

**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): **November 26, 2012**

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))

Item 1.01 Entry into a Material Definitive Agreement.

On November 26, 2012, Merit Medical Systems, Inc., a Utah corporation (“Merit”), announced that it has entered into a Stock Purchase Agreement (the “Purchase Agreement”) with Vital Signs, Inc., a New Jersey corporation (“Vital Signs”), pursuant to which Vital Signs has agreed to sell, and Merit has agreed to purchase, all of the issued and outstanding shares of Thomas Medical Products, Inc., a Pennsylvania corporation (“Thomas Medical”) in an all-cash transaction valued at approximately \$167 million, subject to customary post-closing adjustments (the “Acquisition”). Merit also announced its intention to finance the proposed Acquisition through the expansion of its existing credit facility with Wells Fargo Bank.

Consummation of the proposed Acquisition is subject to certain closing conditions, including clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. Merit currently anticipates that the proposed Acquisition will be completed prior to December 31, 2012.

The foregoing summary of the proposed Acquisition and the transactions contemplated by the Purchase Agreement does not purport to be complete and is subject to, and qualified in its entirety by, reference to such agreement, a copy of which Merit intends to file through an amendment to this Current Report on Form 8-K.

Merit issued a press release regarding the transactions contemplated by the Purchase Agreement, a copy of which is filed as Exhibit 99.1 to this Current Report, and incorporated herein by this reference.

Safe Harbor for Forward-Looking Statements

This Report contains forward-looking statements regarding, among other things, the proposed Acquisition of Thomas Medical and Merit's and Thomas Medical's financial position, results of operations, product development and business strategy, as well as estimates of Merit's future operating and financial performance and earnings per share. Statements including words such as “believes,” “expects,” “anticipates,” “intends,” “estimates,” “plans,” “will,” “may,” “intend” or similar expressions are forward-looking statements. Because these statements reflect Merit's current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. Readers should note that many factors could affect the proposed Acquisition, as well as future financial results, and could cause actual results to vary materially from those expressed in forward-looking statements set forth in this release. These factors include, but are not limited to, the risk that the proposed Acquisition will not close; the risk that, if the proposed Acquisition does close, Merit will not be successful in its efforts to integrate the operations of Thomas Medical with its existing operations; the risk that Merit may not achieve the financial and operating results it currently believes Thomas Medical will generate subsequent to the completion of the proposed Acquisition; the risk that Merit will be unsuccessful in its efforts to develop, commercialize and market new products to be acquired through the proposed Acquisition (or products developed through the use of intellectual property to be acquired through the proposed Acquisition); and the risk that Merit will be unable to obtain the financing or regulatory approvals necessary to complete the proposed Acquisition and pursue its intended business strategy. Other factors that may affect Merit's future financial results and could cause actual results to vary materially from those expressed in this release include product recalls and product liability claims; expenditures relating to research, development, testing and regulatory approval or clearance of Merit's products and risks that such products may not be developed successfully or approved for commercial use; greater governmental scrutiny and regulation of the medical device industry; reforms to the 510(k) process administered by the U.S. Food and Drug Administration; compliance with governmental regulations and administrative procedures; potential restrictions on Merit's liquidity or its ability to operate its business by its current debt agreements; possible infringement of Merit's technology or the assertion that Merit's technology infringes the rights of other parties; the potential of fines, penalties, or other adverse consequences if Merit's employees or agents violate the U.S. Foreign Corrupt Practices Act or other laws and regulations; laws targeting fraud and abuse in the healthcare industry; potential for significant adverse changes in, or failure to comply with, governing regulations; the effect of changes in tax laws and regulations in the United States or other countries; increases in the price of commodity components; negative changes in economic and industry conditions in the United States and other countries; termination or interruption of relationships with Merit's suppliers, or failure of such suppliers to perform; fluctuations in Euro and GBP exchange rates; Merit's need to generate sufficient cash flow to fund its debt obligations, capital expenditures, and ongoing operations; concentration of Merit's revenues among a few products and procedures; development of new products and technology that could render Merit's existing products obsolete; market acceptance of new products; volatility in the market price of Merit's common stock; modification or limitation of governmental or private insurance reimbursement policies; changes in health care markets related to health care reform initiatives; failure to comply with applicable environmental laws; changes in key personnel; work stoppage or transportation risks; uncertainties associated with potential healthcare policy changes which may have a material adverse effect on Merit; introduction of products in a timely fashion; price and product competition; availability of labor and materials; cost increases; fluctuations in and obsolescence of inventory; and other factors referred to in Merit's Annual Report on Form 10-K for the year ended December 31, 2011 and other materials filed with the Securities and Exchange Commission. All subsequent forward-looking statements attributable to

