree from the Medical College of Pennsylvania-Hahnemann University School of Medicine. He is a licensed physician and is a Fellow of the American Academy of Pediatrics.

Other Information

We maintain corporate offices at 1501 Industrial Road, San Carlos, California 94070. Our telephone number is (650) 802-0400. We maintain a World Wide Web site at www.natus.com. References to the Company s website address do not constitute incorporation by reference of the information contained on the website, and the information contained on the website is not part of this document.

We make available, free of charge at our corporate website, copies of our Annual Reports on Form 10-K, Quarterly reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, and all amendments to these reports, as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act. We also show detail about stock trading by corporate insiders by providing access to SEC Forms 3, 4 and 5. This information may also be obtained from the SEC s on-line database, which is located at www.sec.gov. Our common stock is traded on the Nasdaq Stock Market under the symbol BABY .

ITEM 1A. Risk Factors

We have completed a number of acquisitions and expect to complete additional acquisitions in the future. There are numerous risks associated with acquisitions and we may not achieve the expected benefit of any of our acquisitions

Our acquisitions of products, technology assets, or businesses may have a negative impact on our business if we fail to achieve the anticipated financial, strategic, and other benefits of acquisitions or investments, and our operating results may suffer because of this.

We acquired intellectual property assets and technology patents from Pemstar Pacific Consultants during 2002; we acquired the assets of Neometrics Inc. and affiliated entities during 2003; and we acquired Fischer-Zoth in 2004. We completed the acquisitions of Bio-logic, Deltamed and Olympic Medical, and of certain assets from Nascor in 2006. In November 2007 we completed the acquisition of Xltek.

We expect to continue to pursue opportunities to acquire other businesses in future periods. The acquisitions that we have completed may not result in improved operating results for us, or in our achieving a financial condition superior to that which we would have achieved had we not completed them. Our results of operations may be adversely impacted by costs associated with our acquisitions, including one-time charges associated with restructurings or in-process research and development assets. Our acquisitions could fail to produce the benefits that we anticipate, or could have other adverse effects that we currently do not foresee. In addition, some of the assumptions that we have relied upon, such as achievement of operating synergies, may not be realized. In this event, one or more of the acquisitions could result in reduced earnings of Natus as compared to the earnings that would have been achieved by Natus if the acquisition had not occurred.

If we fail to successfully manage the combined operations of Natus and the businesses we have acquired, we may not realize the potential benefits of the acquisition. Our corporate headquarters are located in San Carlos,

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California. Bio-logic s primary offices are located in Illinois, Olympic Medical s operations are in Washington, Xltek s operations are located in Ontario, Canada, Neometrics operations are located in New York, Deltamed s operations are in France, and Fischer-Zoth s operations are in Germany. The geographical distance between our various facilities may further adversely affect our ability to manage these operations. If we fail to manage these disparate operations effectively, our results of operations could be harmed, employee morale could decline, key employees could leave, and customers could cancel existing orders or choose not to place new ones. In addition, we may not achieve the synergies or other benefits of the acquisition that we anticipate. We may encounter the following additional difficulties, costs, and delays involved in integrating and managing these operations, and the operations of companies we may acquire:

- Failure of customers to continue using the products and services of the combined company;
- Failure to successfully develop the acquired technology into the desired products or enhancements;
- Assumption of unknown liabilities;
- Failure to understand and compete effectively in markets and with products or technologies with which we have limited previous experience;
- Impairment charges incurred to write down the carrying amount of intangible assets, including goodwill, generated as a result of the acquisition;
- Decreased liquidity, restrictive bank covenants, and incremental financing costs associated with debt we may incur to complete future acquisitions; and
- Diversion of the attention of management from other ongoing business concerns.

Indicative of the types of risks associated with our acquisitions, on October 15, 2007 we received a warning letter from the United States Food and Drug Administration (the FDA) related to the operations of our Olympic Medical manufacturing facility in Seattle, Washington. The letter focused on process deficiencies that were identified during an FDA inspection in April 2007. In November 2007 we instituted a voluntary suspension of operations at the Olympic Medical facility in order to better enable us to continue to address the findings identified by the FDA in its warning letter. We responded to the FDA s warning letter in late November. We have not had further communication from the FDA since we responded to their warning letter. However, we do not know what the ultimate outcome of the FDA s action will be or that our business will not be adversely affected by these or similar actions. A more comprehensive discussion of the risks associated with FDA oversight of our business and our regulatory environment is contained in this Item 1A, *Risk Factors*.

In November 2007 we completed the acquisition of Xltek for cash and used substantially all of our available cash and entered into a credit facility to fund the acquisition

We used virtually all of our existing cash resources to complete the acquisition of Xltek, and also incurred indebtedness under a new bank facility for a portion of the purchase price. This usage of cash had an adverse impact on our liquidity and forces us to place more reliance on cash flow from operations for our liquidity. If our cash flow from operations is not sufficient for our needs, our business could be adversely affected. If we are required to seek additional external financing to support our need for cash, we may not have access to financing on terms that are acceptable to us, or at all. Alternatively, we may feel compelled to access additional financing on terms that are dilutive to existing holders of our common stock or that include covenants that restrict our business, or both.

The senior secured borrowing facility that we established to obtain a portion of the funds needed to complete the acquisition of Xltek contains various covenants that directly or indirectly restrict our ability to engage in activities that we may otherwise believe to be in the best interest of the Company. The loan is secured by the assets of the Company, and this security interest may also negatively impact our flexibility to engage in

financing or other activities in future periods.

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Our growth in recent years has depended substantially on the completion of acquisitions and we may not be able to complete acquisitions of this nature or of a relative size in the future to support a similar level of growth

The acquisitions that we have completed have been the primary source of our growth in revenue over the last four years. We expend considerable effort in seeking to identify attractive acquisition candidates and, upon doing so, to convince the potential target to consider a sale to us and, ultimately, to negotiate mutually agreeable acquisition terms. If we are not successful in these efforts in the future, our growth rate will not increase at a rate corresponding to that which we have achieved in recent years. Further, as we grow larger it will be necessary to complete the acquisition of larger companies and product lines to support a growth similar to that which we have achieved in the past. The market for attractive acquisitions is competitive and others with greater financial resources than we have may be better positioned than we are to acquire desirable targets. Further, we may not be able to negotiate acquisition terms with target companies that will allow us to achieve positive financial returns from the transaction.

Following our acquisitions we have implemented integration and restructuring activities that could be disruptive to our operations, and we could fail to achieve the synergies and cost savings the activities are designed to produce

Following our acquisition of Xltek we initiated an integration plan that resulted in a reduction in force and realignment of our domestic sales force. In addition, in February 2008, we adopted an integration and restructuring plan that is designed to eliminate redundant costs resulting from our acquisitions and to improve efficiencies in operations. This plan will be implemented over the first three quarters of 2008.

The realignment of our domestic sales organization could be disruptive to our sales efforts while this new structure is implemented, and once implemented may not be effective. In addition, our integration and restructuring activities may not result in the acquisition synergies or cost savings these activities are designed to produce and could, among other things, impair new products development and our support of existing products.

Future changes in technology or market conditions could result in adjustments to our recorded asset balance for intangible assets, including goodwill, resulting in additional charges that could significantly impact our operating results

At December 31, 2007, we had significant intangible assets, including goodwill and other acquired intangible assets. The determination of related estimated useful lives and whether these assets are impaired involves significant judgments. Our ability to accurately predict future cash flows related to these intangible assets might be hindered by events over which we have no control. Due to the highly competitive nature of the medical device industry, new technologies could impair the value of our intangible assets if they create market conditions that adversely affect the competitiveness of our products. Any future determination that these assets are carried at greater than their fair value could result in substantial impairment charges, which could significantly impact our operating results.

Our acquisitions have included in-process research and development assets (IPR&D assets) for which we hope to generate future cash flows; our results of operations could be adversely affected if we are unable to bring these assets to market

Through our acquisitions of other businesses, we have acquired IPR&D assets from which we hope to generate future cash flows. There is inherent risk in bringing these IPR&D assets to market and we may be unable to realize the full value we have assigned to them. We may be unable to complete the development of these IPR&D assets within a timely manner, or we may encounter technological difficulties that prevent us from completing their development. If we are unable to derive future revenue from our IPR&D assets, our results of operations could be adversely impacted.

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We may not be able to preserve the value of our intellectual property because we may not be able to protect access to it or we may lose our intellectual property rights due to expiration of our licenses or patents

If we fail to protect our intellectual property rights or if our intellectual property rights do not adequately cover the technology we employ, other medical device companies could sell products with features similar to ours, and this could reduce demand for our products. We protect our intellectual property through a combination of patent, copyright, trade secret and trademark laws. Despite our efforts to protect our proprietary rights, others may attempt to copy or otherwise improperly obtain and use our products or technology. Policing unauthorized use of our technology is difficult and expensive, and we cannot be certain that the steps we have taken will prevent misappropriation. Our means of protecting our proprietary rights may be inadequate. Enforcing our intellectual property rights could be costly and time consuming and may divert our management s attention and resources. Failing to enforce our intellectual property rights could also result in the loss of those rights.

If health care providers are not adequately reimbursed for procedures conducted with our devices or supplies, or if reimbursement policies change adversely, we may not be successful marketing and selling products or technologies

Clinicians, hospitals, and government agencies are unlikely to purchase our products if clinicians are not adequately reimbursed for the procedures conducted with our devices or supplies. Unless a sufficient amount of conclusive, peer-reviewed clinical data about our products has been published, third-party payors, including insurance companies and government agencies, may refuse to provide reimbursement. Furthermore, even if reimbursement is provided, it may not be adequate to fully compensate the clinicians or hospitals. Some third-party payors may impose restrictions on the procedures for which they will provide reimbursement. If health care providers cannot obtain sufficient reimbursement from third-party payors for our products or the screenings conducted with our products, we may not achieve significant market acceptance of our products. Acceptance of our products in international markets will depend upon the availability of adequate reimbursement or funding within prevailing health care payment systems. Reimbursement, funding, and health care payment systems vary significantly by country. We may not obtain approvals for reimbursement in a timely manner or at all.

Adverse changes in reimbursement policies in general could harm our business. We are unable to predict changes in the reimbursement methods used by third-party health care payors, particularly those in countries and regions outside the U.S. For example, some payors are moving toward a managed care system in which providers contract to provide comprehensive health care for a fixed cost per person. In a managed care system the cost of our products may not be incorporated into the overall payment for patient care or there may not be adequate reimbursement for our products separate from reimbursement for other procedures.

