

MEDTRONIC INC  
Form 8-K  
April 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**Current Report**

Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): April 18, 2012**

**Medtronic, Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**710 Medtronic Parkway,**

**Minneapolis MN**  
(Address of principal executive offices)  
**(763) 514-4000**

**55432**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

Effective April 18, 2012, the Conversion Rate (as defined in the Indenture by and between Medtronic, Inc. and Wells Fargo Bank, NA., as trustee, dated April 18, 2006) for Medtronic's 1.625% Convertible Senior Notes due 2013 (the "Notes") will be adjusted to 18.8218 shares of Common Stock per \$1,000 principal amount of the 2013 Notes. The adjusted Conversion Rate reflects the cumulative impact of Medtronic's payment of regular cash dividends since the issuance date of the 2013 Notes, and is being made on a carryforward basis under Section 10.14 of the Indenture.

**SIGNATURES**

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

MEDTRONIC, INC.

By /s/ Gary L. Ellis  
Gary L. Ellis  
Senior Vice President and Chief Financial Officer

Date: April 18, 2012