Merit or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Actual results will differ, and may differ materially, from anticipated results. Financial estimates are subject to change and are not intended to be relied upon as predictions of future operating results, and Merit assumes no obligation to update or disclose revisions to those estimates.

Item 7.01 Regulation FD Disclosure

Additionally, Merit intends for its management to use the materials attached to this Current Report as Exhibit 99.2 (the "Presentation Materials") in connection with meetings and communications with shareholders and members of the financial and investment community with respect to the proposed Acquisition.

The information set forth in the Presentation Materials is summary information that is intended to be considered in the context of Merit's filings with the Securities and Exchange Commission and other public announcements that Merit may make, from time to time, by press release or otherwise. Merit undertakes no duty or obligation to publicly update the information contained in the Presentation Materials, although it may do so from time to time as it determines is necessary. Any updates may be made through the filing of other reports with the Securities and Exchange Commission, through press releases, or by other public disclosures. Actual results will differ, and may differ materially, from anticipated results. Financial estimates and projections are subject to change and are not intended to be relied upon as predictions of future operating or financial results or financial position, and Merit assumes no obligation to update or disclose revisions to those estimates or projections. The information set forth in this Item 7.01 and in Exhibit 99.2 attached hereto is qualified in all respects by, and is subject in all respects to, the statement set forth in the "Safe Harbor for Forward-Looking Statements section set forth above.

The information contained in this Item 7.01 and in the attached Exhibit 99.2 is being furnished and shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is not deemed incorporated by reference by any general statements incorporating by reference this Current Report or future filings into any filings under the Securities Act of 1933, as amended or the Exchange Act, except to the extent that Merit specifically incorporates the information by reference. By filing this Current Report and furnishing this information, Merit makes no admission or statement as to the materiality of any information in this Current Report that is required to be disclosed solely by reason of Regulation FD.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

- 99.1 Press Release Issued by Merit, dated November 26, 2012, entitled "Merit Medical Signs Agreement to Acquire Thomas Medical Products, a Unit of GE Healthcare"
- 99.2 Management presentation of Merit Medical Systems, Inc., dated November, 2012, entitled "Acquisition of Thomas Medical"

SIGNATURES

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: November 26, 2012

By: /s/ Rashelle Perry
Chief Legal Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
99.1	Press Release, dated November 26, 2012, entitled "Merit Medical Signs Agreement to Acquire Thomas Medical Products, a Unit of GE Healthcare"
99.2	Slide presentation of Merit Medical Systems, Inc., dated November 26, 2012, entitled "Acquisition of Thomas Medical"



1600 West Merit Parkway South Jordan, UT 84095
Telephone: 801-253-1600 Fax: 801-253-1688

PRESSRELEASE

FOR IMMEDIATE RELEASE

Date: November 26, 2012
Contact: Anne-Marie Wright, Vice President, Corporate Communications
Phone: (801) 208-4167 e-mail: awright@merit.com Fax: (801) 253-1688

MERIT MEDICAL SIGNS AGREEMENT TO ACQUIRE THOMAS MEDICAL PRODUCTS, A UNIT OF GE HEALTHCARE

SOUTH JORDAN, UTAH- Merit Medical Systems, Inc. ("Merit") (NASDAQ: MMSI), a leading manufacturer and marketer of proprietary disposable devices used primarily in cardiology, radiology and endoscopy, today announced that it has entered into a stock purchase agreement to acquire Thomas Medical Products, Inc. ("Thomas Medical") from GE Healthcare in an all-cash transaction valued at approximately \$167 million, subject to customary post-closing adjustments.

