

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

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 No.)

1501 Industrial Road, San Carlos, CA 94070
(Address of principal executive offices) (Zip Code)

(650) 802-0400
(Registrant's telephone number, including area code)

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 shorter period that the registrant was required to file such reports), and (2) has been subject to such filing 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" 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 Exchange Act). Yes No

The number of issued and outstanding shares of the registrant's Common Stock, \$0.001 par value, as of October 31, 2011 was 29,390,511.

[Table of Contents](#)

NATUS MEDICAL INCORPORATED

TABLE OF CONTENTS

	<u>Page No.</u>
<u>PART I. FINANCIAL INFORMATION</u>	3
Item 1. Financial Statements	3
Condensed Consolidated Balance Sheets as of September 30, 2011 and December 31, 2010 (unaudited)	3
Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2011 and 2010 (unaudited)	4
Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2011 and 2010 (unaudited)	5
Notes to Condensed Consolidated Financial Statements (unaudited)	6
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 3. Quantitative and Qualitative Disclosures about Market Risk	24
Item 4. Controls and Procedures	24
<u>PART II. OTHER INFORMATION</u>	25
Item 1. Legal Proceedings	25
Item 1A. Risk Factors	25
Item 6. Exhibits	35
Signatures	36

[Table of Contents](#)**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****NATUS MEDICAL INCORPORATED AND SUBSIDIARIES**
CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)
(in thousands, except share amounts)

	<u>September 30,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 30,776	\$ 28,383
Short-term investments	—	1,005
Accounts receivable, net of allowance for doubtful accounts of \$956 in 2011 and \$1,643 in 2010	48,693	54,782
Inventories	40,269	37,627
Prepaid expenses and other current assets	4,441	4,954
Deferred income tax	4,047	2,192
Total current assets	<u>128,226</u>	<u>128,943</u>
Property and equipment, net	24,949	23,408
Intangible assets	73,202	69,428
Goodwill	99,683	96,819
Other assets	5,248	12,449
Total assets	<u>\$ 331,308</u>	<u>\$ 331,047</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 15,778	\$ 21,684
Short-term loans and current portion of long-term debt	726	705
Accrued liabilities	17,456	17,888
Deferred revenue	7,066	4,744
Total current liabilities	<u>41,026</u>	<u>45,021</u>
Long-term liabilities:		
Long-term debt	619	737
Other liabilities	7,482	8,076
Deferred income tax	7,187	13,958
Total liabilities	<u>56,314</u>	<u>67,792</u>
Stockholders' equity:		
Common Stock, \$0.001 par value, 120,000,000 shares authorized; shares issued and outstanding 29,389,011 in 2011 and 28,922,667 in 2010	266,066	258,872
Retained earnings	23,676	18,057
Accumulated other comprehensive loss	(14,748)	(13,674)
Total stockholders' equity	<u>274,994</u>	<u>263,255</u>
Total liabilities and stockholders' equity	<u>\$ 331,308</u>	<u>\$ 331,047</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

[Table of Contents](#)

NATUS MEDICAL INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)
(in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenue	\$51,338	\$53,179	\$168,541	\$155,485
Cost of revenue	23,765	21,757	73,165	62,700
Gross profit	<u>27,573</u>	<u>31,422</u>	<u>95,376</u>	<u>92,785</u>
Operating expenses:				
Marketing and selling	14,688	12,817	44,818	40,334
Research and development	6,119	4,820	18,577	15,188
General and administrative	7,809	8,074	24,828	26,875
Total operating expenses	<u>28,616</u>	<u>25,711</u>	<u>88,223</u>	<u>82,397</u>
Income (loss) from operations	(1,043)	5,711	7,153	10,388
Other income (expense), net	186	(176)	(28)	9
Income (loss) before provision for income tax	(857)	5,535	7,125	10,397
Provision for income tax (benefit) expense	(1,011)	1,898	1,507	3,727
Net income	<u>\$ 154</u>	<u>\$ 3,637</u>	<u>\$ 5,618</u>	<u>\$ 6,670</u>
Earnings per share:				
Basic	<u>\$ 0.01</u>	<u>\$ 0.12</u>	<u>\$ 0.20</u>	<u>\$ 0.24</u>
Diluted	<u>\$ 0.01</u>	<u>\$ 0.12</u>	<u>\$ 0.19</u>	<u>\$ 0.23</u>
Weighted average shares used in the calculation of earnings per share:				
Basic	<u>28,643</u>	<u>28,212</u>	<u>28,477</u>	<u>28,021</u>
Diluted	<u>29,387</u>	<u>29,261</u>	<u>29,566</u>	<u>29,170</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

[Table of Contents](#)

NATUS MEDICAL INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
(in thousands)

	Nine Months Ended September 30,	
	2011	2010
Operating activities:		
Net income	\$ 5,618	\$ 6,670
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,771	6,467
Accounts receivable reserves	1,065	112
Warranty reserves	1,225	180
Loss on disposal of property and equipment	187	72
Share-based compensation	5,028	4,013
Change in fair value of contingent obligation	(1,200)	—
Excess tax benefits on the exercise of options	(299)	(574)
Impairment of intangible assets	—	300
Changes in operating assets and liabilities:		
Accounts receivable	8,433	2,085
Inventories	(872)	(6,068)
Prepaid expenses and other assets	1,032	(891)
Accounts payable	(8,062)	(859)
Deferred income tax	(350)	475
Accrued liabilities and deferred revenue	(1,927)	(2,388)
Net cash provided by operating activities	<u>16,649</u>	<u>9,594</u>
Investing activities:		
Cash paid for business acquisitions, net of cash acquired	(14,935)	(19)
Purchases of property and equipment	(2,193)	(2,553)
Purchase of intangible assets	(160)	—
Capitalized software development costs	—	(215)
Purchases of marketable securities	—	(975)
Sales of marketable securities	1,005	975
Net cash used in investing activities	<u>(16,283)</u>	<u>(2,787)</u>
Financing activities:		
Proceeds from stock option exercises and ESPP purchases	1,868	2,033
Excess tax benefits on the exercise of options	299	574
Proceeds from short-term borrowings	2,553	—
Payments on borrowings	(2,119)	(134)
Net cash provided by financing activities	<u>2,601</u>	<u>2,473</u>
Exchange rate effect on cash and cash equivalents	(574)	701
Net increase in cash and cash equivalents	2,393	9,981
Cash and cash equivalents, beginning of period	28,383	32,586
Cash and cash equivalents, end of period	<u>\$ 30,776</u>	<u>\$ 42,567</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 94	\$ 44
Cash paid for income taxes	\$ 1,912	\$ 4,111
Non-cash investing activities:		
Contingent earnout obligations included in accrued liabilities	\$ 800	\$ —

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NATUS MEDICAL INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

1 - Basis of Presentation

The accompanying interim condensed consolidated financial statements of Natus Medical Incorporated (“Natus,” “we,” “us,” or the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The accounting policies followed in the preparation of the interim condensed consolidated financial statements are consistent in all material respects with those presented in Note 1 to the consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2010.