If we fail in our efforts to educate clinicians, government agency personnel, and third-party payors on the effectiveness of our products, we will not achieve future sales growth

It is critical to the success of our sales efforts that we educate a sufficient number of clinicians, hospital administrators, and government agencies about our products and the costs and benefits of their use. The commercial success of our products depends upon clinician, government agency and other third-party payor confidence in the economic and clinical benefits of our products as well as their comfort with the efficacy, reliability, sensitivity and specificity of our products. We believe that clinicians will not use our products unless they determine, based on published peer-reviewed journal articles and experience, that our products provide an accurate and cost-effective alternative to other means of testing or treatment. Our customers may choose to use competitive products, which may be less expensive or may provide faster results than our devices. Clinicians are traditionally slow to adopt new products, testing practices and clinical treatments, partly because of perceived liability risks and the uncertainty of third-party reimbursement. If clinicians, government agencies and hospital administrators do not adopt our products, we may not maintain profitability. Factors that may adversely affect the medical community s acceptance of our products include:

Publication of clinical study results that demonstrate a lack of efficacy or cost-effectiveness of our products;

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Changing governmental and physician group guidelines;

Actual or perceived performance, quality, price, and total cost of ownership deficiencies of our products relative to other competitive products;

Our ability to maintain and enhance our existing relationships and to form new relationships with leading physicians, physician organizations, hospitals, state laboratory personnel, and third-party payors;

Changes in state and third-party payor reimbursement policies for our products; and

Repeal of laws requiring universal newborn hearing screening and metabolic screening.

Increased sales through group purchasing organizations and sales to high volume purchasers may reduce our average selling prices, which would reduce our revenue and gross profits

We have entered, and expect in the future to enter into agreements with customers who purchase high volumes of our products. Our agreements with these customers may contain discounts from our normal selling prices and other special pricing considerations, which could cause our revenue and profits to decline. In addition, we have entered into agreements to sell our products to members of GPOs, which negotiate volume purchase prices for medical devices and supplies for member hospitals, group practices and other clinics. While we make sales directly to GPO members, the GPO members receive volume discounts from our normal selling price and may receive other special pricing considerations from us. Sales to members of all GPOs accounted for approximately 35%, 31% and 28% of our total revenue during 2007, 2006 and 2005, respectively, and sales to members of one GPO, Novation LLC, accounted for approximately 9%, 12% and 15% of our total revenue in 2007, 2006 and 2005, respectively. Other of our existing customers may be members of GPOs with which we do not have agreements. Our sales efforts through GPOs may conflict with our direct sales efforts to our existing customers. If we enter into agreements with new GPOs and some of our existing customers begin purchasing our products through those GPOs, our revenue and profits could decline.

Demand for some of our products depends on the capital spending policies of our customers, and changes in these policies could harm our business

A majority of customers for our products are hospitals, physician offices, and clinics. Many factors, including public policy spending provisions, available resources, and economic cycles have a significant effect on the capital spending policies of these entities and therefore the amount that they can spend on our equipment products. If budget resources limit the capital spending of our customers, they will be unlikely to either purchase any new equipment from us or upgrade to any of our newer equipment products. These factors can have a significant adverse effect on the demand for our products.

Our markets are very competitive and in the United States we sell certain of our products in a mature market

We face competition from other companies in all of our product lines. Our competitors range from small, privately-held companies to multinational corporations and their product offerings vary in scope and breadth. We do not believe that any single competitor is dominant in any of our product lines.

The markets for certain of our products in the U.S., including the newborn hearing screening and EEG monitoring markets, are mature and we are unlikely to see significant growth for such products in the U.S. In the U.S. we derive a significant portion of our revenue from the sale of disposable supplies that are used with our hearing screening devices. Because these disposable supply products can generate high margins, we expect that our products, particularly our hearing screening disposable supply products, could face increasing competition, including competitors offering lower prices, which could have an adverse affect on our revenue and margins.

We believe that our primary competitive strengths relate to the functionality and reliability of our products, our recognized brands, and our developed sales channels. Our competitors may have certain competitive

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advantages, which include the ability to devote greater resources to the development, promotion, and sale of their products. Consequently, we may need to increase our efforts, and related expenses for research and development, marketing, and selling to maintain or improve our position.

We expect recurring sales to our existing customers to generate a majority of our revenue in the future, and if our existing customers do not continue to purchase products from us, our revenue may decline.

Our operating results may decline if we do not succeed in developing, acquiring and marketing additional products or improving our existing products

We intend to develop additional products and technologies, including enhancements of existing products, for the screening, detection, treatment, monitoring and tracking of common medical ailments. Developing new products, and improving our existing products, to meet the needs of current and future customers requires significant investments in research and development. If we fail to successfully sell new products, update our existing products, or timely react to changes in technology, our operating results may decline as our existing products reach the end of their commercial life cycles.

Our plan to expand our international operations will result in increased costs and is subject to numerous risks; if our efforts are not successful, this could harm our business

We have expanded our international operations through acquisitions and plan to expand our international sales and marketing efforts to increase sales of our products in foreign countries. We may not realize corresponding growth in revenue from growth in international unit sales, due to the lower average selling prices we receive on sales outside of the U.S. Even if we are able to successfully expand our international selling efforts, we cannot be certain that we will be able to create or increase demand for our products outside of the U.S. Our international operations are subject to other risks, which include:

Impact of possible recessions in economies outside the U.S.;

Political and economic instability, including instability related to war and terrorist attacks in the U.S. and abroad;

Contractual provisions governed by foreign law, such as local law rights to sales commissions by terminated distributors;

Decreased health care spending by foreign governments that would reduce international demand for our products;

A strengthening of the U.S. dollar relative to foreign currencies that could make our products less competitive because most of our international sales are denominated in the U.S. dollar;

Greater difficulty in accounts receivable collection and longer collection periods;

Difficulties of staffing and managing foreign operations;

Reduced protection for intellectual property rights in some countries and potentially conflicting intellectual property rights of third parties under the laws of various foreign jurisdictions;

Difficulty in obtaining and maintaining foreign regulatory approval; and

Attitudes by clinicians, and cost reimbursement policies, towards use of disposable supplies that are potentially unfavorable to our business.

If guidelines mandating universal newborn hearing screening do not continue to develop in foreign countries and governments do not mandate testing of all newborns as we anticipate, or if those guidelines have a long phase-in period, our revenue may be adversely impacted

We estimate that approximately 95% of the children born in the U.S. are currently being tested for hearing impairment prior to discharge from the hospital. To date, there has been only limited adoption of newborn

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hearing screening prior to hospital discharge by foreign governments, and the phase-in period generally spans several years. The widespread adoption of guidelines depends, in part, on our ability to educate foreign government agencies, neonatologists, pediatricians, third-party payors, and hospital administrators about the benefits of universal newborn hearing screening as well as the use of our products to perform the screening and monitoring. Our revenue from our newborn hearing screening product lines may not grow if foreign governments do not require universal newborn hearing screening prior to hospital discharge, if physicians or hospitals are slow to comply with those guidelines, or if governments provide for a lengthy phase-in period for compliance.

Because we rely on distributors or sub-distributors to sell our products in most of our markets outside of the U.S., our revenue could decline if our existing distributors reduce the volume of purchases from us, or if our relationship with any of these distributors is terminated

We currently rely on our distributors or sub-distributors for a majority of our sales outside the U.S. Our reliance on international distributors has increased because of our decisions in 2004 and 2005 to close our Japanese and U.K. sales subsidiaries and sell through distributors in those countries, and because of our acquisition of Fischer-Zoth, which sells its products through distributors in Europe and Asia. We may also sell Deltamed products through distributors in countries outside of France and Germany. Some distributors also assist us with regulatory approvals and education of clinicians and government agencies. We intend to continue our efforts to increase our sales in Europe, Japan, and other developed countries. If we fail to sell our products through our international distributors, we would experience a decline in revenues unless we begin to sell our products directly in those markets. We cannot be certain that we will be able to attract new international distributors to market our products effectively or provide timely and cost-effective customer support and service. Even if we are successful in selling our products through new distributors, the rate of growth of our revenue could be harmed if our existing distributors do not continue to sell a large dollar volume of our products. None of our existing distributors are obligated to continue selling our products.

We may be subject to foreign laws governing our relationships with our international distributors. These laws may require us to make payments to our distributors if we terminate our relationship for any reason, including for cause. Some countries require termination payments under local law or legislation that may supersede our contractual relationship with the distributor. Any required payments would adversely affect our operating results.

Our operating results may suffer because of our exposure to foreign currency exchange rate fluctuations and may require us to engage in foreign currency hedging

Substantially all of our sales contracts with our U.S. based customers provide for payment in U.S. dollars. In addition, sales to most of our international distributors provide for payment in U.S. dollars. However, substantially all of the revenue and expenses of our foreign subsidiaries are denominated in the applicable foreign currency. To date we have not undertaken any significant foreign currency transactions to hedge these currency risks and, as a result, our future revenue and expenses may be subject to volatility due to exchange rate fluctuations that could result in foreign exchange gains and losses associated with foreign currency transactions and the translation of assets and liabilities denominated in foreign currencies.

If we lose our relationship with any supplier of key product components or our relationship with a supplier deteriorates or key components are not available in sufficient quantities, our manufacturing could be delayed and our business could suffer

We contract with third parties for the supply of some of the components used in our products and the production of our disposable products. Some of our suppliers are not obligated to continue to supply us. We have relatively few sources of supply for some of the components used in our products and in some cases we rely entirely on sole-source suppliers. In addition, the lead-time involved in the manufacturing of some of these components can be lengthy and unpredictable. For example, during 2005, we relied on a single supplier of cables used in our ALGO hearing screening devices to help us complete a field replacement program of those cables. If our suppliers become unwilling or unable to supply us with components meeting our requirements, it might be

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difficult to establish additional or replacement suppliers in a timely manner, or at all. This would cause our product sales to be disrupted and our revenue and operating results to suffer.

Replacement or alternative sources might not be readily obtainable due to regulatory requirements and other factors applicable to our manufacturing operations. Incorporation of components from a new supplier into our products may require a new or supplemental filing with applicable regulatory authorities and clearance or approval of the filing before we could resume product sales. This process may take a substantial period of time, and we may not be able to obtain the necessary regulatory clearance or approval. This could create supply disruptions that would harm our product sales and operating results.

We depend upon key employees in a competitive market for skilled personnel, and, without additional employees, we cannot grow or maintain profitability

Our products and technologies are complex, and we depend substantially on the continued service of our senior management team. The loss of any of our key employees could adversely affect our business and slow our product development process. Our future success also will depend, in part, on the continued service of our key management personnel, software engineers, and other research and development employees and our ability to identify, hire, and retain additional personnel, including customer service, marketing, and sales staff. Hiring research and development, engineering, sales, marketing and customer service personnel in our industry is very competitive due to the limited number of people available with the necessary technical skills and understanding of our product technologies. We may be unable to attract and retain personnel necessary for the development of our business.