Thomas Medical, based in Malvern, Pennsylvania, designs and manufactures catheter-based vascular access delivery devices for diagnostic and therapeutic procedures in electrophysiology ("EP"), cardiac rhythm management ("CRM"), interventional cardiology and interventional radiology applications, primarily on an OEM basis. Merit believes Thomas Medical's products are recognized as "gold standard" by many of the leading CRM and EP market participants. Merit currently anticipates that during the year ending December 31, 2012 Thomas Medical will generate revenues of approximately \$37 million and have gross and operating margins of approximately 55% and 44%, respectively, on a pro forma basis.

Merit intends to finance the full amount of the purchase price through the expansion of Merit's existing credit facility to \$275 million, which Wells Fargo Bank has committed to provide in a single bank transaction. Merit expects the acquisition to be immediately accretive to its net earnings on a non-GAAP basis, adjusted for deal costs, one-time purchase accounting directives and amortization of intangibles. Furthermore, Merit has identified substantial growth and pull-through opportunities from the anticipated integration of Thomas Medical's products within its existing OEM business and capitalizing on its direct

sales or dealer presence worldwide. Merit also expects it will be able to take advantage of tax benefits with approximately \$43 million of net present value.

“We believe this transaction will help expand our market presence into new product categories, particularly in interventional cardiology,” said Fred P. Lampropoulos, Chairman and Chief Executive Officer of Merit. “A majority of cardiac rhythm access procedures utilize products of the nature manufactured by Thomas Medical. We believe substantial international expansion opportunities exist, especially in China, Japan, Russia and the Gulf States, as well as significant new product development opportunities based on know-how and existing intellectual property.”

“In addition, Thomas Medical has a number of existing electrophysiology products that are distributed by the larger medical device companies, as well as other EP products being developed,” Lampropoulos continued. “We believe this segment of the business, which likewise represents potential expansion into new product categories, has the potential to be a driver of substantial future growth.”

Tom Gentile, President and Chief Executive Officer of GE Healthcare's Healthcare Systems division, said, “We are confident this transaction will provide Thomas Medical new capabilities to maximize its opportunities in the single-use vascular access product space and enable GE Healthcare's Cardiovascular segment to remain focused on its core strengths as a provider of total Integrated Cardiology Lab solutions. In addition, we believe Merit Medical will bring a huge amount of expertise in these segments to take Thomas Medical to the next level.”

The transaction has been approved by Merit's board of directors and is subject to the satisfaction or waiver (in accordance with the provisions of the stock purchase agreement) of certain closing conditions, including clearance under the Hart-Scott-Rodino Antitrust Improvements Act and other customary conditions. Merit currently anticipates that the proposed transaction will close prior to December 31, 2012. The transaction is not subject to a financing condition, as Merit has secured a commitment from Wells Fargo to expand Merit's existing credit facility to an amount that Merit believes will be sufficient to consummate the proposed transaction.

In connection with the proposed transaction, Piper Jaffray & Co. served as financial advisor to Merit and rendered a fairness opinion to Merit's board of directors. Raymond James Financial, Inc. also rendered a fairness opinion to Merit's board of directors. Parr Brown Gee & Loveless served as the legal advisor to Merit. Moelis & Company LLC served as financial advisor and Paul Hastings LLP served as legal advisor to GE Healthcare.

CONFERENCE CALL

Merit will host a conference call to further discuss the details of the proposed acquisition today, November 26, 2012, at 5:00 p.m. Eastern (4:00 p.m. Central, 3:00 p.m. Mountain, and 2:00 p.m. Pacific). The domestic phone number is (888) 549-7750 and the international number is (480) 629-9722. A live webcast as well as a rebroadcast of the conference call can be accessed through the Investors page at www.merit.com or through the webcasts tab at www.fulldisclosure.com.

PIPER JAFFRAY HEALTHCARE CONFERENCE

On Wednesday, November 28th, at 12:30 p.m. ET, Merit's management will give a 30-minute presentation regarding Merit's history, products, financial performance and prospects, as well as the agreement to acquire Thomas Medical, at the 24th Annual Piper Jaffray Healthcare Conference being held at The New York Palace.

