

OSI SYSTEMS INC  
Form 8-K/A  
March 24, 2010

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

WASHINGTON, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) MARCH 24, 2010**

**OSI SYSTEMS, INC.**

**(EXACT NAME OF REGISTRANT SPECIFIED IN CHARTER)**

**DELAWARE**  
**(STATE OR OTHER JURISDICTION**  
  
**OF INCORPORATION)**

**000-23125**  
**(COMMISSION FILE NUMBER)**  
  
**12525 CHADRON AVENUE**

**330238801**  
**(IRS EMPLOYER**  
  
**IDENTIFICATION NO.)**

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HAWTHORNE, CA 90250

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(310) 978-0516

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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 July 27, 2007, OSI Systems, Inc. (the Company ) entered into a certain Credit Agreement with Wachovia Bank, N.A., as administrative agent for several lending banks and other financial institutions (the Credit Agreement ) and filed the Credit Agreement as Exhibit 10.1 to Current Report on Form 8-K, dated July 30, 2007 (the Original 8-K ), along with a brief description of the terms and conditions of the Credit Agreement that are material to the Company.

On March 11, 2010, the Company received a letter from the U.S. Securities and Exchange Commission ( SEC ) requesting that the Company re-file the Credit Agreement inclusive of certain exhibits and schedules thereto that were not included as part Exhibit 10.1 to the Original 8-K.

The Credit Agreement, including such exhibits and schedules (with portions omitted and submitted separately to the SEC pursuant to a request for confidential treatment), is set forth as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 10.1 Credit Agreement between OSI Systems, Inc. and Wachovia Bank, dated July 27, 2007.\*

\* Portions of this Exhibit 10.1 have been omitted under a request for confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, and submitted separately to the SEC.

**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.

OSI SYSTEMS, INC.

Date: March 24, 2010

By: */s/* ALAN EDRICK  
**Alan Edrick**  
**Chief Financial Officer**

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

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