

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2012

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission file number: 000-33001

NATUS MEDICAL INCORPORATED

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

77-0154833

(I.R.S. Employer  
Identification Number)

1501 Industrial Road, San Carlos, California 94070

(Address of principal executive offices, including zip code)

(650) 802-0400

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class  
Common Stock, \$0.001 par value per share

Name of each exchange on which registered  
The NASDAQ Stock Market LLC  
(Nasdaq Global Select Market)

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2012, the last business day of Registrant's most recently completed second fiscal quarter, there were 30,181,324 shares

of Registrant's common stock outstanding, and the aggregate market value of such shares held by non-affiliates of Registrant (based upon the closing sale price of such shares on the Nasdaq Global Select Market on June 30, 2012) was \$330,919,682. Shares of Registrant's common stock held by each executive officer and director and by each entity that owns 5% or more of Registrant's outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

On April 1, 2013, the registrant had 30,339,098 shares of its common stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

The Registrant has incorporated by reference, into Part III of this Form 10-K, portions of its Proxy Statement for the 2013 Annual Meeting of Stockholders.

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**NATUS MEDICAL INCORPORATED**

**EXPLANATORY NOTE**

Natus Medical Incorporated (the “Company”) is filing this Amendment No. 1 (“Form 10-K/A”) to its Annual Report on Form 10-K (“Form 10-K”) for the fiscal year ended December 31, 2012, filed with the Securities and Exchange Commission on April 10, 2013, solely to add Exhibit 23.1, the Consent of Independent Registered Public Accounting Firm. There are no other changes to the Form 10-K.

This Form 10-K/A speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

**PART IV**

**ITEM 15. Exhibits, Financial Statement Schedules**

(a)(3) The following documents are filed as a part of this report:

<u>Exhibit No.</u>	<u>Exhibit</u>	<u>Incorporated By Reference</u>			
		<u>Filing</u>	<u>Exhibit No.</u>	<u>File No.</u>	<u>File Date</u>
23.1	Consent of Deloitte & Touche LLP				
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statements Nos. 333-65584, 333-133657, and 333-174702 on Form S-8 of our reports dated April 10, 2013, relating to the consolidated financial statements and financial statement schedule of Natus Medical Incorporated and subsidiaries, and the effectiveness of Natus Medical Incorporated and subsidiaries internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting because of a material weakness), appearing in the Annual Report on Form 10-K of Natus Medical Incorporated for the year ended December 31, 2012, filed on April 10, 2013.

/s/ Deloitte & Touche LLP  
San Francisco, California  
May 1, 2013

**CERTIFICATION**

CERTIFICATION REQUIRED BY EXCHANGE ACT RULES 13a-14(a) and 15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, James B. Hawkins, certify that:

1. I have reviewed this Annual Report on Form 10-K of Natus Medical Incorporated, and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 1, 2013

/s/ JAMES B. HAWKINS

James B. Hawkins  
Chief Executive Officer

**CERTIFICATION**

CERTIFICATION REQUIRED BY EXCHANGE ACT RULES 13a-14(a) and 15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jonathan A. Kennedy, certify that:

1. I have reviewed this Annual Report on Form 10-K of Natus Medical Incorporated, and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 1, 2013

/s/ Jonathan A. Kennedy

Jonathan A. Kennedy

Senior Vice President Finance and Chief Financial Officer