

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2006-01-05** | Period of Report: **2005-12-29**
SEC Accession No. **0000950117-06-000031**

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FILER

VITAL SIGNS INC

CIK: **865846** | IRS No.: **112279807** | State of Incorporation: **NJ** | Fiscal Year End: **0930**
Type: **8-K** | Act: **34** | File No.: **000-18793** | Film No.: **06510432**
SIC: **3841** Surgical & medical instruments & apparatus

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 29, 2005

VITAL SIGNS, INC.

(Exact Name of Registrant as Specified in its Charter)

New Jersey	0-18793	11-2279807
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
20 Campus Road, Totowa, New Jersey		07512
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code (973) 790-1330

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 (see General Instruction A.2. below):

- 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 1.01 Entry into a Material Definitive Agreement

On December 29, 2005, Respiroics, Inc. and the Registrant entered into an amendment (the "2005 Amendment") to the Amendment to Air-Filled Cushion Anesthesia Mask Supply Agreement, dated September 14, 1999 (the "Supply Agreement") between them. The 2005 Amendment provides that the term of the Supply Agreement shall be extended and run through June 30, 2007. The 2005 Amendment further provides that unless either party notifies the other in writing prior to January 1, 2007 of its intent to terminate the Supply Agreement on June 30, 2007, the Supply Agreement shall automatically be extended for an additional five year period commencing on July 1, 2007 and ending on June 30, 2012.

The Registrant expects that it and/or Respiroics, Inc. may seek to negotiate modifications in the Supply Agreement prior to January 1, 2007, but does not expect that such negotiations will result in the termination of the Supply Agreement or that any agreed-upon modifications will lead to a significant change in the Registrant's overall relationship with Respiroics, Inc.

Item 9.01 Financial Statements and Exhibits

The following exhibit is being filed with this Current Report on Form 8-K:

Exhibit 10.1 Letter Amendment, dated December 29, 2005, between the Registrant and Respiroics, Inc., amending the Amendment to Air-Filled Cushion Anesthesia Mask Supply Agreement, dated September 14, 1999, between the Registrant and Respiroics, Inc.

SIGNATURE

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.

VITAL SIGNS, INC.

By: /s/ Jay Sturm
Name: Jay Sturm
Title: Vice President / General Counsel

Dated: January 5, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Amendment, dated December 29, 2005, between the Registrant and Respironics, Inc., amending the Amendment to Air-Filled Cushion Anesthesia Mask Supply Agreement, dated September 14, 1999, between the Registrant and Respironics, Inc.

RESPIRONICS

CORPORATE SERVICES

1010 Murry Ridge Lane

Murrysville, Pennsylvania 15668-8525

Phone: 724-387-5200

Fax: 724-387-5010

December 29, 2005

Via pdf to Twall@vital-signs.com and Jaysturm@vital-signs.com

Mr. Terence D. Wall

President & CEO

Vital Signs, Inc.

20 Campus Road

Totowa, NJ 07512

Re: Air-Filled Cushion Anesthesia Mask Supply Agreement, as Amended

Dear Mr. Wall:

Reference is hereby made to Section 1 of that certain Amendment to Air-Filled Cushion Anesthesia Mask Supply Agreement dated September 14, 1999 (the "Amendment").

Section 1 of the Amendment is hereby deleted and replaced with the following:

1. Term of Supply Agreement. The Supply Agreement is hereby amended to provide that the term of the Supply Agreement shall be extended and shall run through June 30, 2007. Unless VSI or RI notifies the other party in writing prior to January 1, 2007 of its intent to terminate the Supply Agreement on June 30, 2007, the Supply Agreement shall automatically be extended for an additional five (5) year period commencing July 1, 2007 and ending June 30, 2012.

If this letter accurately states our agreement, please have executed by Vital Signs where indicated below and return to me no later than the close of business today.

Very truly yours,

RESPIRONICS, INC.

By: /s/ Donald J. Spence

Donald J. Spence

President, Sleep and Home

Respiratory Care

VITAL SIGNS, INC.

By: /s/ Jay Sturm

Name

Jay Sturm

Printed:

Title: General Counsel and Vice President Human Resources