ABOUT MERIT

Founded in 1987, Merit Medical Systems, Inc. is engaged in the development, manufacture and distribution of proprietary disposable medical devices used in interventional and diagnostic procedures, particularly in cardiology, radiology and endoscopy. Merit serves client hospitals worldwide with a domestic and international sales force totaling approximately 165 individuals. Merit employs approximately 2,600 people worldwide with facilities in Salt Lake City and South Jordan, Utah; Angleton, Texas; Richmond, Virginia; Maastricht and Venlo, The Netherlands; Paris, France; Galway, Ireland; Beijing, China; Copenhagen, Denmark; and Rockland, Massachusetts.

This press release contains forward-looking statements regarding, among other things, Merit's proposed acquisition of Thomas Medical and Merit's and Thomas Medical's financial position, results of operations, product development and business strategy, as well as estimates of Merit's future operating and financial performance and earnings per share. Statements including words such as "believes," "expects," "anticipates," "intends," "estimates," "plans," "will," "may," "intend" or similar expressions are forward-looking statements. Because these statements reflect Merit's current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties. Readers should note that many factors could affect the proposed acquisition, as well as future financial results, and could cause actual results to vary materially from those expressed in forward-looking statements set forth in this release. These factors include, but are not limited to, the risk that the proposed transaction will not close; the risk that, if the proposed transaction does close, Merit will not be successful in its efforts to integrate the operations of Thomas Medical with its existing operations; the risk that Merit may not achieve the financial and operating results it currently believes Thomas Medical will generate subsequent to the completion of the proposed acquisition; the risk that Merit will be unsuccessful in its efforts to develop, commercialize and market new products acquired through the proposed transaction (or products developed through the use of intellectual property acquired through the transaction); and the risk that Merit will be unable to obtain the financing or regulatory approvals necessary to complete the proposed acquisition and pursue its intended business strategy. Other factors that may affect Merit's future financial results and could cause actual results to vary materially from those expressed in this release include product recalls and product liability claims; expenditures relating to research, development, testing and regulatory approval or clearance of Merit's products and risks that

such products may not be developed successfully or approved for commercial use; greater governmental scrutiny and regulation of the medical device industry; reforms to the 510(k) process administered by the U.S. Food and Drug Administration; compliance with governmental regulations and administrative procedures; potential restrictions on Merit's liquidity or its ability to operate its business by its current debt agreements; possible infringement of Merit's technology or the assertion that Merit's technology infringes the rights of other parties; the potential of fines, penalties, or other adverse consequences if Merit's employees or agents violate the U.S. Foreign Corrupt Practices Act or other laws and regulations; laws targeting fraud and abuse in the healthcare industry; potential for significant adverse changes in, or failure to comply with, governing regulations; the effect of changes in tax laws and regulations in the United States or other countries; increases in the price of commodity components; negative changes in economic and industry conditions in the United States and other countries; termination or interruption of relationships with Merit's suppliers, or failure of such suppliers to perform; fluctuations in Euro and GBP exchange rates; Merit's need to generate sufficient cash flow to fund its debt obligations, capital expenditures, and ongoing operations; concentration of Merit's revenues among a few products and procedures; development of new products and technology that could render Merit's existing products obsolete; market acceptance of new products; volatility in the market price of Merit's common stock; modification or limitation of governmental or private insurance reimbursement policies; changes in health care markets related to health care reform initiatives; failure to comply with applicable environmental laws; changes in key personnel; work stoppage or transportation risks; uncertainties associated with potential healthcare policy changes which may have a material adverse effect on Merit; introduction of products in a timely fashion; price and product competition; availability of labor and materials; cost increases; fluctuations in and obsolescence of inventory; and other factors referred to in Merit's Annual Report on Form 10-K for the year ended December 31, 2011 and other materials filed with the Securities and Exchange Commission. All subsequent forward-looking statements attributable to Merit or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Actual results will differ, and may differ materially, from anticipated results. Financial estimates are subject to change and are not intended to be relied upon as predictions of future operating results, and Merit assumes no obligation to update or disclose revisions to those estimates.