Our ability to market and sell products depends upon receipt of domestic and foreign regulatory approval of our products and manufacturing operations. Our failure to obtain or maintain regulatory approvals and compliance could negatively affect our business

Our products and manufacturing operations are subject to extensive regulation in the United States by the FDA and by similar regulatory agencies in many other countries in which we do business. Unless an exemption applies, each medical device that we propose to market in the U.S. must first receive one of the following types of FDA premarket review authorizations:

- Clearance via Section 510(k) of the Food, Drug, and Cosmetics Act of 1938, as amended; or
- Premarket approval via Section 515 of the Food, Drug, and Cosmetics Act if the FDA has determined that the medical device in question poses a greater risk of injury.

The FDA s Section 510(k) clearance process usually takes from three to 12 months, but can take longer. The process of obtaining premarket approval via Section 515 is much more costly, lengthy and uncertain. Premarket approval generally takes from one to three years, but can take even longer. The FDA may not grant either Section 510(k) clearance or premarket approval for any product we propose to market. The FDA may impose the more burdensome premarket approval requirement on modifications to our existing products or future products, which in either case could be costly and cause us to divert our attention and resources from the development of new products or the enhancement of existing products.

Domestic regulation of our products and manufacturing operations, other than that which is administered by the FDA, includes the Environmental Protection Act, the Occupational Safety and Health Act, and state and local counterparts to these Acts.

Our business would be harmed if the FDA determines that we have failed to comply with applicable regulations or we do not pass an inspection

We are subject to market surveillance by the FDA concerning compliance with pertinent regulatory requirements. If the FDA finds that we have failed to comply with these requirements, the Agency can institute a wide variety of enforcement actions, ranging from a public warning letter to more severe sanctions such as:

- Fines, injunctions and civil penalties;

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Recall or seizure of our products;

Issuance of public notices or warnings;

Imposition of operating restrictions, partial suspension, or total shutdown of production;

Refusal of our requests for Section 510(k) clearance or premarket approval of new products;

Withdrawal of Section 510(k) clearance or premarket approvals already granted; or

Criminal prosecution.

Our facilities are subject to inspection by the FDA. Upon completing these inspections, the FDA may take a variety of actions, including issuing observations on Form FDA-483 or issuing a warning letter. The issuance of a warning letter by the FDA could result in regulatory action being initiated by the FDA without further notice, and these actions could include seizure, injunction, and/or civil money penalties. In the past, we have cooperated fully with the FDA in their inspections and have responded to their observations on Form 483 in the ordinary course of business, and to the warning letter received in October 2007. To date, these inspections and observations have not resulted in a significant adverse impact on the operations of the Company; however, they could have a significant adverse impact in the future.

We have received clearance from the FDA to market a new product that will potentially expose us to greater products liability exposure and FDA regulation

In December 2006 we received clearance from the FDA to market the Olympic Cool-Cap, a product designed to lower the cerebral temperature of newborns born with a particular medical condition. This product is a Class III minimally invasive medical device, and as such we may be subject to an increased product liability risk relative to our other Class I and Class II non-invasive products. In addition, this type of product is subject to greater FDA oversight than our other products and there is greater risk that sales of the product could be interrupted due to the premarket approval processes of the FDA and other regulatory bodies.

Our business may suffer if we are required to revise our labeling or promotional materials, or the FDA takes an enforcement action against us for off-label uses

We are prohibited by the FDA from promoting or advertising our medical device products for uses not within the scope of our clearances or approvals, or from making unsupported promotional claims about the benefits of our products. If the FDA determines that our claims are outside the scope of our clearances, or are unsupported, it could require us to revise our promotional claims or take enforcement action against us. If we were subject to such an action by the FDA, our sales could be delayed, our revenue could decline, and our reputation among clinicians could be harmed.

If we, or our suppliers, fail to comply with applicable regulations, sales of our products could be delayed and our revenue could be harmed

Every manufacturer of a finished medical device, including Natus and some of our contract manufacturers and suppliers, is required to demonstrate and maintain compliance with the FDA s quality system regulation and comparable regulations of states and other countries. The FDA enforces the quality system regulation through periodic inspections. For example in October 2007 we received a warning letter from the FDA that focused on process deficiencies at our Olympic facility in Seattle, Washington. As a result, we initiated a voluntary plant shutdown of the Olympic facility for the month of November 2007. After reviewing processes at the facility, we responded to the FDA s warning letter in late November 2007. To date, the FDA has not further communicated with us concerning this matter, but they could decide that we undertook insufficient remedial actions, which could have an adverse impact on the operations of the Company.

If we or our contract manufacturers fail to take adequate corrective action in a timely fashion in response to a quality system regulation inspection, the FDA could shut down our or our contract manufacturers manufacturing operations or require us, among other things, to recall our products, either of which would harm our business.

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Our operating results would suffer if we were subject to a protracted infringement claim

The medical technology industry has, in the past, been characterized by a substantial amount of litigation and related administrative proceedings regarding patents and intellectual property rights. We expect that medical screening and diagnostic products may become increasingly subject to third-party infringement claims as the number of competitors in our industry segment grows and the functionality of products in different industry segments overlap. Third parties such as individuals, educational institutions or other medical device companies may claim that we infringe their intellectual property rights. Any claims, with or without merit, could have any of the following negative consequences:

Result in costly litigation and damage awards;

Divert our management s attention and resources;

Cause product shipment delays or suspensions; or

Require us to seek to enter into royalty or licensing agreements.

A successful claim of infringement against us could result in a substantial damage award and materially harm our financial condition. Our failure or inability to license the infringed or similar technology, or design and build non-infringing products, could prevent us from selling our products and adversely affect our business and financial results.

We license intellectual property rights from third parties and would be adversely affected if our licensors do not appropriately defend their proprietary rights or if we breach any of the agreements under which we license commercialization rights to products or technology from others

We license rights from third parties for products and technology that are important to our business. If our licensors are unsuccessful in asserting and defending their proprietary rights, including patent rights and trade secrets, we may lose the competitive advantages we have through selling products that we license from third parties. Additionally, if it is found that our licensors infringe on the proprietary rights of others, we may be prohibited from marketing our existing products that incorporate those proprietary rights. Under our licenses, we are subject to commercialization and development, sublicensing, royalty, insurance and other obligations. If we fail to comply with any of these requirements, or otherwise breach a license agreement, the licensor may have the right to terminate the license in whole or to terminate the exclusive nature of the license.

Product liability suits against us could result in expensive and time consuming litigation, payment of substantial damages, and an increase in our insurance rates

The sale and use of our products could lead to the filing of a product liability claim by someone claiming to have been injured using one of our products or claiming that one of our products failed to perform properly. A product liability claim could result in substantial damages and be costly and time consuming to defend, either of which could materially harm our business reputation or financial condition. Our product liability insurance may not protect our assets from the financial impact of defending a product liability claim. Any product liability claim brought against us, with or without merit, could increase our product liability insurance rates or prevent us from securing any coverage in the future.

We have experienced seasonality in the sale of our products

We experience seasonality in our revenue. For example, our sales typically decline from our fourth fiscal quarter to our first fiscal quarter, due to patterns in the capital budgeting and purchasing cycles of our current and prospective customers, many of which are government agencies. We may also experience declining sales in the third fiscal quarter due to summer holiday and vacation schedules. We anticipate that we will continue to experience these seasonal fluctuations, which may lead to fluctuations in our quarterly operating results. We

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believe that you should not rely on our results of operations for interim periods as an indication of our expected results in any future period.

ITEM 1B. Unresolved Staff Comments.
Not applicable.

ITEM 2. Properties
The corporate headquarters of the Company are located in San Carlos, California, in facilities covering 39,200 square feet pursuant to a lease that expires in June 2010.

The Company also utilizes the following properties:

Company-owned Facilities:

44,900 square feet in Oakville, Ontario, Canada, in a facility owned by the Company that is utilized substantially for the operations of Xltek.

26,000 square feet in Mundelein, Illinois, in a facility owned by the Company that is utilized substantially for the operations of Bio-logic;

Leased Facilities:

65,000 square feet in Seattle, Washington, of which 12,000 square feet are currently sub-let, pursuant to a lease that expires in December 2011, that is utilized substantially for the operations of Olympic Medical;

3,800 square feet in Munich, and 6,700 square feet in Usingen, both in Germany, pursuant to leases that expire in 2007 and 2008 that are utilized substantially for the operations of Fischer-Zoth;

2,900 square feet in Hauppauge, New York, pursuant to a lease that expires in October 2012, that is utilized substantially for the operations of Neometrics;

2,700 square feet in Paris, and 7,500 square feet in Bordeaux, both in France, pursuant to leases that expire in November 2009 and March 2009, respectively, that are utilized substantially for the operations of Deltamed; and

ITEM 3. Legal Proceedings
On January 29, 2008, David Carey, a former employee of Olympic Medical, which we acquired in October 2006, filed a wrongful termination suit against Natus Medical, Olympic, and two persons who were officers of Olympic at the time of Mr. Carey s termination in March 2007. This action was filed in Federal District Court in Seattle, Washington and alleges that Mr. Carey s termination by Olympic was illegal retaliation under federal law and Washington state public policy and further asserts a claim that Mr. Carey was misclassified as an exempt employee from the overtime requirements of Washington law. The complaint does not include a demand for a specific dollar amount of damages. We believe that we, Olympic, and the individual defendants behaved properly in connection with Mr. Carey s termination and that we have meritorious defenses to the claims asserted, and we intend to vigorously defend this action.

We may from time to time become a party to various other legal proceedings or claims that arise in the ordinary course of business. Our management has reviewed these matters and believes that the resolution of them will not have a significant adverse effect on our financial condition.

ITEM 4. Submission of Matters to a Vote of Security Holders

No stockholder votes took place during the fourth quarter of the year ended December 31, 2007.

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PART II

ITEM 5. Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock has been traded on the Nasdaq Global Market under the symbol BABY since our initial public offering in July 2001. The following table sets forth, for the periods indicated, the high and low closing sales price per share of our common stock, as reported on the Nasdaq Global Market.

	High	Low
Fiscal Year Ended December 31, 2007:		
Fourth Quarter	$ 19.55	$ 15.26
Third Quarter	16.83	14.20
Second Quarter	18.75	14.93
First Quarter	17.90	14.55
Fiscal Year Ended December 31, 2006:		
Fourth Quarter	$ 17.50	$ 13.33
Third Quarter	13.93	9.89
Second Quarter	20.50	9.89
First Quarter	21.57	14.56

As of March 7, 2008, there were 21,768,855 shares of our common stock issued and outstanding and held by approximately 57 stockholders of record. We estimate that there are approximately 4,500 beneficial owners of our common stock.

Dividends

We have never declared or paid cash dividends on our capital stock. We currently expect to retain future earnings, if any, for use in the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future. Based on the terms of our Amended and Restated Credit Agreement with Wells Fargo Bank, National Association, we are prevented from paying dividends without the prior approval of the bank.

Securities Authorized for Issuance Under Equity Compensation Plans

Additional information required by this item regarding equity compensation plans is incorporated by reference to the information set forth in Item 12 of this report on Form 10-K.