Interim financial reports are prepared in accordance with the rules and regulations of the Securities and Exchange Commission; accordingly, they do not include all of the information and notes required by GAAP for annual financial statements. The interim financial information is unaudited, but reflects all normal adjustments that are, in the opinion of management, necessary for the fair presentation of our financial position, results of operations, and cash flows for the interim periods presented. Operating results for the three and nine months ended September 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Comprehensive Income

Comprehensive income is comprised of net income and gains or losses resulting from currency translations of foreign investments. The details of comprehensive income are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net income	\$ 154	\$3,637	\$ 5,618	\$6,670
Foreign currency translation adjustment	(2,672)	1,990	(1,074)	(178)
Comprehensive income (loss)	<u>\$(2,518)</u>	<u>\$5,627</u>	<u>\$ 4,544</u>	<u>\$6,492</u>

Stockholders’ Equity

The details of changes in stockholders’ equity are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Balance, beginning of period	\$275,128	\$249,538	\$263,255	\$243,557
Net income	154	3,637	5,618	6,670
Proceeds from stock option exercises and ESPP	470	26	1,868	2,033
Share-based compensation expense	1,911	1,683	5,028	4,013
Tax effect of option exercises	3	(205)	299	574
Foreign currency translation adjustment	(2,672)	1,990	(1,074)	(178)
Balance, end of period	<u>\$274,994</u>	<u>\$256,669</u>	<u>\$274,994</u>	<u>\$256,669</u>

Recent Accounting Pronouncements

Intangibles Goodwill and Other: In September 2011, the FASB issued amended guidance related to *Intangibles - Goodwill and Other: Testing Goodwill for Impairment*. The amendment is intended to simplify how entities test goodwill for impairment. The amendment permits an entity to first assess qualitative factors to determine whether it is “more likely than not” that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50%. This amendment is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity’s financial statements for the most recent annual or interim period have not yet been issued. The Company does not believe that this guidance will have a material impact on its condensed consolidated financial statements.

Table of Contents

In December 2010, the FASB issued amended guidance related to *Intangibles - Goodwill and Other*. The amendments modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that impairment may exist. The qualitative factors are consistent with the existing guidance and examples, which require that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

Comprehensive Income: In June 2011, the Financial Accounting Standards Board ("FASB") issued amended guidance related to Comprehensive Income. This amendment allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The amendment eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendment should be applied retrospectively. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. The Company does not believe that this guidance will have a material impact on its condensed consolidated financial statements.

Fair Value Measurements: In May 2011, the FASB issued amended guidance related to Fair Value Measurements. This amendment represents the converged guidance of the FASB and the International Accounting Standards Board (the Boards) on fair value measurement. The collective efforts of the Boards and their staffs, reflected in this amendment, have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term "fair value." The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are to be applied prospectively. The amendments are effective during interim and annual periods beginning after December 15, 2011. Early application is not permitted. The Company does not believe that this guidance will have a material impact on its condensed consolidated financial statements.

Business Combinations: In December 2010, the FASB issued amended guidance related to Business Combinations. The amendments affect any public entity that enters into business combinations that are material on an individual or aggregate basis. The amendments specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The Company adopted the new disclosure requirements for its annual report for the year ended December 31, 2010 and in subsequent interim reports.

2 - Business Combinations

Embla Systems LLC

We acquired Embla Systems LLC ("Embla") on September 15, 2011 pursuant to an Equity Purchase Agreement. Embla, with corporate headquarters in Denver, Colorado develops, manufactures, and sells devices focused on diagnostic sleep analysis (Polysomnography or PSG), with products sold into the hospital and dedicated sleep lab as well as home sleep testing devices.

The Company acquired all of the capital stock of Embla for \$16.1 million in cash at closing, excluding direct costs of the acquisition, with the potential for additional purchase consideration based on minimum cash and net asset targets as of the purchase date. The Company paid an additional \$472,000 of purchase consideration in October 2011 based on the minimum cash target. A total of \$290,000 of direct costs associated with the acquisition was expensed as incurred and reported as a component of general and administrative expenses.

Table of Contents

The acquisition has been accounted for as a purchase business combination. Under the purchase method of accounting, the assets acquired and liabilities assumed from Embla are recorded in the consolidated financial statements at their respective fair values as of the acquisition date. The excess of the purchase price over the fair value of the acquired net assets has been recorded as goodwill in the amount of \$2.9 million. Embla's results of operations are included in the consolidated financial statements from the date of the acquisition.

The determination of estimated fair value of acquired assets and liabilities requires management to make significant estimates and assumptions. We determined the fair value by applying established valuation techniques, based on information that management believed to be relevant to this determination. The Company also hired independent third parties to assist in the valuation of intangible assets and goodwill.

The following table summarizes the purchase price allocation of the fair value of the assets acquired and liabilities assumed at the date of acquisition, (in thousands):

Cash	\$ 1,028
Accounts receivable	3,717
Inventories	5,333
Prepaid and other assets	403
Deferred income tax	382
Identifiable intangible assets:	
Core Technology	900
Developed Technology	2,100
Customer-related	1,300
Tradenames	3,500
In-Process Research and Development	400
Property and equipment	101
Goodwill	2,874
Accounts payable	(2,396)
Accrued expenses	(1,773)
Deferred income tax	(215)
Deferred revenue	(1,082)
Total purchase price	<u>\$16,572</u>

Valuing certain components of the acquisition, including primarily accounts receivable, inventory, identifiable intangible assets, deferred taxes, accrued warranty costs, accounts payable, other accrued expenses and deferred revenue required us to make estimates that may be adjusted in the future; consequently the purchase price allocation is considered preliminary. Final determination of these estimates could result in an adjustment to the preliminary purchase price allocation, with an offsetting adjustment to Goodwill.

Identifiable intangible assets. Intangible assets included in the purchase price allocation consist of: (i) technology of \$3.0 million assigned an average economic life of 18 years being amortized on the straight line method, (ii) customer-related intangible assets of \$1.3 million assigned an economic life of 14 years being amortized on the straight line method, and (iii) tradenames of \$3.5 million that have an indefinite life and are not being amortized.

IPR&D. A portion of the purchase price was allocated to in-process research and development ("IPR&D") in the amount of \$400,000. The fair value of the IPR&D was determined through estimates and valuation techniques through an analysis of data provided by Embla concerning developmental products, their stage of development, the time and resources needed to complete them, their expected income generating ability and associated risks. IPR&D is accounted for as an indefinite-lived intangible asset until completion or abandonment of the associated research and development efforts. IPR&D will be tested for impairment annually or when impairment indicators are present.

Goodwill. Approximately \$2.9 million has been allocated to goodwill. Goodwill represents the excess of the purchase price over the fair value of the underlying net tangible and intangible assets. This goodwill is expected to be non-deductible for tax purposes. Goodwill will not be amortized but instead will be tested for impairment at least annually (more frequently if certain indicators are present). In the event that management determines that the value of goodwill has become impaired, we will incur an accounting charge for the amount of the impairment during the quarter in which the determination is made.

Table of Contents

Deferred income tax. A preliminary estimate of \$382,000 has been allocated to non-current deferred tax assets and \$215,000 has been allocated to non-current deferred tax liabilities, which results primarily from investment tax credits and a portion of customer-related intangible assets.

Medix Industrial y Commercial S.A.

We acquired Medix Industrial y Commercial S.A. ("Medix") on October 12, 2010 pursuant to an Agreement and Plan of Merger. Medix develops, manufactures, and sells devices for newborn care, primarily in Latin America. Medix, based in Argentina, manufactures incubators for use in hospital nurseries and NICU's, transport incubators for use in ambulances and other emergency vehicles, infant warmers, and LED based phototherapy devices.

The Company acquired all of the capital stock of Medix for \$14.1 million in cash, excluding direct costs of the acquisition. The Company is obligated to pay additional purchase consideration to the former shareholders of Medix if certain revenue targets are met in 2011 and 2012. At the time of the acquisition the Company recorded an estimate of the fair value of the contingent earnout obligation in the amount of \$2.0 million based on future revenue projections of the Medix business under various potential scenarios applying weighted probability assumptions of their outcomes. As of September 30, 2011, the original estimate has been adjusted downwards to \$800,000 and no payments have been made against the contingent earnout obligation.

During the nine months ended September 30, 2011, the Company recorded adjustments to its original estimate of the purchase-date fair value of deferred taxes in the amount of \$364,000 and recorded a reduction of the purchase consideration based on a minimum working capital provision of the purchase agreement. These actions resulted in a net decrease in the carrying amount of goodwill of approximately \$137,000 in the three months ended September 30, 2011, and an increase of approximately \$227,000 for the nine months ended September 30, 2011.

