

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 2)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **May 13, 2010**

**Merit Medical Systems, Inc.**

(Exact name of registrant as specified in its charter)

**Utah**  
(State or other jurisdiction of  
incorporation or organization)

**0-18592**  
(Commission  
File Number)

**87-0447695**  
(I.R.S. Employer  
Identification No.)

**1600 West Merit Parkway**  
**South Jordan, Utah**  
(Address of principal executive offices)

**84095**  
(Zip Code)

**(801) 253-1600**  
(Registrant's telephone number, including area code)

**N/A**  
(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))

**EXPLANATORY NOTE**

On May 13, 2010, Merit Medical Systems, Inc., a Utah corporation ("Merit Medical") filed with the Securities and Exchange Commission a Current Report on Form 8-K (the "Initial Report") for the purpose of announcing its entry into an Agreement and Plan of Merger (the "Merger Agreement") with BioSphere Medical Inc., a Delaware corporation ("BioSphere"), pursuant to which Merit Medical has agreed to acquire BioSphere through a merger between a Merit Medical subsidiary and BioSphere (the "Merger"), and as further described in the Initial Report. On May 14, 2010, Merit Medical filed Amendment No. 1 to the Initial Report, to file a copy of that certain Stockholder and Voting Agreement, dated May 13, 2010 (the "Stockholder Agreement"), among Merit Medical and two stockholders of BioSphere, Cerberus Partners, L.P. and Cerberus International, Ltd. (the "Stockholders"), pursuant to which the Stockholders have agreed to vote their BioSphere shares in favor of adoption and approval of the Merger and against any proposal in opposition to or in competition with the Merger. The purpose of this Amendment No. 2 to the Initial Report is to file a copy of Amendment No. 1 to the Stockholder Agreement, entered into among Merit Medical and the Stockholders on June 1, 2010. Other than as set forth in this explanatory note and Exhibit 10.2 filed herewith, no other changes are made to the Initial Report, as amended by Amendment No. 1 thereto.

**Item 1.01 Entry into a Material Definitive Agreement**

The Initial Report (as amended) is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

- 2.1 Agreement and Plan of Merger by dated May 13, 2010 and among Merit Medical Systems, Inc., Merit BioAcquisition Co., and BioSphere Medical, Inc. (previously filed with the Initial Report)
- 10.1 Stockholder and Voting Agreement, dated as of May 13, 2010, among Merit Medical Systems, Inc., Cerberus Partners, L.P. and Cerberus International, Ltd. (previously filed with Amendment No. 1 to the Initial Report)

10.2 Amendment No. 1 to Stockholder and Voting Agreement, dated as of June 1, 2010, among Merit Medical Systems, Inc., Cerberus Partners, L.P. and Cerberus International, Ltd. (filed herewith)

99.1 Press Release, dated April 29, 2010, entitled "Merit Medical Announces 16% Increase in Sales for the Quarter Ended March 31, 2010," together with related unaudited financial statements. (previously filed with the Initial Report)

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### SIGNATURE

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

**MERIT MEDICAL SYSTEMS, INC.**

Date: June 2, 2010

By: /s/ Rashelle Perry  
Chief Legal Officer

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### EXHIBIT INDEX

| <b>EXHIBIT NUMBER</b> | <b>DESCRIPTION</b>   |
|-----------------------|--|
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| 10.1                  | Stockholder and Voting Agreement, dated as of May 13, 2010, among Merit Medical Systems, Inc., Cerberus Partners, L.P. and Cerberus International, Ltd. (previously filed with Amendment No. 1 to the Initial Report)                |
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**AMENDMENT NO. 1 TO STOCKHOLDER AND VOTING AGREEMENT**

THIS AMENDMENT NO. 1 TO STOCKHOLDER AND VOTING AGREEMENT (this "Amendment"), dated as of June 1, 2010, is made and entered into among Merit Medical Systems, Inc., a Utah corporation (the "Buyer"), and Cerberus Partners, L.P. and Cerberus International, Ltd. (each a "Stockholder" and collectively, the "Stockholders").