Stock Performance Graph

The following information of Part II Item 5 is being furnished and shall not be deemed to be soliciting material or to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor will it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate such information by reference thereto.

The following graph shows a comparison, from January 1, 2003 through December 31, 2007, of cumulative total return for our common stock, the Nasdaq Composite Index and the Standard & Poor s 500 Health Care Equipment Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the Nasdaq Composite Index and the Standard & Poor s 500 Health Care Equipment Index assumes reinvestment of dividends.

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ITEM 6. Selected Financial Data

The following tables set forth certain selected consolidated financial data as of December 31, 2007, 2006, 2005, 2004 and 2003 and for each of the years in the five-year period ended December 31, 2007, and is derived from the consolidated financial statements of Natus Medical Incorporated and its subsidiaries. The consolidated financial statements as of December 31, 2007 and 2006 and for each of the years in the three-year period ended December 31, 2007 are included elsewhere in this report. The selected consolidated balance sheet data as of December 31, 2005, 2004 and 2003 and the consolidated statements of operations data for the years ended December 31, 2004 and 2003 are derived from our consolidated financial statements, which are not included in this report. The selected consolidated financial data set forth below is qualified in its entirety by, and should be read in conjunction with, the Consolidated Financial Statements and Notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this report.

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	Year ended December 31,				
	2007[a]	2006[a]	2005	2004[a]	2003[a]
	(in thousands, except per share data)				
Consolidated Statement of Operations Data:					
Revenue	$ 118,374	$ 89,915	$ 43,045	$ 36,506	$ 31,006
Cost of revenue	43,100	33,665	16,092	15,015	12,786
Gross profit	75,274	56,250	26,953	21,491	18,220
Operating expenses:					
Marketing and selling	28,202	21,944	11,396	11,305	12,775
Research and development	15,645	10,604	4,318	3,672	3,682
General and administrative	15,214	11,004	5,806	6,626	4,984
Acquired in-process research and development[b]	300	9,800		470	
Restructuring				776	
Total operating expense	59,361	53,352	21,520	22,849	21,441
Income (loss) from operations	15,913	2,898	5,433	(1,358)	(3,221)
Other income, net	101	225	1,228	310	597
Income (loss) before provision for income taxes	16,014	3,123	6,661	(1,048)	(2,624)
Provision for income tax expense	6,234	4,050	509	297	4
Income (loss) from continuing operations	9,780	(927)	6,152	(1,345)	(2,628)
Discontinued operations				(1,062)	(116)
Net income (loss)	$ 9,780	$ (927)	$ 6,152	$ (2,407)	$ (2,744)
Earnings (loss) per share:					
Basic	$ 0.45	$ (0.05)	$ 0.35	$ (0.14)	$ (0.17)
Diluted	$ 0.43	$ (0.05)	$ 0.33	$ (0.14)	$ (0.17)
Weighted average shares used in the calculation of earnings (loss) per share:					
Basic	21,600	19,548	17,429	16,837	16,411
Diluted	22,815	19,548	18,693	16,837	16,411

	December 31,				
	2007	2006	2005	2004	2003
	(in thousands)				
Balance Sheet Data:					
Cash, cash equivalents, and short-term investments	$ 11,916	$ 15,392	$ 52,209	$ 35,743	$ 37,635
Working capital	19,162	30,803	57,495	40,826	44,720
Total assets	189,571	124,163	77,395	59,257	57,020
Total debt	36,816				
Total stockholders equity	115,718	101,026	68,965	52,728	52,632

[a] Results of operations of Neometrics, Fischer-Zoth, Bio-logic, Deltamed, Olympic and Xltek are included from their acquisition dates of July 2003, September 2004, January 2006, September 2006, October 2006, and November 2007, respectively.

[b] Acquired in-process research and development charges in 2007 are associated with our acquisition of Xltek, in 2006 with our acquisitions of Bio-logic and Olympic, and in 2004 with our acquisition of Fischer-Zoth.

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ITEM 7. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with the Company s financial statements and the accompanying footnotes. MD&A includes the following sections:

Our Business. A general description of our business.

Year 2007 Overview. A summary of key information concerning the financial results for 2007 and changes from 2006.

Application of Critical Accounting Policies. A discussion of the accounting policies that are most important to the portrayal of our financial condition and results of operations and that require critical judgments and estimates.

Results of Operations. An analysis of our results of operations for the three years presented in the financial statements.

Liquidity and Capital Resources. An analysis of capital resources, sources and uses of cash, investing and financing activities, and contractual obligations.

Quantitative and Qualitative Disclosures about Market Risk. A summary of currency exchange issues and interest rate hedging.

Off-Balance Sheet Arrangements. An analysis of off-balance sheet arrangements.

Recent Accounting Pronouncements. A recap of recently issued accounting pronouncements that may have an impact on our results of operations, financial position or cash flows.

Cautionary Information Regarding Forward-Looking Statements. Cautionary information about forward-looking statements.

Business

Natus provides healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments such as hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and certain newborn conditions. We develop, manufacture, and market advanced neurodiagnostic and newborn care products to healthcare professionals. Our product offerings include computerized neurodiagnostic systems for audiology, neurology, polysomnography, and neonatology, as well as newborn care products such as hearing screening systems, phototherapy devices for the treatment of newborn jaundice, head-cooling products for the treatment of brain injury in newborns, and software systems for managing and tracking disorders and diseases for public health laboratories.

Our principal product families and product lines consist of:

Hearing

Newborn Hearing Screening. ALGO, ABaer, AuDX, and Echo-Screen

Diagnostic Hearing Assessment. Navigator, AuDX Pro, Scout, and Cochlea-Scan

Monitoring Systems for Neurology

Diagnostic EEG Monitoring. Ceegraph VISION, Kortex, Coherence, and CFM 6000

Diagnostic Sleep Analysis. Sleepscan VISION, Sleepworks, and Coherence

Diagnostic EMG. NeuroMAX and XCalibur

Intra-operative Monitoring. Protektor

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Newborn Care

Cool-Cap, NeoBLUE, Bili-Lites, Smart Scales, Neometrics MSDS,

Other

HINT, Pasteurmatic washer and pasteurizer, Bio-Clean Sterile Dryer, and VAC-PAC.

Our revenue is generated almost exclusively from sales of devices and systems, which are generally non-recurring, and related supplies and services, which are generally recurring.

We sell our products in the United States primarily through a direct sales organization and also sell certain products through distributors and under private-label agreements. We sell our products outside the U.S. primarily through a distributor sales channel, which consists of distributors selling Natus products into more than 80 countries; however, we sell some of our products in France and Germany through a direct sales organization. We previously had direct sales organizations in Japan and the United Kingdom (U.K.). In 2004 we ceased selling through a direct sales force in Japan and began to sell through a distributor, and in February 2006 we ceased selling through a direct sales force in the U.K. and began to sell through a distributor.

We intend to continue expansion of our international operations because we believe international markets represent a significant growth opportunity. International sales made to distributors are characterized by lower gross profits due to the discount from our list prices that the distributors receive. International sales contributed to 33% of our revenue during 2007, compared to 29% of our revenue during 2006. The increase in international sales as a percent of total sales in 2007 compared to 2006 was attributable to our acquisition of Olympic and strong sales from Fischer-Zoth. We anticipate that international revenue will increase as a percent of revenue in the future.

We estimate that approximately 95% of the children born in the U.S. are currently being tested for hearing impairment prior to discharge from the hospital. As such, the U.S. market is mature and competitive. We derive a significant portion of our revenue from the sale of disposable supplies that are used with our screening devices. Because these products can generate high margins, we may face increasing competition. We believe that our primary competitive advantage relates to the functionality and reliability of our products and that other suppliers may compete against us by offering lower prices.

Our net income or loss can be markedly impacted by our decisions regarding the level of resources applied to our business. Management and our board of directors make these decisions on the basis of sales forecasts, expected customer orders, economic conditions, and other factors. These costs are primarily personnel and facilities costs that are relatively fixed in the short term and directly impact net income.

Year 2007 Overview

In the first quarter of 2007, we began marketing the Olympic Cool-Cap, a Class III medical device. The Cool-Cap system, which is the only FDA-approved device for the treatment of hypoxic ischemic encephalopathy (HIE) in term newborns, provides selective head cooling to prevent or reduce the severity of neurologic injury associated with HIE.

In June 2007 we put a hold on domestic shipments of Cool-Cap units in order to update some of the components used in its manufacture and submitted a PMA supplement to the FDA in October 2007 seeking approval of the component updates. The FDA approved the PMA supplement on February 5, 2008; however, we were unable to ship any Cool-Cap units in the U.S. during the second half of 2007. Our inability to ship Cool-Cap units in the U.S. also affected our sales of the Olympic Cerebral Function Monitor, as the Cool-Cap and CFM are sold into level three NICU s together as a system.

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In October 2007 we received a warning letter from the FDA that focused on process deficiencies at our Olympic facility in Seattle, Washington. As a result, we initiated a voluntary plant shutdown for the month of November 2007. After reviewing processes at the facility, we responded to the FDA s warning letter in late November 2007. To date, the FDA has had no further communication with us concerning this matter.

On November 29, 2007 we acquired Excel-Tech Ltd. (Xltek) for $64 million. Xltek, based in Oakville, Ontario, Canada and which was publicly traded on the Toronto exchange, develops and markets computer-based electrodiagnostic systems and disposable supplies used by medical practitioners to aid in the detection, diagnosis, and monitoring of neurologic and sleep disorders. Xltek reported revenue of approximately $26.7 million during its fiscal year ended January 31, 2007.

Shortly after the acquisition of Xltek we initiated integration and restructuring activities at their facility that resulted in an immediate reduction of 15 employees, with further cost synergies expected later in the second half of 2008.

Application of Critical Accounting Policies

We prepare our financial statements in accordance with accounting principles generally accepted in the United Sates of America (GAAP). In so doing, we must often make estimates and use assumptions that can be subjective and, consequently, our actual results could differ from those estimates. For any given individual estimate or assumption we make, there may also be other estimates or assumptions that are reasonable.

We believe that the following critical accounting policies require the use of significant estimates, assumptions, and judgments. The use of different estimates, assumptions, and judgments could have a material affect on the reported amounts of assets, liabilities, revenue, expenses, and related disclosures as of the date of the financial statements and during the reporting period.