Proforma financial information

The following unaudited pro forma combined results of operations of the Company for the nine months ended September 30, 2011 are presented as if the acquisition of Embla had occurred on the first day of the period presented and for the nine months ended September 30, 2010 as if the acquisitions of Medix and Embla had occurred on the first day of the period presented:

Unaudited Pro Forma Financial Information (in thousands)

	Nine Months Ended September 30,	
	2011	2010
Revenue	\$188,643	\$192,994
Income from operations	\$ 7,705	\$ 12,997

The unaudited pro forma financial information is provided for comparative purposes only and is not necessarily indicative of what actual results would have been had the acquisitions occurred on the dates indicated, nor do they give effect to synergies, cost savings, and other changes expected to result from the acquisitions. Accordingly, the pro forma financial results do not purport to be indicative of results of operations as of the date hereof, for any period ended on the date hereof, or for any other future date or period.

For purposes of preparing the unaudited pro forma financial information for the nine months ended September 30, 2011, Embla's Consolidated Statement of Income for the period January 1, 2011 through September 15, 2011 was combined with the Company's Consolidated Statement of Operations for the period January 1, 2011 through September 30, 2011.

For purposes of preparing the unaudited pro forma financial information for the nine months ended September 30, 2010, Medix's Statement of Income for the period January 1, 2010 through September 30, 2010 and Embla's Consolidated Statement of Income for the period January 1, 2010 through September 30, 2010 were combined with the Company's Consolidated Statement of Operations for the nine months ended September 30, 2010.

The unaudited proforma consolidated results reflect the historical information of Natus and Embla in 2011 and Natus, Medix and Embla in 2010, adjusted for the following pre-tax amounts:

- Elimination of Embla's historical intangible asset amortization expense (approximately \$157,000 through September 14, 2011 and \$157,000 in 2010).
- Additional amortization expense related to Embla (approximately \$208,000 through September 14, 2011 and \$208,000 in 2010) related to the fair value of identifiable intangible assets acquired.

Table of Contents

- Decrease of Embla's depreciation expense (approximately \$295,000 through September 14, 2011 and \$295,000 in 2010) related to the fair value adjustment to property and equipment acquired.
- Additional amortization expense related to Medix (approximately \$251,000 through October 12, 2010) related to the fair value of identifiable intangible assets acquired.

3 - Basic and Diluted Earnings Per Common Share

Basic earnings per share is based upon the weighted average number of common shares outstanding during the period. Diluted earnings per share is based upon the weighted average number of common shares outstanding and dilutive common stock equivalents outstanding during the period. Common stock equivalents are options granted and shares of restricted stock issued under our stock awards plans and are calculated under the treasury stock method. Common equivalent shares from unexercised stock options and unvested restricted stock are excluded from the computation when there is a loss as their effect is anti-dilutive or if the exercise price of such unexercised options is greater than the average market price of the stock for the period.

For the three and nine months ended September 30, 2011, common stock equivalents of 744,067 and 1,088,511 shares, respectively, were included in the weighted average shares outstanding used to calculate diluted earnings per share, while common stock equivalents of 2,326,775 and 1,500,284 shares, respectively, were excluded from the calculation of diluted earnings per share because the exercise price of the underlying options was greater than the average market price of the stock for the periods. For the three and nine months ended September 30, 2010, common stock equivalents of 1,049,368 and 1,148,698 shares, respectively, were included in the weighted average shares outstanding used to calculate diluted earnings per share, while common stock equivalents of 1,387,463 and 999,899 shares, respectively, were excluded from the calculation of diluted earnings per share because of their anti-dilutive effect.

4 - Inventories

Inventories consist of the following (in thousands):

	September 30, 2011	December 31, 2010
Raw materials and subassemblies	\$ 13,663	\$ 14,924
Finished goods	31,106	26,375
Total inventories	44,769	41,299
Less: Non-current inventories	(4,500)	(3,672)
Inventories, current	<u>\$ 40,269</u>	<u>\$ 37,627</u>

The balances above include approximately \$5.6 million of Embla inventory as of September 30, 2011. Non-current inventories consist primarily of service components used to repair products held by our customers including some products we are not currently selling and are reported as a component of other assets. Management believes that these inventories will be utilized for their intended purpose.

Work in process represents an immaterial amount in all periods presented.

5 - Goodwill and Intangible Assets

Goodwill

The carrying amount of goodwill and the changes in those balances are as follows (in thousands):

Balance, January 1, 2010	\$92,258
Goodwill as a result of acquisitions	4,834
Purchase accounting adjustments	(14)
Foreign currency translation	(259)
Balance, December 31, 2010	96,819
Goodwill as a result of acquisitions	2,874
Purchase accounting adjustments	227
Foreign currency translation	(237)
Balance, September 30, 2011	<u>\$99,683</u>

Table of Contents

The following table summarizes the components of gross and net intangible asset balances (in thousands):

	September 30, 2011			December 31, 2010		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Intangible assets with definite lives:						
Technology	\$53,024	\$ (16,873)	\$36,151	\$50,301	\$ (14,520)	\$35,781
Customer related	16,902	(4,214)	12,688	15,299	(3,016)	12,283
Internally developed software	3,798	(1,903)	1,895	3,831	(1,392)	2,439
Patents	2,788	(1,905)	883	2,571	(1,746)	825
Definite lived intangible assets	76,512	(24,895)	51,617	72,002	(20,674)	51,328
Intangible assets with indefinite lives:						
Tradenames	21,585	—	21,585	18,100	—	18,100
Total intangibles assets	\$98,097	\$ (24,895)	\$73,202	\$90,102	\$ (20,674)	\$69,428

Definite lived intangible assets are amortized over their weighted average lives of 15 years for technology, 12 years for customer-related intangibles, 2 years for internally developed software, and 14 years for patents. Intangible assets with indefinite lives are not subject to amortization.

Internally developed software consists of \$2.9 million relating to costs incurred for development of internal use computer software and \$943,000 for development of software to be sold.

Amortization expense related to intangible assets with definite lives was as follows (in thousands):

	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Technology	\$ 612	\$ 2,353
Customer Related	331	1,198
Internally developed software	189	511
Patents	46	159
Total amortization	\$ 1,178	\$ 4,221

Expected amortization expense related to amortizable intangible assets is as follows (in thousands):

2011	\$ 1,453
2012	6,157
2013	5,195
2014	4,892
2015	4,516
2016	3,726
Thereafter	25,678
Total expected amortization expense	\$51,617

6 - Property and Equipment, net

Property and equipment, net consist of the following (in thousands):

	September 30, 2011	December 31, 2010
Land	\$ 4,442	\$ 4,903
Buildings	10,997	10,904
Leasehold improvements	2,715	2,523
Office furniture and equipment	10,295	9,067
Computer software and hardware	6,405	6,084
Demonstration and loaned equipment	10,756	7,571
	45,610	41,052
Accumulated depreciation	(20,661)	(17,644)
Total	\$ 24,949	\$ 23,408

[Table of Contents](#)

Depreciation and amortization expense of property and equipment was \$868,000 and \$2.4 million for the three and nine months ended September 30, 2011, respectively, and was \$850,000 and \$2.4 million for the three and nine months ended September 30, 2010, respectively.

7 - Reserve for Product Warranties

We provide a warranty on all medical device products that is generally one year in length. We also sell extended service agreements on our medical device products. Service for domestic customers is provided by Company-owned service centers that perform all service, repair, and calibration services. Service for international customers is provided by a combination of Company-owned facilities and third-party vendors on a contract basis.