**RECITAL**

The Buyer and the Stockholders previously entered into that certain Stockholder and Voting Agreement, dated as of May 13, 2010 (the "Agreement"), and now desire to amend certain of the terms thereof. Except as otherwise defined herein, capitalized terms used herein, but not otherwise defined, have the respective meanings ascribed thereto in the Agreement.

**AGREEMENT**

NOW, THEREFORE, in consideration of the foregoing and the representations, warranties, covenants, and agreements contained in the Agreement and this Amendment, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. **Amendment.** Each of the parties hereto agree that Recital B of the Agreement shall be deleted and replaced in its entirety with the following:

B. As of the date hereof, the Stockholders beneficially own and are entitled to dispose of (or to direct the disposition of) and to vote (or to direct the voting of) that number of shares of (i) the Series A Preferred Stock, par value \$0.01 per share, and (ii) the common stock, par value \$0.01 per share, of the Company, as set forth on the attached Exhibit A (which is incorporated herein by this reference) (all such preferred and common shares collectively, the "Shares"), which Shares entitle the Stockholders to vote on all matters presented to the stockholders of the Company. The Shares owned by the Stockholders, together with any other shares of capital stock of the Company the beneficial ownership of which is acquired by the Stockholders, subsequent to the date of this Agreement, are collectively referred to herein as "Subject Shares."

2. **No Further Amendment; Miscellaneous.** Except as specifically provided in this Amendment, the remaining provisions of the Agreement remain in effect according to their respective terms. The "Miscellaneous" provisions set forth in Article IV of the Agreement are hereby incorporated herein by reference.

*[remainder of page intentionally left blank; signature page follows]*

IN WITNESS WHEREOF, each of the parties hereto has caused this Amendment No. 1 to Stockholder and Voting Agreement to be signed as of the day and year first written above.

The Buyer:

MERIT MEDICAL SYSTEMS, INC.:

By: /s/ Kent W. Stanger

Name: Kent W. Stanger

Title: Chief Financial Officer, Secretary and Treasurer

The Stockholders:

CERBERUS PARTNERS, L.P.

By: Cerberus Associates, L.L.C.,  
its general partner

By: /s/ Seth P. Plattus

Name: Seth P. Plattus

Title: Senior Managing Director

CERBERUS INTERNATIONAL, LTD.

By: Partridge Hill Overseas Management, LLC,  
its investment manager

By: /s/ Seth P. Plattus

Name: Seth P. Plattus

Title: Senior Managing Director

Addresses for the Stockholders pursuant to Section 4.6:

c/o Cerberus Capital Management, L.P.  
299 Park Avenue  
New York, NY 10171

Attention: General Counsel  
Facsimile: (212) 891-1540

with a copy (which shall not constitute notice) to:

Lowenstein Sandler PC  
65 Livingston Avenue  
Roseland, NJ 07068  
Attention: Robert G. Minion, Esq.  
Facsimile: (973) 597-2400

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**EXHIBIT A**

**Series A Preferred Stock**

| <b>Stockholder</b>           | <b>Number of Series A Preferred Shares<br/>(on an as converted basis)</b>                          |
|------------------------------|--|
| Cerberus International, Ltd. | 3,171 shares of Series A Preferred Stock (792,750 shares of common stock on an as converted basis) |
| Cerberus Partners, L.P.      | 1,645 shares of Series A Preferred Stock (411,250 shares of common stock on an as converted basis) |

**Common Stock**

| <b>Stockholder</b>           | <b>Number of shares of Company Common Stock</b> |
|------------------------------|---|
| Cerberus International, Ltd. | 937,212 shares of Company Common Stock          |
| Cerberus Partners, L.P.      | 469,256 shares of Company Common Stock          |

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