Revenue recognition

We recognize revenue, net of discounts, from sales of medical devices and supplies, including sales to distributors, when a purchase order has been received, when title transfers, when the selling price is fixed or determinable, and when collection of the resulting receivable is reasonably assured. Revenue from sales of certain EEG and PSG systems is recognized in accordance with FASB Statement of Position No. 97-2, *Software Revenue Recognition*, wherein revenue is recognized when there is persuasive evidence of an arrangement, delivery has occurred, the sales price is fixed or determinable, and collection is reasonably assured. When contractual arrangements contain multiple elements, revenue is allocated to each element based on its relative fair value determined using prices charged when elements are sold separately. Terms of sale for most domestic sales are FOB origin, reflecting that title and risk of loss are assumed by the purchaser at the shipping point, however, terms of sale for some neurology and sleep-diagnostic systems are FOB destination, reflecting that title and risk of loss are assumed by the purchaser upon delivery. Terms of sales to international distributors are EXW, reflecting that goods are shipped ex works, in which title and risk of loss are assumed by the distributor at the shipping point.

Revenue from extended service and maintenance agreements, for both medical devices and data management systems, is recognized ratably over the service period. Advance payments from customers are recorded as deferred revenue and recognized as revenue as otherwise described above. We generally do not provide rights of return on products. We accept trade-ins of our own and competitive medical devices. Trade-ins are recorded as a reduction of the replacement medical device sale. Provisions are made for initial standard warranty obligations of one year, and post-sale training and customer support at the time the related revenue is recognized. Negotiated pricing and discounts for sales subject to GPO contract terms are recognized as a reduction of the selling price of our products.

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Allowance for doubtful accounts

We must exercise judgment when assessing the sufficiency of our allowance for estimated uncollectible accounts receivable. Our estimates are based on our historical collection experience within the markets in which we operate, assessment of our average accounts receivable aging days, and any other specific information of which we may be aware, such as bankruptcy filings or liquidity problems of our customers. Based on the results of our analyses, activity associated with our provision for doubtful accounts has historically been within our expectations. Any future determination that our allowance for estimated uncollectible accounts receivable is not properly stated could result in a change in our operating expenses and results of operations.

Inventory is carried at the lower of cost or market value

As a medical device manufacturer, we may be exposed to a number of factors that could result in portions of our inventory becoming either obsolete or being held in quantities that exceed anticipated usage. These factors include, but are not limited to: technological changes in our markets, competitive pressures in products and prices, and our own introduction of new product lines.

We regularly evaluate our ability to realize the value of our inventory based on a combination of factors, including historical usage rates, forecasted sales, product life cycles, and market acceptance of new products. When we identify inventory that is obsolete or in excess of anticipated usage we write it down to realizable salvage value. The estimates we use in projecting future product demand may prove to be incorrect. Any future determination that our inventory is overvalued could result in increases to our cost of sales and decreases to our operating margins and results of operations.

Carrying value of intangible assets

We amortize intangible assets with finite lives over their useful lives; any future changes that would limit their useful lives or any determination that these assets are carried at amounts greater than their estimated fair value could result in additional charges. We carry goodwill and any other intangible assets with indefinite lives at original cost but do not amortize them. Any future determination that these assets are carried at amounts greater than their estimated fair value could result in additional charges, which could significantly impact our operating results.

We test our definite-lived intangible assets for impairment whenever changes in circumstances indicate the carrying value of these assets may be impaired. Impairment indicators include, but are not limited to, net book value as compared to market capitalization, significant negative industry and economic trends, and significant underperformance relative to historical and projected future operating results. Impairment is considered to have occurred when the estimated undiscounted future cash flows related to the asset are less than its carrying value. Estimates of future cash flows involve consideration of many factors including the marketability of new products, product acceptance and lifecycle, competition, appropriate discount rates, and operating margins.

We test our goodwill and indefinite-lived intangible assets for impairment at least annually as of October 1st; this assessment is also performed whenever there is a change in circumstances that indicates the carrying value of these assets may be impaired. The determination of whether any potential impairment of goodwill exists is based upon a comparison of the estimated fair value of a reporting unit to the basis of the underlying net assets of such reporting unit. To determine the estimated fair value of our reporting units, we utilize subjective valuations based upon discounted cash flow analysis. The discounted cash flow analysis is dependent upon a number of factors including estimates of forecasted revenue and costs, and appropriate discount rates, as use of a higher rate will result in a lower estimate of fair value. In performing the discounted cash flow analysis, we use discount rates consistent with the risk-adjusted discount rates utilized in our valuation analyses pursuant to Statement of Financial Accounting Standards No. (SFAS) 141, *Business Combinations*. Use of discount rates that were 150% of the rates we utilized would have had no impact on the conclusions we reached in our impairment analysis.

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Liability for product warranties

Our medical device products are covered by standard one-year product warranty plans. A liability has been established for the expected cost of servicing our medical device products during these service periods. We base the liability in part upon our historical experience; however, estimates of the costs to honor our warranties are often difficult to determine due to uncertainty surrounding the extent to which new products will require servicing and the costs that will be incurred to service those products. Until we have historical experience of the cost to honor warranties on new products, we base additions to the reserve on a combination of factors including the standard cost of the product, experience with similar products, and other judgments, such as the degree to which the product incorporates new technology. The estimates we use in projecting future product warranty costs may prove to be incorrect. Any future determination that our product warranty reserves are understated could result in increases to our cost of sales and reductions in our operating profits and results of operations.

Share-based compensation

On January 1, 2006, we adopted SFAS 123R, *Share-Based Compensation*, using the modified prospective approach. With the adoption of SFAS 123R, the Company now records the fair value of share-based compensation awards as expenses in the consolidated statement of operations. In order to determine the fair value of stock options on the date of grant, the Company applies the Black-Scholes option-pricing model. Inherent in this model are assumptions related to expected dividend yield, risk-free interest rate, expected stock-price volatility, expected term, and forfeiture rate. While the risk-free interest rate and dividend yield are less subjective assumptions, typically based on factual data derived from public sources, expected stock-price volatility, expected life, and forfeiture rate assumptions require a greater level of judgment which makes them critical accounting estimates. If we used different assumptions, we would have recorded different amounts of share-based compensation.

Results of Operations

The following table sets forth, for the periods indicated, selected consolidated statement of operations data as a percentage of total revenue. Our historical operating results are not necessarily indicative of the results for any future period.

	Percent of Revenue Years Ended December 31,		
	2007	**2006**	**2005**
Revenue	100.0%	100.0%	100.0%
Cost of revenue	36.4	37.4	37.4
Gross profit	63.6	62.6	62.6
Operating expenses:			
Marketing and selling	23.8	24.4	26.5
Research and development	13.2	11.8	10.0
General and administrative	12.8	12.3	13.5
Acquired in-process research and development	0.3	10.9	
Total operating expenses	50.1	59.4	50.0
Income from operations	13.5	3.2	12.6
Other income, net	0.1	0 .3	2.8
Income before provision for income taxes	13.6	3.5	15.4
Income tax provision	5.3	4.5	1.2
Net income (loss)	8.3%	(1.0)%	14.2%

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Acquisitions

We completed four significant acquisitions during 2007 and 2006, and the timing of these acquisitions had an impact on the comparison of our results of operations for the years ended December 31, 2007, 2006 and 2005.

Xltek. This acquisition was completed on November 29, 2007. Xltek reported revenue of approximately $26.7 million during its last completed fiscal year prior to the acquisition.

Olympic Medical. This acquisition was completed on October 16, 2006. Olympic reported revenue of approximately $15.0 million during its last completed fiscal year prior to the acquisition.

Deltamed. This acquisition was completed on September 6, 2006. Deltamed reported revenue of approximately $5.4 million during its last completed fiscal year prior to the acquisition.

Bio-logic. This acquisition was completed on January 5, 2006. Bio-logic reported revenue of approximately $31.6 million during its last completed fiscal year prior to the acquisition.

Comparison of 2007 and 2006

Operating Results

We analyze our revenue from two perspectives. Because our acquisitions have been significant, we measure the contribution to consolidated revenue of the businesses we acquire. We also analyze our revenue as coming from two sources: sales of devices and systems, and sales of related supplies and services. We report freight revenue separate from these two sources.

Our revenue increased 32%, or $28.5 million, to $118.4 million in 2007, from $89.9 million in 2006. Xltek contributed to $2.2 million of our revenue in 2007. Olympic and Deltamed contributed to $20.5 million of the increase.

Revenue from devices and systems was $73.2 million in 2007, representing an increase of 42% or $21.6 million, from $51.6 million reported in 2006. Olympic and Deltamed contributed to $17.1 million of this increase. Revenue from supplies and services was $43.5 million in 2007, representing an increase of 18% or $6.6 million, from $36.9 million in 2006. Olympic and Deltamed contributed to $3.4 million of this increase.

Revenue from devices and systems was 62% of total revenue in 2007, compared to 57% in 2006, and revenue from supplies and services was 37% of total revenue in 2007 compared to 41% of revenue in 2006. The changes in the percentages from 2006 to 2007 resulted primarily from the contribution of a full year of operations from Olympic, whose mix of sales includes more devices than our existing product lines. Freight revenue of $1.6 million in 2007 represented 1% of total revenue, while freight revenue of $1.4 million in 2006 represented 2% of total revenue.

No customer accounted for more than 10% of our revenue in either 2007 or 2006. Revenue from domestic sales increased 23% to $78.9 million in 2007, from $64.0 million in 2006. Revenue from international sales increased 52% to $39.5 million in 2007, compared to $25.9 million in 2006. Revenue from domestic sales was 67% of total revenue in 2007, compared to 71% in 2006, and revenue from international sales was 33% of total revenue in 2007 compared to 29% of revenue in 2006. The changes in the percentages from 2006 to 2007 resulted primarily from the contribution of our German subsidiary, Fisher-Zoth, and a full year of operations from Olympic.

Our cost of revenue increased $9.4 million, or 28%, to $43.1 million in 2007, from $33.7 million in 2006. The increase was primarily due to our increased sales, and also includes $175,000 of share-based compensation expense in 2007 compared to $116,000 in 2006. Gross profit increased $19.0 million, or 34%, to $75.3 million in 2007 from $56.3 million in 2006, primarily due to our increased sales. Gross profit as a percentage of revenue was 64% in 2007 compared to 63% in 2006.

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Total operating costs increased $6.0 million, or 11%, to $59.4 million in 2007, from $53.4 million in 2006. The operations of Olympic and Deltamed contributed to $4.1 million of the increase in operating costs, and Xltek contributed to $1.4 million of the increase. In addition, operating expense in 2007 included a charge for in-process research and development of $300,000, compared to charges of $9.8 million in 2006. We also recorded $1.9 million of employee share-based compensation expense in 2007 compared to $1.3 million in 2006. Our operating costs other than the charges for in-process research and development declined as a percentage of revenue in 2007 relative to 2006.

In February 2008, we adopted an integration and restructuring plan that is designed to eliminate redundant costs resulting from prior acquisitions and to improve efficiencies in operations. Under the plan, we will centralize the research and development activities supporting each of our three main product families, eliminate redundancies in North American field sales and service personnel resulting from the acquisition of Xltek, and eliminate certain production resources. We expect these actions to be essentially cost neutral in 2008, as savings during the year will be largely offset by severance costs.