We have accrued a warranty reserve, included in accrued liabilities on the accompanying balance sheets, for the expected future costs of servicing products during the initial warranty period. We base the liability on actual warranty costs incurred to service those products. On new products, additions to the reserve are based on a combination of factors including the percentage of service department labor applied to warranty repairs, as well as actual service department costs, and other judgments, such as the degree to which the product incorporates new technology. The reserve is reduced as costs are incurred to honor existing warranty obligations or when current facts indicate that the original estimates of expected future costs of servicing products were overstated.

The details of activity in the warranty reserve are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Balance, beginning of period	\$ 1,394	\$ 563	\$ 696	\$ 694
Warranty accrued for the period	92	94	1,224	180
Repairs for the period	(266)	(86)	(700)	(303)
Balance, end of period	<u>\$ 1,220</u>	<u>\$ 571</u>	<u>\$1,220</u>	<u>\$ 571</u>

The estimates we use in projecting future product warranty costs may prove to be incorrect. Any future determination that our product warranty reserves are understated could result in increases to our cost of sales and reductions in our operating profits and results of operations.

8 - Share-Based Compensation

At September 30, 2011, we have two plans that give rise to share-based compensation, the 2011 Stock Awards Plan and the 2011 Employee Stock Purchase Plan. The terms of awards granted during the nine months ended September 30, 2011 and our methods for determining grant-date fair value of the awards were consistent with those described in the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2010.

Detail of share-based compensation expense is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Cost of revenue	\$ 87	\$ 41	\$ 224	\$ 111
Marketing and sales	486	493	1,196	1,096
Research and development	131	90	400	296
General and administrative	<u>1,207</u>	<u>1,059</u>	<u>3,208</u>	<u>2,510</u>
Total	<u>\$1,911</u>	<u>\$ 1,683</u>	<u>\$5,028</u>	<u>\$4,013</u>

[Table of Contents](#)

As of September 30, 2011, unrecognized compensation expense related to the unvested portion of our stock options and other stock awards was approximately \$14.7 million, which is expected to be recognized over a weighted average period of 2.6 years.

Stock Options

Activity in our stock options during the nine months ended September 30, 2011 is as follows:

	Shares	Weighted Average Exercise Price	Weighted- average remaining contractual life (years)	Aggregate intrinsic value (\$ 000's)
Outstanding, beginning of period	3,638,957	\$ 10.94		
Granted	541,350	\$ 16.09		
Exercised	(185,404)	\$ 7.57		
Cancelled	(133,610)	\$ 15.25		
Outstanding, end of period	<u>3,861,293</u>	\$ 11.67	3.27	\$ 5,305
Exercisable, end of period	<u>2,777,482</u>	\$ 10.32	2.68	\$ 5,296
Vested and expected to vest, end of period	<u>3,739,606</u>	\$ 11.55	3.21	\$ 5,304

The intrinsic value of options exercised during the nine months ended September 30, 2011 was \$410,000.

Restricted Stock Awards

Activity in our restricted stock awards during the nine months ended September 30, 2011 is as follows:

	Shares	Weighted- average grant date fair value	Remaining cost expected to be recognized (\$ 000's)
Unvested, beginning of period	590,050	\$ 14.30	
Granted	260,375	\$ 16.22	
Vested	(218,405)	\$ 13.59	
Forfeited	(27,800)	\$ 14.63	
Unvested, end of period	<u>604,220</u>	\$ 15.37	\$ 8,900

We award restricted stock awards ("RSA's") to U.S. employees of the Company that vest 50% upon the second anniversary of the vesting start date and 25% upon each of the third and fourth anniversaries of the vesting start date. We also award RSA's to non-employee directors of the Company that vest on the first anniversary of the grant date.

At September 30, 2011 the fair market value of outstanding RSA's was \$5.9 million and the weighted average remaining recognition period was 2.7 years. At December 31, 2010 the fair market value of outstanding RSA's was \$8.5 million and the weighted average remaining recognition period for unvested RSA's was 2.6 years. The intrinsic value of RSA's equals their fair market value.

Restricted Stock Units

Activity in our restricted stock units during the nine months ended September 30, 2011 is as follows:

	Shares	Weighted- average remaining contractual life (years)	Aggregate intrinsic value (\$ 000's)
Outstanding, beginning of period	71,300		
Awarded	22,800		
Released	(20,375)		
Forfeited	(12,850)		
Outstanding, end of period	<u>60,875</u>	1.77	\$ 595

[Table of Contents](#)

We award restricted stock units (“RSU’s”) to non-U.S. employees of the Company that vest 50% upon the second anniversary of the vesting start date and 25% upon each of the third and fourth anniversaries of the vesting start date.

At September 30, 2011 the weighted average remaining recognition period was 2.8 years. At December 31, 2010 the aggregate intrinsic value of outstanding RSU’s was \$1.0 million and the weighted average remaining recognition period for unvested RSU’s was 2.9 years.

9 - Other income (expense), net

Other income (expense), net consisted of (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Investment income	\$ 6	\$ 34	\$ 23	\$ 30
Interest expense	(47)	(13)	(160)	(49)
Foreign currency exchange gain (loss)	67	(280)	(39)	(647)
Other	160	83	148	675
Total other income (expense), net	<u>\$ 186</u>	<u>\$ (176)</u>	<u>\$ (28)</u>	<u>\$ 9</u>

10 - Income Taxes

Provision for Income Tax

We recorded a provision for income tax (benefit) expense of \$(1.0) million and \$1.5 million for the three and nine months ended September 30, 2011, respectively. Our effective tax rate was 21.2% for the nine months ended September 30, 2011. The effective rate was lower than the statutory rate primarily because of the expiration of statute of limitation on uncertain tax positions that were recorded as a component of income tax expense in prior years.

We recorded a provision for income tax of \$1.9 million and \$3.7 million for the three and nine months ended September 30, 2010, respectively. Our effective tax rate was 34.3% and 35.8% for the three and nine months ended September 30, 2010, respectively.

Our tax returns remain open to examination as follows: U.S. Federal, 2006 through 2010; U.S. states, generally 2005 through 2010; significant foreign jurisdictions, generally 2007 through 2010.

11 - Restructuring Reserve

In January 2011, we adopted a reorganization plan that was designed to improve efficiencies in the operations of Medix, which we acquired in October 2010. During the three months ended September 30, 2011 we also initiated similar restructuring activities in our North American and European operations. These restructuring activities will be substantially completed in the fourth quarter of 2011.

In January 2010, we adopted a reorganization plan that was designed to eliminate redundant costs resulting from our acquisition of Alpine Biomed (“Alpine”) and to improve efficiencies in operations. Under the plan, which was substantially completed in the first half of 2010, Alpine operations in Montreal, Canada were transitioned to our existing Xltek facility in Oakville, Ontario, Canada, and Alpine’s sales organization was merged into our global sales organization.

The balance of the reserve is included in accrued liabilities on the accompanying balance sheets. Detail of activity in the restructuring reserve is as follows, (in thousands):

	Nine Months Ended September 30,	
	2011	2010
Balance, beginning of period	\$ 87	\$ —
Employee termination benefits expensed	2,180	3,030
Lease termination fee	—	300
Amounts paid	(1,837)	(2,936)
Accrual reversal	(6)	(268)
Balance, end of period	<u>\$ 424</u>	<u>\$ 126</u>

[Table of Contents](#)

12 - Debt and Credit Arrangements

Long-term borrowings are comprised of the following (2011 and 2010 columns in thousands):

	September 30, 2011	December 31, 2010
Term loan \$2.9 million Canadian ("CAD"), interest at cost of funds plus 2.5%, due September 15, 2014 with principle repayable in monthly installments of \$16,000 until August 15, 2014 and one final payment of \$404,000 collateralized by a first lien on land and building owned by Xltek	\$ 775	\$ 893
Total long-term debt (including current portion)	775	893
Less: current portion of long-term debt	(156)	(156)
Total long-term debt	<u>\$ 619</u>	<u>\$ 737</u>

At September 30, 2011 the Company had a \$50 million revolving credit facility with Wells Fargo Bank, National Association ("Wells Fargo"). The revolving credit facility contains covenants, including covenants relating to liquidity and other financial measurements, and provides for events of default, including failure to pay any interest when due, failure to perform or observe covenants, bankruptcy or insolvency events and the occurrence of a material adverse effect. We have granted Wells Fargo a security interest in substantially all of our assets. We did not draw on the facility during the first nine months of 2011 or during 2010. We have no other significant credit facilities. At September 30, 2011, the Company was not in compliance with a rolling four-quarter EBITDA covenant of the credit facility; the Company received a waiver of such default from Wells Fargo.