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Acquisition of Thomas Medical

NASDAQ: MMSI

November 2012

Forward Looking Statements



Statements contained in this release which are not purely historical, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and are subject to risks and uncertainties such as those described in Merit's Annual Report on Form 10-K for the year ended December 31, 2011. Such risks and uncertainties include risks relating to: healthcare policy changes which may have a material adverse effect on Merit's operations or financial results; infringement of Merit's technology or the assertion that Merit's technology infringes the rights of other parties; national economic and industry changes and their effect on Merit's revenues, collections and supplier relations; termination or interruptions of supplier relationships, or failure of suppliers to perform; product recalls and product liability claims; inability to successfully manage growth, through acquisitions; delays in obtaining regulatory approvals, or the failure to maintain such approvals; failure to comply with governing regulations and laws; concentration of Merit's revenues among a few products and procedures; development of new products and technology that could render Merit's products obsolete; market acceptance of new products; introduction of products in a timely fashion; price and product competition; availability of labor and materials; cost increases; fluctuations in and obsolescence of inventory; volatility of the market price of Merit's common stock; foreign currency fluctuations; changes in key personnel; work stoppage or transportation risks; modification or limitation of governmental or private insurance reimbursements; changes in health care markets related to health care reform initiatives; limits on reimbursement imposed by governmental programs; impact of force majeure events on Merit's business, including severe weather conditions; failure to comply with applicable environmental laws; and other factors referred to in Merit's Annual Report on Form 10-K for the year ended December 31, 2011, and other reports filed with the Securities and Exchange Commission. All subsequent forward-looking statements attributable to Merit or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Actual results will differ, and may differ materially, from anticipated results. Financial estimates are subject to change and are not intended to be relied upon as predictions of future operating results, and Merit assumes no obligation to update or disclose revisions to those estimates.

Merit Medical Focus



- Merit designs, manufactures and markets single-use products for use in:
 - Interventional Radiology
 - Interventional Cardiology
 - Gastroenterology
 - Stand-alone Imaging Centers



Merit Medical Highlights



- Broad and Diversified Product Offering
- History of Internal Product Development
- Expansive Patent Portfolio
- Global Footprint
- Highly Trained Direct Sales Force in Key Markets
- Manufacturing and Regulatory Excellence
- Market Driven Innovation
- Experienced Management
- Track Record of Growth and Profitability

Merit Medical Strategic Objectives



- Increase addressable market opportunity
- Expand offering to targeted call points
- Advance technology base
- Leverage global sales channels
- Create product pull-through
- Increase margins
- Maximize profitability and cash flow
- Participate in emerging procedural opportunities

Thomas Medical Company Overview



Company

- Leader in vascular access and therapy delivery solutions
- Founded 1990
- Headquarters: Malvern, PA
- Approximately 160 employees

Product Platforms

- Hemostatic introducer sheath kits
- Transseptal sheath and needle kits
- Introducer sheath kits and needles