Our marketing and selling expenses increased $6.3 million, or 29%, to $28.2 million in 2007 from $21.9 million in 2006. Olympic and Deltamed contributed to $3.2 million of the increase, while the marketing and selling expenses of Xltek were $645,000. We recorded $509,000 of employee share-based compensation expense in marketing and selling expenses in 2007 compared to $483,000 in 2006.

Our research and development expenses increased $5.0 million, or 47%, to $15.6 million in 2007 from $10.6 million in 2006. Olympic and Deltamed contributed to $3.1 million of the increase, while the research and development expenses of Xltek were $199,000. We recorded $108,000 of employee share-based compensation expense in research and development expenses in 2007, compared to $111,000 in 2006.

Our general and administrative expenses increased $4.2 million, or 38%, to $15.2 million in 2007 from $11.0 million in 2006. General and administrative expenses of Xltek were $238,000 and Olympic and Deltamed represented $1.8 million of the increase. In addition, outside consulting costs increased by $1.1 million, primarily due to incremental legal, auditing, tax consulting, and other outside services associated with the increase in the size of the Company resulting from our acquisitions. In addition we recorded $1.3 million of employee share-based compensation expense in general and administrative expenses in 2007 compared to $695,000 for 2006.

Other income, net consists of investment income, interest expense, net currency exchange gains and losses, and other miscellaneous income and expense. We reported net other income of $101,000 in 2007, compared to $225,000 in 2006. The net decrease in other income, net is due to an increase in foreign currency exchange losses. Unrealized exchange gains and losses from our consolidated foreign subsidiaries are not included in net income, but are reported as a component of other comprehensive income. In connection with the acquisition of Xltek, in mid October 2007 the Company entered into a forward contract for the purchase of CAD $50 million. This contract was executed on November 27, 2007, and resulted in a currency hedging loss of approximately $480,000. During the two days between the execution of the contract and the funding of the acquisition, the Company incurred an additional currency loss of $250,000. The Company did not enter into any other significant hedging activities in 2007 or 2006.

We recorded income tax expense of $6.2 million in 2007, compared to $4.1 million recorded in 2006. Our effective tax rate for 2007 was 38.9% compared to 44.9% in 2006. Our effective tax rate decreased in 2007 because of research and development tax credits, tax deductions for domestic manufacturing, and tax deductions associated with disqualifying dispositions of stock purchased by our employees under our stock awards and stock purchase plans. At December 31, 2007, we had federal net operating loss carryforwards of approximately $4.2 million and federal research credit carryforwards of $110,000 available to offset future taxable income. Income tax expense related to our international operations is based on the statutory rates in those jurisdictions.

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Comparison of 2006 and 2005

Operating Results

Our revenue increased 109%, or $46.9 million, to $89.9 million in 2006, from $43.0 million in 2005. Bio-logic contributed to $38.2 million of our 2006 revenue, which amount represents an 18% increase over Bio-logic s stand-alone revenue of $32.3 million for the twelve months ended December 31, 2005. Deltamed and Olympic contributed to $6.1 million of our revenue in 2006.

Revenue from devices and systems was $51.6 million in 2006, representing an increase of 166% or $32.1 million, from $19.4 million reported in 2005. Revenue from supplies and services was $36.9 million in 2006, representing an increase of 59% or $13.8 million, from $23.2 million in 2005.

Revenue from devices and systems was 57% of total revenue in 2006, compared to 45% in 2005, and revenue from supplies and services was 41% of total revenue in 2006 compared to 54% of revenue in 2005. The changes in the percentages from 2005 to 2006 resulted primarily from the contribution of Bio-logic. Freight revenue of $1.4 million in 2006 represented 2% of total revenue, while freight revenue of $488,000 in 2005 represented 1% of total revenue.

No customer accounted for more than 10% of our revenue in either 2006 or 2005. Revenue from domestic sales increased 133% to $64.0 million in 2006, from $27.5 million in 2005. Revenue from international sales increased 67% to $25.9 million in 2006, compared to $15.6 million in 2005. Revenue from domestic sales was 71% of total revenue in 2006, compared to 64% in 2005, and revenue from international sales was 29% of total revenue in 2006 compared to 36% of revenue in 2005. The changes in the percentages from 2006 to 2005 resulted primarily from the contribution of Bio-logic and Deltamed.

Our cost of revenue increased $17.6 million, or 109%, to $33.7 million in 2006, from $16.1 million in 2005. The increase was primarily due to our increased sales, and also includes $116,000 of share based compensation expense in 2006 for which there was no corresponding charge in 2005. Gross profit increased $29.3 million, or 109%, to $56.3 million in 2006 from $27.0 million in 2005, primarily due to our increased sales. Gross profit as a percentage of revenue was 62.6% in both 2006 and 2005. Sales of Olympic products reduced consolidated gross profit by 0.4% in 2006.

Total operating costs increased $31.8 million, or 148%, to $53.4 million in 2006, from $21.5 million in 2005. The operations of Bio-logic, Deltamed, and Olympic contributed to $19.4 million of the increase, while charges for in-process research and development contributed an additional $9.8 million; we had no such costs in 2005. Our operating costs other than the charges for in-process research and development declined as a percentage of revenue in 2006 relative to 2005. We also recorded $1.3 million of employee share-based compensation expense in 2006 for which there was no cost in 2005.

Our marketing and selling expenses increased $10.5 million, or 92.6%, to $21.9 million in 2006 from $11.4 million in 2005. The marketing and selling expenses of Bio-logic, Deltamed, and Olympic were $10.7 million in 2006. We recorded $483,000 of employee share-based compensation expense in marketing and selling expenses in 2006 for which there was no cost in 2005.

Our research and development expenses increased $6.3 million, or 146%, to $10.6 million in 2006 from $4.3 million in 2005. The research and development expenses of Bio-logic, Deltamed, and Olympic were $6.2 million. We recorded $111,000 of employee share-based compensation expense in research and development expenses in 2006 for which there was no cost in 2005.

Our general and administrative expenses increased $5.2 million, or 90%, to $11.0 million in 2006 from $5.8 million in 2005. General and administrative expenses of Bio-logic, Deltamed, and Olympic were $2.6 million. Our general and administrative costs other than those associated with our acquisitions increased by $2.6 million.

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Outside consulting costs increased by $1.1 million, primarily due to incremental legal, auditing, and tax consulting fees associated with the increase in the size of the Company resulting from our acquisitions. In addition we recorded $695,000 of employee share-based compensation expense in general and administrative expenses in 2006 for which there was no cost in 2005.

During 2006, we recorded charges for acquired in-process research development of $5.9 million associated with our acquisition of Bio-Logic in January 2006 and $3.9 million associated with our acquisition of Olympic in October 2006. We had no such costs in 2005.

Other income (expense) net consists of investment income and net capital gains and losses from our investment portfolio, interest expense, net currency exchange gains and losses, and other miscellaneous income and expenses. We reported a net other income of $225,000 in 2006, compared to $1.2 million in 2005. The reduction in net other income resulted primarily from the decrease in our investment portfolio and an increase in interest expense related to a bank obligation outstanding during ten months of 2006, both of which were related to our acquisition of Bio-logic in January 2006. Our net foreign currency gains and losses were not material in 2006 or 2005. Unrealized translation gains and losses from our consolidated foreign subsidiaries are not included in net income, but are reported as a component of other comprehensive income.

We recorded income tax expense of $4.1 million in 2006, compared to $509,000 recorded in 2005. The charge for acquired in-process research and development associated with the acquisition of Bio-logic does not represent a deductible expense for purposes of calculating our effective tax rate. Our effective tax rate for 2006 without giving effect to non-deductible in-process research and development was 44.9%. Our effective tax rate in 2005 was 7.6%. Our effective tax rate increased in 2006 because we released the valuation allowance against our deferred tax assets through purchase accounting associated with the acquisition of Bio-logic.

Liquidity and Capital Resources

Comparison of 2007 and 2006

Liquidity represents our ability to generate sufficient cash flows from operating activities, and to obtain financing, to meet our obligations and commitments

As of December 31, 2007, we had cash and cash equivalents of $11.9 million, stockholders equity of $115.7 million, and working capital of $19.2 million, compared with cash and cash equivalents of $15.4 million, stockholders equity of $101.0 million, and working capital of $30.8 million as of December 31, 2006. The reduction in our cash and cash equivalents is primarily related to our acquisition of Xltek.

On November 29, 2007, we acquired Xltek for $64 million in cash, of which $35 million was funded by the credit facility described below, $14 million was provided by Xltek cash, and $15 million was provided by our existing cash.

On November 28, 2007, we entered into an Amended and Restated Credit Agreement (the Credit Agreement) with Wells Fargo Bank, National Association (Wells Fargo). The Credit Agreement restates and supercedes the credit agreement that we entered into with Wells Fargo on November 8, 2006. We paid to Wells Fargo a commitment fee of $350,000 for the credit facilities provided under the Credit Agreement. The credit facility consists of a $25 million Term Loan to be used for working capital and general corporate purposes, and to finance a portion of our acquisition of Xltek, and a Revolving Line of Credit in the amount of $13.0 million to be used for working capital and general corporate purposes, and to finance a portion of our acquisition of Xltek. On November 28, 2007, we borrowed $10 million under the Revolving Line of Credit, and at December 31, 2007 we had $3.0 million available for additional borrowing. The credit facility contains covenants, including covenants relating to liquidity and other financial measurements, and provides for events of default, including failure to pay any interest when due, failure to perform or observe covenants, bankruptcy or insolvency events

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and the occurrence of a material adverse effect. At December 31, 2007, we were in compliance with all covenants of the revolving credit facility and there was an outstanding balance of $25 million under the Term Loan and $10 million under the Revolving Line of Credit. The Company has granted Wells Fargo a security interest in all of the assets of the Company.

As a result of our acquisition of Xltek, our cash reserves and working capital have been significantly reduced. However, we believe that our current cash and cash equivalents, and any cash generated from operations will be sufficient to fund our ongoing operations for the foreseeable future. We intend to continue to acquire additional technologies, products or businesses, and these acquisitions could be significant. These actions would likely affect our future capital requirements and the adequacy of our available funds. We may be required to raise additional funds through public or private financings, strategic relationships, or other arrangements. Any additional equity financing may be dilutive to stockholders, and debt financing, if available, may involve restrictive covenants and increase our cost of capital.

Net cash provided by operations increased by $7.7 million for the year ended December 31, 2007 to $10.9 million, compared to $3.2 million for the same period in 2006. The sum of our net income and certain non-cash expense items, such as reserves, depreciation and amortization, and share based compensation was approximately $17 million in 2007, compared to $13.7 million in 2006. The overall impact of changes in certain operating assets and liabilities on total operating cash flows resulted in a cash outflow of $6.1 million in the 2007 fiscal year compared to an outflow of $10.5 million in the 2006 fiscal year.