13 - Segment, Customer and Geographic Information

We operate in one reportable segment in which we provide healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments in newborn care, hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and balance and mobility disorders.

Our end-user customer base includes hospitals, clinics, laboratories, physicians, nurses, audiologists, and governmental agencies. Most of our international sales are to distributors who resell our products to end-users or sub-distributors.

Revenue and long-lived asset information by geographic region is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenue:				
United States	\$30,792	\$32,090	\$ 95,944	\$ 94,609
Foreign countries	20,546	21,089	72,597	60,876
Totals	<u>\$51,338</u>	<u>\$53,179</u>	<u>\$168,541</u>	<u>\$155,485</u>
Long-lived assets:	<u>September 30, 2011</u>	<u>December 31, 2010</u>		
United States	\$ 8,490	\$ 7,862		
Foreign countries	16,459	15,546		
Totals	<u>\$ 24,949</u>	<u>\$ 23,408</u>		

Long-lived assets consist principally of net property and equipment. During the three and nine months ended September 30, 2011 and 2010, no single customer or foreign country contributed to more than 10% of revenue, and revenue from services was less than 10% of revenue.

[Table of Contents](#)

During the three and nine months ended September 30, 2011, respectively, revenue from devices and systems was \$31.1 and \$107.2 million, while revenue from supplies and services was \$19.2 and \$58.4 million, respectively.

14 - Fair Value of Financial Instruments

The fair value of our assets and liabilities subject to fair value measurements are as follows (in thousands):

	Fair Value as of September 30, 2011	Fair Value Measurements as of September 30, 2011 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
		Bank money market investments	\$ 3,148	—
Fixed rate term deposits	—	—	—	—
Total	\$ 3,148	—	\$ 3,148	—

	Fair Value as of December 31, 2010	Fair Value Measurements as of December 31, 2010 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
		Bank money market investments	\$ 3,146	—
Fixed rate term deposits	1,005	—	1,005	—
Total	\$ 4,151	—	\$ 4,151	—

Assets recorded at fair value in the Condensed Consolidated Balance Sheets are categorized based upon a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. Level 1 evaluations are based on quoted prices in active markets for identical assets or liabilities that we have the ability to access. Level 2 evaluations are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly. Bank money market accounts have a net asset value of \$1.00 per share and are classified as Level 2 assets. Level 3 evaluations are completed for assets and liabilities for which there are no observable inputs that are significant to the overall fair value measurement.

15 - Immaterial Corrections to Prior Period Financial Statements

Certain amounts previously reported in the condensed consolidated statements of operations and condensed statements of cash flows for the three and nine months ended September 30, 2010 have been restated to reflect the correction of immaterial errors as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. The errors were related primarily to the amount of manufacturing labor and overhead applied to inventory and the amount of deferred revenue under multiple-deliverable arrangements.

A summary of the effects of the correction of these errors on our condensed consolidated financial statements for the quarter and nine months ended September 30, 2010 is presented in the table below (in thousands):

	Three Months Ended September 30, 2010		Nine Months Ended September 30, 2010	
	As		As	
	Previously Reported	As Corrected	Previously Reported	As Corrected
Condensed Consolidated Statements of Operations				
Revenue	\$53,279	\$53,179	\$155,136	\$155,485
Cost of revenue	21,831	21,757	62,955	62,700
Gross profit	31,448	31,422	92,181	92,785
Income from operations	5,861	5,711	10,165	10,388
Income before provision for income tax	5,686	5,535	10,176	10,397
Net income	3,743	3,637	6,545	6,670
Condensed Consolidated Statements of Cash Flows				
Net income			\$ 6,545	\$ 6,670
Change in operating assets and liabilities, net of assets and liabilities acquired in acquisitions:				
Inventories			(6,048)	(6,068)
Accrued liabilities and deferred revenue			(2,283)	(2,388)

[Table of Contents](#)

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Natus®, *AABR®*, *ABaer®*, *ALGO®*, *AOAE®*, *AuDX®*, *Balance Manager®*, *Balance Master®*, *Biliband®*, *Bio-logic®*, *Ceegraph®*, *CHAMP®*, *Cochlea Scan®*, *Cool Cap®*, *Ear Couplers®*, *Echo Screen®*, *Embla®*, *Embletta®*, *Enterprise®*, *EquiTest®*, *Fischer-Zoth®*, *Flexicoupler®*, *Gumdrop®*, *Keypoint®*, *Keypoint AU®*, *Keypoint EU®*, *Keypoint JP®*, *MASTER®*, *Medix®*, *MedixI.C.S.A®*, *Navigator®*, *Neatnick®*, *neoBLUE®*, *Neuromax®*, *NeuroWorks®*, *Oxydome®*, *REMrandt®*, *REMlogic®*, *Sandman®*, *Sleeprite®*, *Sleepscan®*, *Smart Scale®*, *Tootsweet®*, *Traveler®*, *Warmette®* and *VAC PAC®*, *Xact Trace®*, are registered trademarks of Natus Medical Incorporated and its subsidiaries. *Accuscreen™*, *Bili Lite Pad™*, *Bili-Lite™*, *Biomark™*, *Circumstraint™*, *Coherence™*, *Deltamed™*, *inVision™*, *MiniMuffs™*, *Neometrics™* and *Smartpack™* are non-registered trademarks of Natus and its subsidiaries. *Solutions for Newborn CareSM* is a non-registered service mark of Natus.

Overview

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) supplements the MD&A in the Annual Report on Form 10-K for the year ended December 31, 2010 of Natus Medical Incorporated (“Natus,” “we,” “us,” or “our Company”), and presumes that readers have read or have access to the discussion and analysis in our Annual Report. Management’s discussion and analysis should be read in conjunction with our condensed consolidated financial statements and accompanying footnotes, the discussion of certain risks and uncertainties contained in Part II, Item 1A of this report, and the cautionary information regarding forward-looking statements at the end of this section. MD&A includes the following sections:

- **Our Business.** A general description of our business;
- **2011 Third Quarter Overview.** A summary of key information concerning the financial results for the three months ended September 30, 2011;
- **Application of Critical Accounting Policies.** A discussion of the accounting policies that are most important to the portrayal of our financial condition and results of operations and that require significant estimates, assumptions, and judgments;
- **Results of Operations.** An analysis of our results of operations for the periods presented in the financial statements;
- **Liquidity and Capital Resources.** An analysis of capital resources, sources and uses of cash, investing and financing activities, off-balance sheet arrangements, contractual obligations and interest rate hedging;
- **Recent Accounting Pronouncements.** See Note 1 to our Condensed Consolidated Financial Statements for a discussion of new accounting pronouncements that affect us; and
- **Cautionary Information Regarding Forward-Looking Statements.** Cautionary information about forward-looking statements.

Our Business

Natus is a leading provider of healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments in newborn care, hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and balance and mobility disorders. Product offerings include computerized neurodiagnostic systems for audiology, neurology, polysomnography, and neonatology, as well as newborn care products such as hearing screening systems, phototherapy devices for the treatment of newborn jaundice, head-cooling products for the treatment of brain injury in newborns, incubators to control the newborn’s environment, and software systems for managing and tracking disorders and diseases for public health laboratories.

