

MEDTRONIC INC  
Form 8-K  
February 14, 2014

**UNITES 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 5, 2013**

**Medtronic, Inc.**

**(Exact name of Registrant as Specified in its Charter)**

**Minnesota**  
**(State or other jurisdiction**

**of incorporation)**

**1-7707**  
**(Commission**

**File Number)**

**41-0793183**  
**(IRS Employer**

**Identification No.)**

**710 Medtronic Parkway Minneapolis, Minnesota**

**55432**

**(Address of principal executive offices)**

**(Zip Code)**

**(Registrant's telephone number, including area code): (763) 514-4000**

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective December 5, 2013, the Board of Directors of Medtronic, Inc. (the Company) approved amendments to the Company's Bylaws. In addition to certain modernizing and clarifying changes, the Bylaws were amended to establish information requirements to accompany shareholder meeting demands; to allow for virtual shareholder meetings; to confirm the Company's ability to adopt rules of conduct for shareholder meetings; and to clarify that the Company will, in accordance with Section 521 of the Minnesota Business Corporation Act, advance expenses to persons who are entitled to indemnification under, and satisfy the conditions of, such statute.

The foregoing description of the amendments is qualified in its entirety by reference to the complete text of the Company's Bylaws, as amended, a copy of which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit 3.1 Medtronic, Inc. Bylaws, as amended to-date.

**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: February 14, 2014

- 3 -

EXHIBIT INDEX

Medtronic, Inc.

Form 8-K Current Report

<b>Exhibit No.</b>	<b>Description</b>
3.1	Medtronic, Inc. Bylaws, as amended to-date.

- 4 -