We used cash for investing purposes of $52.7 million for the year ended December 31, 2007, compared to $59.5 million in the same period in 2006. We used $2.1 million and $2.4 million of cash to acquire property and equipment, during the year ended December 31, 2007 and 2006, respectively. During the year ended December 31, 2007, we used $50 million of cash to acquire businesses compared to $71.8 million used during the year ended December 31, 2006. In 2006 we generated $12.2 million of cash through the sale of short-term investments and $2.5 million from the sale of land. We had no similar sources of cash during the year ended December 31, 2007.

Cash provided by financing activities was $37.6 million in the year ended December 31, 2007, compared to $32.0 million in 2006. Sources of cash from financing activities in 2007 were primarily from borrowings under our credit agreement of $35.0 million, exercises of stock options pursuant to our stock awards plans, and purchases of our stock by employees pursuant to our Employee Stock Purchase Plan in the amount of $2.0 million, compared with proceeds from the issuance of common stock of $29.2 million, borrowing net of repayments under our credit agreement of $10.0 million, exercises of stock options pursuant to our stock awards plans and purchases of our stock by employees pursuant to our Employee Stock Purchase Plan in the amount of $1.7 million in 2006. During 2007 we also realized an excess tax benefit of $598,000 on the exercise of employee stock options compared with an excess tax benefit of $1.1 million in 2006 that was recorded in both years as an increase to stockholders equity.

Comparison of 2006 and 2005

As of December 31, 2006, we had cash, cash equivalents, and short-term investments of $15.4 million, stockholders equity of $101.0 million, and working capital of $30.8 million, compared with cash, cash equivalents, and short-term investments of $52.2 million, stockholders equity of $69.0 million, and working capital of $57.5 million as of December 31, 2005. The reduction in our cash, cash equivalents and short-term investments is primarily related to our acquisitions of Bio-logic, Deltamed, and Olympic.

In January 2006 we acquired Bio-logic for $69.3 million cash, in September 2006 we acquired Deltamed for $4.1 million cash, and in October 2006, we acquired Olympic for $16.6 million cash, plus the immediate satisfaction of approximately $2.7 million of obligations associated with the acquisition.

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In August 2006, we issued 2,645,000 shares of our common stock in a registered offering. The offering was priced at $11.66 per share, which was the closing price of our stock on the day prior to the offering. We raised $29.3 million, net of underwriting fees and other costs of the offering.

On November 8, 2006 we entered into a $15.0 million revolving credit facility and transferred the outstanding balance of an existing term credit facility to the revolving facility. We repaid the outstanding balance of the revolving credit facility later in November 2006.

Net cash provided by operations was $3.2 million in 2006 compared to net cash provided by operations of $7.9 million in 2005. Cash provided by operation in 2006 was largely attributable to our net loss for the year offset by substantial non-cash charges for in-process research and development, and depreciation and amortization. Additionally, during the 2006 period, we assumed accrued liabilities of $2.5 million and $2.7 million, respectively, associated with the Bio-logic and Olympic acquisitions that were paid off shortly after the acquisitions were consummated. The reduction of these accrued liabilities reduced cash provided by operations by $5.2 million in 2006. Increases in accounts receivable, inventories, and accounts payable of $11.9 million, $8.3 million, and $6.3 million, respectively, were largely the result of our acquisitions.

Other than $71.8 million of the Company s cash used to acquire Bio-logic, Deltamed, the Nascor assets, and Olympic, offset by sales of short-term investments, cash used in investing activities in 2006 was $2.4 million, primarily to acquire equipment, offset by proceeds from the sale of land of $2.5 million and a reduction in deposits and other assets. In 2005, we used $480,000 for earnout payments associated with our previous acquisitions and $931,000 for purchases of equipment.

Cash provided by financing activities was $32.0 million in the year ended December 31, 2006, compared to $10.2 million in 2005. During 2006 we raised $29.3 million in a registered common stock offering, and during 2005 we raised $7.1 million in a private placement of our stock. Other sources of cash from financing activities were primarily from exercises of stock options pursuant to our stock awards plans and purchases of our stock by employees pursuant to our Employee Stock Purchase Plan in the amount of $1.7 million and $3.0 in the years ended December 31, 2006 and 2005, respectively. During 2006 we also realized an excess tax benefit of $1.1 million on the exercise of employee stock options that was recorded as an increase to stockholders equity.

Future Liquidity

Our future liquidity and capital requirements will depend on numerous factors, including the:

- Amount and timing of revenue;
- Extent to which our existing and new products gain market acceptance;
- Extent to which we make acquisitions;
- Cost and timing of product development efforts and the success of these development efforts;
- Cost and timing of marketing and selling activities; and
- Availability of borrowings under line of credit arrangements and the availability of other means of financing.

Contractual Obligations

In the normal course of business, we enter into obligations and commitments that require future contractual payments. The commitments result primarily from firm, noncancellable purchase orders placed with contract vendors that manufacture some of the components used in our medical devices and related disposable supply products, as well as commitments for leased office, manufacturing, and warehouse facilities. On

November 28, 2007 we entered into a $13.0 million revolving credit facility and $25.0 million term loan. The outstanding

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principal due under the credit facility at December 31, 2007 was $35.0 million. On November 29, 2007 we acquired Xltek and assumed $2 million of term debt.

The following table summarizes our contractual obligations and commercial commitments as of December 31, 2007 (in thousands):

		Payments Due by Period			
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Unconditional purchase obligations	$ 12,609	$ 12,609	$	$	$
Operating lease obligations	3,686	1,050	2,318	318	
Term Loans and Credit Facility (including interest)	40,625	20,732	18,840	1,053	
Total	$ 56,920	$ 34,391	$ 21,158	$ 1,371	$

Purchase obligations are defined as agreements to purchase goods or services that are enforceable and legally binding. Included in the purchase obligations category above are obligations related to purchase orders for inventory purchases under our standard terms and conditions and under negotiated agreements with vendors. We expect to receive consideration (products or services) for these purchase obligations. The purchase obligation amounts do not represent all anticipated purchases in the future, but represent only those items for which we are contractually obligated. The table above does not include obligations under employment agreements for services rendered in the ordinary course of business.

We are not able to reasonably estimate the timing of any potential payments for uncertain tax positions under FASB Interpretation No. (FIN) 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement 109*. As a result, the preceding table excludes any potential future payments related to our FIN 48 liability for uncertain tax positions. See Note 14 of our consolidated financial statements for further discussion on income taxes.

Quantitative and Qualitative Disclosures about Market Risk

We develop products in the U.S, Canada, and Europe and sell those products primarily in the U.S., Europe, and Asia. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. Most of our sales in Europe and Asia are denominated in U.S. dollars and Euros and with the acquisition of Xltek in November 2007, a small portion of our sales are now denominated in Canadian dollars. As our sales in currencies other than the U.S. dollar increase, our exposure to foreign currency fluctuations may increase.

In addition, changes in exchange rates also may affect the end-user prices of our products compared to those of our foreign competitors, who may be selling their products based on local currency pricing. These factors may make our products less competitive in some countries.

If the U.S. dollar uniformly increased or decreased in strength by 10% relative to the currencies in which our sales were denominated, our net income would have correspondingly increased or decreased by an immaterial amount for the year ended December 31, 2007. Our interest income is sensitive to changes in the general level of interest rates in the U.S., particularly since the majority of our investments are in short-term instruments and cash equivalents. However, as substantially all of our short-term investments carry a fixed rate of interest, a hypothetical decrease of 10% in market interest rates would not result in a material decrease in interest income earned on investments held at December 31, 2007 through the date of maturity on those investments.

The fair value of our short-term investments and cash equivalents is also sensitive to changes in the general level of interest rates in the U.S., and the fair value of our portfolio will fall if market interest rates increase.

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However, since we generally have the ability to hold these investments to maturity, these declines in fair value may never be realized. If market interest rates were to increase by 10% from levels at December 31, 2007, the fair value of our portfolio would decline by an immaterial amount. At December 31, 2007 we did not hold any short-term investments or cash equivalents with maturities greater than 90 days.

All of the potential changes noted above are based on sensitivity analyses performed on our financial position as of December 31, 2007. Actual results may differ as our analysis of the effects of changes in interest rates does not account for, among other things, sales of securities prior to maturity and repurchase of replacement securities, the change in mix or quality of the investments in the portfolio, and changes in the relationship between short-term and long-term interest rates.

Off-Balance Sheet Arrangements

Under our bylaws, we have agreed to indemnify our officers and directors for certain events or occurrences arising as a result of the officer or director s serving in such capacity. We have a directors and officers liability insurance policy that limits our exposure and enables us to recover a portion of any future amounts paid resulting from the indemnification of our officers and directors. In addition, we enter into indemnification agreements with other parties in the ordinary course of business. In some cases we have obtained liability insurance providing coverage that limits our exposure for these other indemnified matters. We have not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. We believe the estimated fair value of these indemnification agreements is minimal and have not recorded a liability for these agreements as of December 31, 2007. We had no other off-balance sheet arrangements during any of fiscal 2007, 2006 or 2005 that had, or are reasonably likely to have, a material effect on our consolidated financial condition, results of operations, or liquidity.

Recent Accounting Pronouncements

See *Note 1 Organization and Significant Accounting Policies* to the Consolidated Financial Statements contained herein for a full description of recent accounting pronouncements including the respective expected dates of adoption and effects on results of our operations and financial condition.

Cautionary Information Regarding Forward Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 about Natus Medical Incorporated (Natus, we, us, or our Company). These statements include, among other things, statements concerning our expectations, beliefs, plans, intentions, future operations, financial condition and prospects, and business strategies. The words may, will, continue, estimate, project, intend, believe, expect, anticipate, and other similar expressions generally identify forward-looking statements. Forward-looking statements in this Item 7 include, but are not limited to, statements regarding the following: our expectations regarding the sufficiency of our cash to meet cash flow requirements, the cost of share-based compensation expense under SFAS 123R, our intention to acquire additional technologies, products or businesses, and the expected cost savings from restructuring activities adopted in February 2008.

Forward-looking statements are not guarantees of future performance and are subject to substantial risks and uncertainties that could cause the actual results to differ materially from those that we predicted in the forward-looking statements. Investors should carefully review the information contained under the caption Risk Factors contained in Item 1A for a description of risks and uncertainties that could cause actual results to differ from those that we predicted. All forward-looking statements are based on information available to us on the date hereof, and we assume no obligation to update forward-looking statements.

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ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

The information required by this Item is set forth in the section entitled *Management s Discussion and Analysis of Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk,* and is incorporated by reference in this section.

ITEM 8. Financial Statements and Supplementary Data

The Consolidated Financial Statements and Supplementary Data required by this Item are set forth where indicated in Item 15 of this report.