We have completed a number of acquisitions since 2003, consisting of either the purchase of a company, substantially all of the assets of a company, or individual products or product lines. The businesses we have acquired are Neometrics in 2003, Fischer-Zoth in 2004, Bio-logic, Deltamed, and Olympic Medical in 2006, Xltek in 2007, Sonamed, Schwarzer Neurology, and Neurocom in 2008, Hawaii Medical and Alpine Biomed in 2009, Medix in 2010. and Embla in 2011.

Table of Contents

Product Families

We categorize our products into the following product families, which are more fully described in our Annual Report on Form 10-K for the year ended December 31 2010:

- **Hearing** - Includes products for newborn hearing screening and diagnostic hearing assessment.
- **Neurology** - Includes products for diagnostic electroencephalography (EEG), electromyography (EMG), intra-operative monitoring (IOM), diagnostic sleep analysis, or polysomnography (PSG), newborn brain monitoring, and assessment of balance and mobility disorders.
- **Newborn Care** - Includes thermoregulation devices and products for the treatment of brain injury and jaundice in newborns.

Segment and Geographic Information

We operate in one reportable segment in which we provide healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments in newborn care, hearing impairment, neurological dysfunction, epilepsy, sleep disorders and balance and mobility disorders.

Our end-user customer base includes hospitals, clinics, laboratories, physicians, nurses, audiologists, and governmental agencies. Most of our international sales are to distributors who resell our products to end-users or sub-distributors.

Information regarding our sales and long-lived assets in the U.S. and in countries outside the U.S. is contained in Note 13 - *Segment, Customer and Geographic Information* of our condensed consolidated financial statements included in this report.

Revenue by Product Category

We generate our revenue either from sales of Devices and Systems, which are generally non-recurring, and from related Supplies and Services, which are generally recurring. Other revenue consists primarily of freight revenue. The products that are attributable to these categories are described in our Annual Report on Form 10-K for the year ended December 31, 2010. Revenue from Devices and Systems and Supplies and Services, as a percent of total revenue for the three and nine months ended September 30, 2011 and 2010 is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Devices and Systems	61%	57%	64%	61%
Supplies and Services	37%	41%	34%	37%
Other	2%	2%	2%	2%
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

During the three and nine months ended September 30, 2011 and 2010, no single customer or foreign country contributed to more than 10% of revenue, and revenue from services was less than 10% of revenue.

2011 Third Quarter Overview

Our business and operating results have been and will continue to be affected by worldwide economic conditions. Our sales are dependent on both capital spending by hospitals and foreign health ministries. As a result of economic trends, our revenue decreased 3% to \$51.3 million in the third quarter ended September 30, 2011, compared to \$53.2 million in the comparable quarter of the previous year. Net income decreased to \$154,000, or \$0.01 per diluted share, for the third quarter of 2011 compared with net income of \$3.6 million, or \$0.12 per diluted share, for the third quarter of 2010. We completed the acquisition of Embla LLC in September of 2011. Medix and Embla contributed \$6.1 million to our third quarter revenue, while revenue from our existing product lines decreased 14% in the 2011 period.

During the third quarter of 2011, we continued restructuring activities to improve efficiencies in our worldwide operations. These activities resulted in a charge of \$1.4 million for the three months ended September 30, 2011.

Application of Critical Accounting Policies

We prepare our financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In so doing, we must often make estimates and use assumptions that can be subjective, and, consequently, our actual results could differ from those estimates. For any given individual estimate or assumption we make, there may also be other estimates or assumptions that are reasonable.

[Table of Contents](#)

We believe that the following critical accounting policies require the use of significant estimates, assumptions, and judgments. The use of different estimates, assumptions, or judgments could have a material effect on the reported amounts of assets, liabilities, revenue, expenses, and related disclosures as of the date of the financial statements and during the reporting period:

- Revenue recognition
- Inventory is carried at the lower of cost or market value
- Carrying value of intangible assets and goodwill
- Liability for product warranties
- Share-based compensation

These critical accounting policies are described in more detail in our Annual Report on Form 10-K for the year ended December 31, 2010, under Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*. There have been no changes to these policies during the three and nine months ended September 30, 2011.

Results of Operations

The following table sets forth, for the periods indicated, selected consolidated statements of operations data as a percentage of total revenue. Our historical operating results are not necessarily indicative of the results for any future period.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of revenue	<u>46.3</u>	<u>40.9</u>	<u>43.4</u>	<u>40.3</u>
Gross profit	<u>53.7</u>	<u>59.1</u>	<u>56.6</u>	<u>59.7</u>
Operating expenses:				
Marketing and selling	28.6	24.1	26.6	25.9
Research and development	11.9	9.1	11.0	9.8
General and administrative	<u>15.2</u>	<u>15.2</u>	<u>14.7</u>	<u>17.3</u>
Total operating expenses	<u>55.7</u>	<u>48.4</u>	<u>52.3</u>	<u>53.0</u>
Income (loss) from operations	(2.0)	10.7	4.3	6.7
Other income (expense), net	<u>0.4</u>	<u>(0.3)</u>	<u>—</u>	<u>—</u>
Income (loss) before provision for income tax	(1.6)	10.4	4.3	6.7
Provision for income tax (benefit) expense	<u>(2.0)</u>	<u>3.6</u>	<u>0.9</u>	<u>2.4</u>
Net income	<u>0.4%</u>	<u>6.8%</u>	<u>3.4%</u>	<u>4.3%</u>

We acquired Medix in October 2010 and Embla in September 2011. Where significant, we have noted the impact of these acquisitions on our results of operations for the three and nine months ended September 30, 2011, as compared to the same periods in 2010.

Three Months Ended September 30, 2011 and 2010

Our revenue decreased \$1.8 million, or 3%, to \$51.3 million for the three month period ended September 30, 2011 compared to \$53.2 million in the comparable 2010 period. Medix and Embla contributed \$6.1 million of revenue during the 2011 quarter. Revenue from our neurology products other than from Embla decreased \$3.4 million in the quarter while revenue from newborn care products other than from Medix decreased \$800,000 and revenue from our hearing products decreased \$3.8 million.

Table of Contents

During the third quarter of 2010 we fulfilled a \$2.7 million order from the Kingdom of Saudi Arabia; we had no similar large international order in the third quarter of 2011.

Revenue from devices and systems increased 1.7% to \$31.1 million in the three months ended September 30, 2011, compared to \$30.6 million in the same period in 2010. Medix and Embla contributed \$3.5 million of device and system revenue during the 2011 quarter. Devices and systems revenue from our neurology and other diagnostic products other than Embla decreased \$900,000 or 5% to \$15.9 million and devices and systems revenue from newborn hearing screening and newborn care revenue other than Medix decreased \$2.1 million. Revenue from devices and systems was 61% of total revenue in the three months ended September 30, 2011 compared to 58% of total revenue for the third quarter of 2010.

Revenue from supplies and services decreased \$2.4 million, or 11%, to \$19.2 million in the third quarter of 2011 compared to \$21.6 million in the same period in 2010. Medix and Embla contributed \$2.6 million of supplies and services revenue in the third quarter of 2011. Revenue from hearing supplies decreased by \$2.1 million and revenue from service fees and newborn care supplies other than Medix decreased by \$500,000, while revenue from neurology supplies other than Embla decreased by \$2.4 million. Revenue from supplies and services was 37% of total revenue in the three months ended September 30, 2011 compared to 41% of total revenue for the third quarter of 2010.

Revenue from sales outside the U.S. decreased 3%, or \$500,000, to \$20.6 million in the third quarter of 2011 compared to \$21.1 million for the same period in 2010. Medix and Embla contributed \$5.4 million of international revenue, while revenue from neurology and hearing products other than Embla decreased by \$4.5 million and international revenue from newborn care products other than Medix decreased by \$1.4 million.