Distribution




- Sales to market-leading OEMS
- Long-term customer relationships

Financials

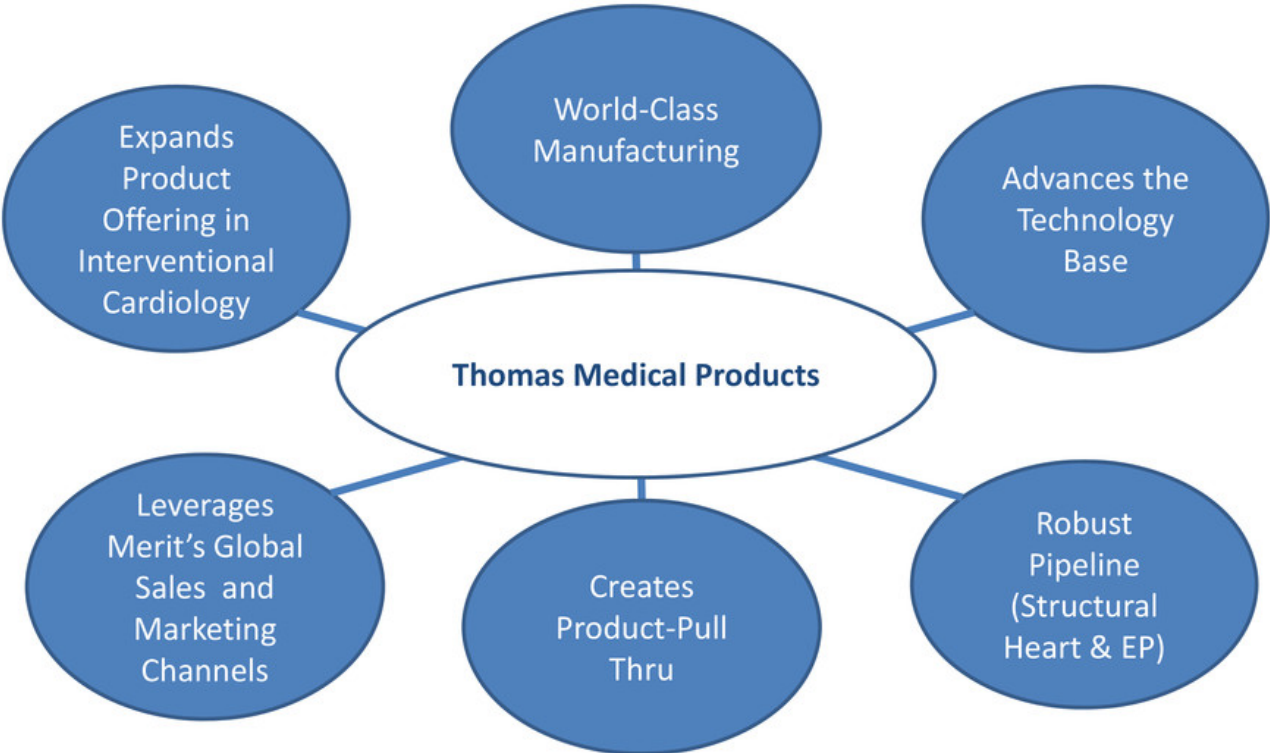
- LTM Revenues of approximately \$37 million
- LTM EBITDA of approximately \$16.5 million

Thomas Medical Product Overview



	CRM	EP	IC and IR
SINGLE-USE PROPRIETARY PRODUCTS			
THOMAS MEDICAL PRODUCT OFFERING	<p>Hemostatic introducer sheath kits</p> <ul style="list-style-type: none"> —SafeSheath and ClassicSheath product family —Coronary sinus guides —Lateral vein introducers 	<p>Transseptal sheath and needle kits</p> <ul style="list-style-type: none"> —HeartSpan product family 	<p>Introducer sheath kits and needles for use with:</p> <ul style="list-style-type: none"> —Vena cava filters —Radial access —Hemodialysis
APPLICATIONS	<p>Minimally-invasive CRM procedures</p> <ul style="list-style-type: none"> —Implantation of pacemakers —Implantation of ICD leads 	<p>Cardiac mapping and ablation for diagnosis and treatment of arrhythmias</p> <ul style="list-style-type: none"> —AF is the most common cardiac arrhythmia 	<p>IR:</p> <p>Tools for vascular access and introduction of implantable filters</p> <p>IC:</p> <p>Devices for catheter based treatment of structural heart diseases</p>

Strong Strategic Fit



Pro Forma Company Snapshot



<i>LTM as of 9/30/2012</i>	Merit Medical	Thomas Medical	Pro Forma
Revenue	\$383M	\$37M	\$420M
Gross Margin	46.6%	55.5%	47.4%
Operating Margin*	9.5%	44.0%	12.5%
EBITDA Margin*	15.9%	45.6%	18.5%

** Excludes IPR&D and other one-time expenses
Last Twelve Months ("LTM") as of September 30, 2012
Source: Merit Medical Management and Public Company Filings*

Terms of Acquisition Agreement



- \$167M transaction value
- Financed through \$275M Wells Fargo credit facility
 - Interest rate of LIBOR plus 125 to 225
- Transaction scheduled to close in Q4 2012, subject to HSR review and other closing conditions
- 338(h)(10) election provides compelling tax benefits
 - \$4.2M annual cash benefit; NPV of approximately \$43M

Pro Forma EPS Impact



	2013	2014
GAAP	\$0.03	\$0.03
Non-GAAP ⁽¹⁾	\$0.15	\$0.13

*(1) Excludes Bank Financing Fees, Inventory Adjustment, and Deal-Related Amortization
Source: Merit Medical Management and Public Company Filings*