Selected Quarterly Financial Data (Unaudited)

The following table presents our operating results for each of the eight quarters in the period ending December 31, 2007. The information for each of these quarters is unaudited and has been prepared on the same basis as our audited financial statements appearing elsewhere in this report. In the opinion of our management, all necessary adjustments, consisting only of normal recurring adjustments, have been included to present fairly the unaudited quarterly results when read in conjunction with our audited consolidated financial statements and the related notes appearing elsewhere in this report. These operating results are not necessarily indicative of the results of any future period.

	Quarters Ended							
	Dec. 31, 2007	Sept. 30, 2007	June 30, 2007	March 31, 2007	Dec. 31, 2006	Sept. 30, 2006	June 30, 2006	March 31, 2006
	(in thousands)							
Revenue	$ 34,234	$ 28,830	$ 28,260	$ 27,050	$ 28,760	$ 21,806	$ 19,966	$ 19,383
Cost of revenue	12,645	10,129	10,151	10,175	10,857	8,299	7,216	7,294
Gross profit	21,589	18,701	18,109	16,875	17,903	13,507	12,750	12,089
Gross profit percentage	63.1%	64.9%	64.1%	62.4%	62.2%	61.9%	63.9%	62.4%
Operating expenses:								
Marketing and selling	8,054	6,752	6,900	6,496	6,979	4,809	4,993	5,161
Research and development	3,570	3,879	4,372	3,824	3,217	2,438	2,459	2,490
General and administrative	3,855	3,662	3,589	4,108	3,076	2,994	2,779	2,155
Acquired IPR&D	300				3,900			5,900
Total operating expenses	15,779	14,293	14,861	14,428	17,172	10,241	10,231	15,706
Income (loss) from operations	5,810	4,408	3,248	2,447	731	3,266	2,519	(3,617)
Other income (expense), net	(589)	213	234	241	210	146	(18)	(113)
Income (loss) before provision for income taxes	5,221	4,621	3,482	2,688	941	3,412	2,501	(3,730)
Provision for income tax	2,442	1,465	1,156	1,169	429	1,543	1,130	949
Net income (loss)	$ 2,779	$ 3,156	$ 2,326	$ 1,519	$ 512	$ 1,869	$ 1,371	$ (4,679)
Earnings (loss) per share:								
Basic	$ 0.13	$ 0.15	$ 0.11	$ 0.07	$ 0.02	$ 0.09	$ 0.07	$ (0.25)
Diluted	$ 0.12	$ 0.14	$ 0.10	$ 0.07	$ 0.02	$ 0.09	$ 0.07	$ (0.25)
Weighted average shares used in the calculation of earnings (loss) per share:								
Basic	21,687	21,646	21,584	21,466	21,329	19,749	18,597	18,485
Diluted	22,908	22,965	22,830	22,734	22,671	20,860	19,923	18,485

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We acquired Excel-Tech Ltd. in November 2007, Olympic Medical Corp. in October 2006, Deltamed SA in September 2006 and Bio-logic Systems Corp. in January 2006. Results of operations of each of the acquired entities are included in the above table from the date of acquisition forward.

ITEM 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the rules of the Securities and Exchange Commission, disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of our chief executive officer and our chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2007. Our chief executive officer and chief financial officer determined that as of December 31, 2007 our disclosure controls and procedures were effective for the purpose set forth above.

Internal Control Over Financial Reporting

(a) Management s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15-(f) promulgated under the Securities Exchange Act of 1934. Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we assessed the effectiveness of our internal control over financial reporting as of December 31, 2007. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the *Internal Control-Integrated Framework*. Our management has concluded that, as of December 31, 2007, our internal control over financial reporting is effective based on these criteria. We acquired Xltek in November 2007, and as permitted by SEC guidance, we excluded from our assessment of the effectiveness of our internal control over financial reporting as of December 31, 2007, the internal control over financial reporting of this entity. Total assets related to Xltek of $62.8 million, including goodwill and intangibles, and revenue for the period from the date of acquisition of Xltek to December 31, 2007 of $2.2 million were included in our consolidated financial statements as of and for the year ended December 31, 2007. Our assessment of internal control over financial reporting excluded an evaluation of the internal control over financial reporting of this entity as of December 31, 2007.

Our independent registered public accounting firm, Deloitte & Touche LLP. has audited the consolidated financial statements of Natus Medical Incorporated for the three years ended December 31, 2007 and have issued an attestation report on the effectiveness of our internal controls over financial reporting , which is included herein.

(b) Attestation Report of the Independent Registered Public Accounting Firm

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Natus Medical Incorporated

San Carlos, California

We have audited the internal control over financial reporting of Natus Medical Incorporated and its subsidiaries (the Company) as of December 31, 2007, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in Management s Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting of Excel-Tech Ltd., which was acquired on November 29, 2007 whose financial statements constitute 55% and 33% of net and total assets respectively, 2% of revenues, and 3% of net income of the consolidated financial statement amounts as of and for the year ended December 31, 2007. Accordingly, our audit did not include the internal control over financial reporting at Excel-Tech. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and the financial statement schedule listed in the Index at Item 15(a)(2), as of and for the year ended December 31, 2007 of the Company and our report dated March 14, 2007 expressed an unqualified opinion on those financial statements and the financial statement schedule.

DELOITTE & TOUCHE LLP

San Francisco, California

March 14, 2007

(c) Changes in Internal Control over Financial Reporting

There was no change in internal control over financial reporting that occurred during the fourth quarter of 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART III

This Part incorporates certain information from our definitive Proxy Statement for our 2008 Annual Meeting of Stockholders that is to be filed with the Securities and Exchange Commission not later than 120 days after the end of our fiscal year covered by this Report on Form 10-K.

ITEM 10. Directors, Executive Officers, and Corporate Governance

The information required by this Item concerning our directors is incorporated by reference to our Proxy Statement including but not necessarily limited to the section entitled *Election of Directors*. Certain information required by this item concerning executive officers is set forth in Part I of this Report in *Business Executive Officers*. The information required by this item concerning compliance with Section 16(a) of the Exchange Act of 1934, as amended (the Exchange Act), is incorporated by reference to the Proxy Statement including but not necessarily limited to the section entitled *Section 16(a) Beneficial Ownership Reporting Compliance*.

Audit Committee and Audit Committee Financial Expert

The members of the Audit Committee of our Board of Directors are Ken Ludlum, Robert A. Gunst, and Mark D. Michael. Our Board of Directors has determined that Ken Ludlum is an audit committee financial expert as defined in Item 407(d) of Regulation S-K. All of the members of our audit committee are considered independent as the term is used in Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act.

Code of Conduct and Ethics

We have a code of conduct and ethics that applies to all of our employees, including our principal executive officer, principal financial officer, and principal accounting officer or controller. This code of conduct and ethics is posted on our internet website. The internet address for our website is *www.natus.com*, and the code of conduct and ethics may be found in the Governance section of our Investor webpage.

We intend to satisfy the disclosure requirement under Item 10 of Form 8-K regarding certain amendments to, or waivers from, provisions of this code of conduct and ethics by posting such information on our website, at the address and location specified above, or as otherwise required by The Nasdaq Stock Market.

The information required by this Item concerning our corporate governance is incorporated by reference to our Proxy Statement including but not necessarily limited to the section entitled *Corporate Governance*.

ITEM 11. Executive Compensation

The information required by this Item is incorporated by reference to our 2008 Proxy Statement including but not necessarily limited to the section entitled *Executive Compensation*.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters
Equity Compensation Plan Information

The following table provides information as of December 31, 2007 about our common stock that may be issued upon the exercise of options, warrants, and rights under all of our existing equity compensation plans, including the 1991 Stock Option Plan, 2000 Stock Awards Plan, 2000 Supplemental Stock Option Plan, 2000 Director Option Plan, and 2000 Employee Stock Purchase Plan, each as amended.

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Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	2,879,667	$ 8.23	9,984,319
Equity compensation plans not approved by security holders			
Total	2,879,667	$ 8.23	9,984,319

Of the shares of common stock to be issued upon exercise of outstanding options, warrants, and rights, 18,009 shares related to outstanding options under our 1991 Stock Option Plan, 2,494,658 shares related to outstanding options under our 2000 Stock Awards Plan, 150,000 shares related to outstanding options under our 2000 Supplemental Stock Option Plan, and 230,000 shares related to outstanding options under our 2000 Director Option Plan.

Of the shares of common stock remaining available for future issuance under equity compensation plans, 4,996,564 shares remained available for future issuance under our 2000 Stock Awards Plan, 586,142 shares remained available for future issuance under our 2000 Director Option Plan, and 4,401,613 shares remained available for future issuance under our 2000 Employee Stock Purchase Plan. The 1991 Stock Option Plan and 2000 Supplemental Stock Option Plan were terminated as to new grants in July 2001. The number of shares reserved for issuance pursuant to our 2000 Stock Awards Plan is subject to an automatic increase on the first day of our fiscal year in an amount equal to the lesser of (a) 1,500,000 shares of common stock; (b) 7% of our outstanding shares of common stock on the last day of the prior fiscal year; or (c) an amount determined by our board of directors. The number of shares reserved for issuance pursuant to our 2000 Director Option Plan is subject to an automatic increase on the first day of our fiscal year in an amount equal to the lesser of (a) 100,000 shares of common stock; (b) one-half of one percent of our outstanding shares of common stock on the last day of the prior fiscal year; or (c) an amount determined by our board of directors. The number of shares reserved for issuance pursuant to our 2000 Employee Stock Purchase Plan is subject to an automatic increase on the first day of our fiscal year in an amount equal to the lesser of (a) 650,000 shares of common stock; (b) 4% of our outstanding shares of common stock on the last day of the prior fiscal year; or (c) an amount determined by our board of directors. We are unable to ascertain with specificity the number of securities to be issued upon exercise of outstanding rights under, or the weighted average exercise price of outstanding rights under, the 2000 Employee Stock Purchase Plan.

Additional information required by this Item concerning ownership of our securities by certain beneficial owners and management is incorporated by reference to our 2008 Proxy Statement including but not necessarily limited to the section entitled *Beneficial Ownership of Common Stock*. Information concerning securities authorized for issuance under equity compensation plans is incorporated by reference to our 2008 Proxy Statement including but not necessarily limited to the section entitled *Equity Compensation Plan Information*.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated by reference to the 2008 Proxy Statement including but not necessarily limited to the section entitled *Corporate Governance Principles and Board Matters Certain Relationships and Policies on Related Party Transactions*

ITEM 14. Principal Accountant Fees and Services

The information required by this Item is incorporated by reference to the 2008 Proxy Statement including but not necessarily limited to the section entitled *Audit Fees*.

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PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a)(1) Financial Statements

The following consolidated financial statements are filed as part of this Report:

(a)(2) Financial Statement Schedule

SCHEDULE II: VALUATION AND QUALIFYING ACCOUNTS

For the years ended December 31, 2007, 2006 and 2005

(in thousands)

	Balance at Beginning of Period	Assumed Through Acquisitions	Additions Charged to Expense	Deductions