Gross profit as a percentage of revenue was 54% for the three months ended September 30, 2011 compared to 59% for the corresponding 2010 period, reflecting higher trade materials and manufacturing overhead coupled with the lower gross profit margins of Medix products. Gross profit decreased \$3.8 million or 12% to \$27.6 million in 2011 from \$31.4 million in 2010.

Total operating costs increased by \$2.9 million or 11%, to \$28.6 million in the three months ended September 30, 2011, compared to \$25.7 million in the same period in 2010. Operating expenses of Medix and Embla were \$3.9 million.

Marketing and selling expenses increased \$1.9 million, or 15%, to \$14.7 million in the three months ended September 30, 2011, compared to \$12.8 million in the same period in 2010. Marketing and selling expenses of Medix and Embla were \$1.6 million. The remainder of the increase was primarily attributable to the cost of field service support.

Research and development expenses increased \$1.3 million, or 27%, to \$6.1 million for the three months ended September 30, 2011, compared to \$4.8 million in the same period of 2010. Research and development expenses of Medix and Embla were \$758,000. The remainder of the increase was primarily attributable to higher outside consultant costs.

General and administrative expenses decreased \$265,000, or 3%, to \$7.8 million in the three months ended September 30, 2011, compared to \$8.1 million in the same period in 2010. General and administrative expenses of Medix and Embla were \$1.5 million, including restructuring costs of \$993,000. These costs were offset by a reduction in the fair value of a contingent liability associated with the acquisition of Medix that reduced general and administrative expense in the third quarter of 2011 by \$1.2 million.

Other income (expense), net, consists of investment income from our investment portfolio, interest expense, net currency exchange gains and losses, and other miscellaneous income and expenses. We reported net other income of \$186,000 in the three months ended September 30, 2011, compared to net other expense of \$176,000 in the same period in 2010. We recognized \$67,000 of foreign exchange gains and \$280,000 of net foreign currency exchange losses during the three months ended September 30, 2011 and 2010 respectively.

We recorded a provision for income benefit of \$1.0 million in the three months ended September 30, 2011, compared to a provision for income tax expense of \$1.9 million in the same period in 2010. The benefit recorded in the 2011 period was related to the expiration of statute of limitation on uncertain tax positions that were recorded as a component of income tax expense in prior years, as well as a benefit on the current period loss.

Nine Months Ended September 30, 2011 and 2010

Revenue increased \$13.1 million, or 8%, for the nine month period ended September 30, 2011 from the comparable 2010 period. Medix and Embla contributed \$18.8 million of revenue during the 2011 period. Revenue from our neurology products other than Embla increased by \$1.8 million to \$72.6 million, while revenue from our newborn care and hearing products, exclusive of Medix, decreased by \$7.5 million.

Table of Contents

During the nine months ended September 30, 2010, we fulfilled three large international orders for our newborn hearing screening and other newborn care products totaling \$4.9 million. These three discrete orders were from the ministries of health in Canada, Iraq and Saudi Arabia. We had no similar large international orders in the comparable 2011 period.

Revenue from device and systems increased \$12.7 million, or 13%, to \$107.2 million in the nine months ended September 30, 2011 compared to \$94.5 million in the same period in 2010. Medix and Embla contributed \$13.3 million of devices and systems revenue in the 2011 period. Revenue from our other neurology products increased by \$4.3 million during the 2011 period and revenue from our diagnostic sleep and balance monitoring products increased by \$2.3 million. These increases were offset by a \$7.2 million decrease in revenue from our other product lines including newborn hearing screening and other newborn care products other than Medix. Revenue from devices and systems was 64% of consolidated revenue in the nine months ended September 30, 2011 compared to 61% of consolidated revenue for the first nine months of 2010.

Revenue from supplies and services was flat at \$58.4 million in the nine months ended September 30, 2011 compared to the same period in 2010. Medix and Embla contributed \$5.4 million of revenue from supplies and services, while supplies and service revenue from other products decreased by the same amount. Revenue from supplies and services was 35% of consolidated revenue in the nine months ended September 30, 2011 compared to 37% of consolidated revenue for the nine months ended September 30, 2010.

Revenue from sales outside the U.S. increased \$11.7 million, or 19%, to \$72.6 million in the first nine months of 2011 compared to \$60.9 million for the same period in 2010. Revenue from Medix and Embla contributed \$18.0 million of international revenue, while international revenue from neurology and hearing products other than Embla decreased by \$5.0 million and international revenue from newborn care products other than Medix decreased by \$1.3 million.

Gross profit as a percentage of revenue was 57% for the nine months ended September 30, 2011 compared to 60% for the respective period in 2010, reflecting sales mix towards lower margin products coupled with Medix products having lower margins than our other product lines. Cost of revenue increased \$10.5 million, or 17%, to \$73.2 million in the nine months ended September 30, 2011, from \$62.7 million in 2010 as a result of increased sales. Gross profit increased \$2.6 million, or 3%, to \$95.4 million in 2011 from \$92.8 million in 2010.

Total operating costs increased by \$5.8 million or 7%, to \$88.2 million in the nine months ended September 30, 2011, compared to \$82.4 million in the same period in 2010. Operating costs of Medix and Embla were \$8.5 million.

Marketing and selling expenses increased \$4.5 million, or 11%, to \$44.8 million in the nine months ended September 30, 2011 compared to \$40.3 million in the same period in 2010. Marketing and selling expenses of Medix and Embla were \$3.7 million period. The remainder of the increase was primarily attributable to higher sales compensation costs.

Research and development expenses increased \$3.4 million, or 22%, to \$18.6 million in the nine months ended September 30, 2011 compared to \$15.2 million in the same period of 2010. Research and development expenses of Medix and Embla were \$1.7 million in the 2011 period. Other research and development expenses were approximately 11% higher in the first nine months of 2011 compared to the same period in 2010, reflecting the impact of higher outside consultant costs.

General and administrative expenses decreased \$2.1 million, or 8%, to \$24.8 million in the nine months ended September 30, 2011 compared to \$26.9 million in the same period in 2010. General and administrative expenses of Medix and Embla were \$3.1 million in the 2011 period. We recorded restructuring charges of \$2.2 million and \$3.1 million in the nine months ended September 30, 2011 and 2010, respectively. Expenses related to bad debts and incentive compensation, respectively, were \$1.0 million and \$400,000 lower in the 2011 period. A reduction in the fair value of a contingent liability associated with the acquisition of Medix reduced general and administrative expense in the third quarter of 2011 by \$1.2 million for which there was no similar reduction in 2010.

Other income (expense), net consists of investment income from our investment portfolio, interest expense, net currency exchange gains and losses, and other miscellaneous income and expenses. We reported net other expense of \$28,000 in the nine months ended September 30, 2011, compared to net other income of \$9,000 in the same period in 2010. We recognized \$39,000 and \$647,000 of foreign currency exchange losses during the nine months ended September 30, 2011 and 2010, respectively.

Table of Contents

We recorded income tax expense of \$1.5 million in the nine months ended September 30, 2011, compared to \$3.7 million in the same periods in 2010. Our effective tax rate in the first nine months of 2011 and 2010 was 21.2% and 35.7%, respectively. The reduction in the rate in the 2011 period resulted primarily from the expiration of statute of limitation on uncertain tax positions that were recorded as a component of income tax expense in years prior to 2010.

Liquidity and Capital Resources

Liquidity is our ability to generate sufficient cash flows from operating activities to meet our obligations and commitments. In addition, liquidity includes the ability to obtain appropriate financing and to raise capital. Therefore, liquidity cannot be considered separately from capital resources that consist of our current funds and the potential to increase those funds in the future. We plan to use these resources in meeting our commitments and in achieving our business objectives.

As of September 30, 2011, we had cash and cash equivalents of \$30.8 million, of which \$5.5 million was held in the United States and \$25.3 million was held by our foreign subsidiaries; we also had stockholders' equity of \$275.0 million, and working capital of \$87.2 million, compared with cash, cash equivalents, and short-term investments of \$29.4 million, stockholders' equity of \$263.3 million, and working capital of \$83.9 million as of December 31, 2010.

We believe that our current cash and cash equivalents and any cash generated from operations will be sufficient to meet our ongoing operating requirements for the foreseeable future. We completed the acquisition of Embla in 2011, Medix in 2010, two acquisitions in 2009, four acquisitions in 2008, one in 2007, and three in 2006. We intend to continue to acquire additional technologies, products, or businesses and these acquisitions could be significant. These actions would likely affect our future capital requirements and the adequacy of our available funds. In order to finance future acquisitions, we may be required to raise additional funds through public or private financings, strategic relationships or other arrangements. Any equity financing may be dilutive to stockholders, and debt financing, if available, may involve restrictive covenants and increase our cost of capital.

At September 30, 2011 we had a \$50 million revolving credit facility with Wells Fargo Bank, National Association ("Wells Fargo") that expires in April 2012. The revolving credit facility contains covenants, including covenants relating to liquidity and other financial measurements, and provides for events of default, including failure to pay any interest when due, failure to perform or observe covenants, bankruptcy or insolvency events and the occurrence of a material adverse effect. We have granted Wells Fargo a security interest in substantially all of our assets. We did not draw on the facility during the first half of 2011 or during 2010. We have no other significant credit facilities.

Global capital markets have been, and may continue to be, disrupted and volatile. The cost and availability of equity and debt funding has been and may continue to be adversely affected by illiquid capital and credit markets. Some lenders have reduced or, in some cases, ceased to provide funding to borrowers. We believe that we have adequate liquidity to meet our present needs. Continued turbulence in the United States and international financial markets, however, could adversely affect the cost and availability of financing to us in the future and limit our ability to acquire products, other assets, or businesses.

Cash provided by operations increased by \$7.0 million for the nine months ended September 30, 2011 to \$16.6 million, compared to \$9.6 million for the same period in 2010. The sum of our net income and certain non-cash expense items, such as reserves, depreciation and amortization, and share based compensation was approximately \$18.4 million in the 2011 period, compared to \$17.2 million in 2010. In the 2010 period we paid approximately \$950,000 more restructuring severance benefits than in the 2011 period coupled with a \$2.3 million increase in accounts receivable and warranty reserves in the 2011 period. The overall impact of changes in certain operating assets and liabilities on total operating cash flows resulted in a cash outflow of \$1.7 million in 2011 compared with a cash outflow of \$7.6 million in 2010. In particular, our cash flow from operations in the first nine months of 2011 was positively impacted by an \$8.4 million decrease in accounts receivable offset by a \$10.0 million decrease in accounts payable and accrued expenses.

Cash used in investing activities was \$16.3 million for the nine months ended September 30, 2011, compared to \$2.8 million for the same period in 2010. We used \$14.9 million of cash to acquire businesses during the nine months ended September 30, 2011 compared with \$19,000 during the nine months ended September 30, 2010. We used \$2.2 million and \$2.6 million of cash to acquire property and equipment during the nine months ended September 30, 2011 and 2010, respectively. We capitalized \$215,000 of software development costs during the nine months ended September 30, 2010 for which there was no comparable expenditure in 2011. In addition, we sold \$1.0 million of marketable securities during 2011 and we purchased and sold \$975,000 of marketable securities in 2010.

Table of Contents

Cash provided by financing activities was \$2.6 million and \$2.5 million in the nine months ended September 30, 2011 and 2010, respectively. We received cash from sales of our stock pursuant to exercise of stock options and contributions to our employee stock purchase plan in the amount of \$1.9 million and \$2.0 million in the nine months ended September 30, 2011 and 2010, respectively. We received \$2.6 million in short-term borrowings in the nine months ended September 30, 2011 for which there were no similar proceeds in 2010. We repaid \$2.1 million of short-term borrowings and long-term debt as of September 30, 2011 as compared with repayment of \$134,000 of long-term debt as of September 30, 2010. In 2011, we realized an excess tax benefit of \$299,000 on the exercise of employee stock options that was recorded as an increase to stockholders' equity, as compared with a tax benefit of \$574,000 in the first nine months of 2010.

Our future liquidity and capital requirements will depend on numerous factors, including the:

- Extent to which we make acquisitions;
- Amount and timing of revenue;
- Extent to which our existing and new products gain market acceptance;
- Cost and timing of product development efforts and the success of these development efforts;
- Cost and timing of marketing and selling activities; and
- Availability of borrowings under line of credit arrangements and the availability of other means of financing.

Commitments and Contingencies

In the normal course of business, we enter into obligations and commitments that require future contractual payments. The commitments result primarily from firm, noncancellable purchase orders placed with contract vendors that manufacture some of the components used in our medical devices and related disposable supply products, as well as commitments for leased office, manufacturing, and warehouse facilities. There have been no material changes to the table of contractual obligations presented in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of our Annual Report on Form 10-K for the year ended December 31, 2010.

Under our bylaws, we have agreed to indemnify our officers and directors for certain events or occurrences arising as a result of the officer or director's serving in such capacity. We have a directors and officers' liability insurance policy that limits our exposure and enables us to recover a portion of any future amounts paid resulting from the indemnification of our officers and directors. In addition, we enter into indemnification agreements with other parties in the ordinary course of business. In some cases we have obtained liability insurance providing coverage that limits our exposure for these other indemnified matters. We have not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. We believe the estimated fair value of these indemnification agreements is minimal and have not recorded a liability for these agreements

Recent Accounting Pronouncements

See Note 1 to our Condensed Consolidated Financial Statements for a discussion of new accounting pronouncements that affect us.

Cautionary Information Regarding Forward Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 about Natus Medical Incorporated. These statements include, among other things, statements concerning our expectations, beliefs, plans, intentions, future operations, financial condition and prospects, and business strategies. The words "may," "will," "continue," "estimate," "project," "intend," "believe," "expect," "anticipate," and other similar expressions generally identify forward-looking statements. Forward-looking statements in this Item 2 include, but are not limited to, statements regarding the following: our belief that the recovery from the worldwide economic downturn has continued, our expectation regarding expansion of our international operations, our expectations regarding our new products, the sufficiency of our current cash, cash equivalents, and short-term investment balances, and any cash generated from operations to meet our ongoing operating and capital requirements for the foreseeable future our expectations as to the necessity of earn out payments related to our recent acquisitions, our expectation that our deferred tax assets will be fully realized, and our intent to acquire additional technologies, products, or businesses.

Forward-looking statements are not guarantees of future performance and are subject to substantial risks and uncertainties that could cause the actual results predicted in the forward-looking statements as well as our future financial condition and results of operations to differ materially from our historical results or currently anticipated results. Investors should carefully review the information contained under the caption "Risk Factors" contained in Part II, Item 1A of this report for a description of risks and uncertainties. All forward-looking statements are based on information available to us on the date hereof, and we assume no obligation to update forward-looking statements.

[Table of Contents](#)

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

We develop products in the U.S., Canada, Argentina, and Europe and sell those products into more than 100 countries throughout the world. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. Most of our sales in Europe and Asia are denominated in U.S. Dollars and Euros and with the acquisitions of Xltek in November 2007 and Medix in 2010, a small portion of our sales are now denominated in Canadian dollars and Argentine pesos. As our sales in currencies other than the U.S. Dollar increase, our exposure to foreign currency fluctuations may increase.

In addition, changes in exchange rates also may affect the end-user prices of our products compared to those of our foreign competitors, who may be selling their products based on local currency pricing. These factors may make our products less competitive in some countries.

If the U.S. Dollar uniformly increased or decreased in strength by 10% relative to the currencies in which our sales were denominated, our net income would have correspondingly increased or decreased by an immaterial amount for the three months ended September 30, 2011. Our interest income is sensitive to changes in the general level of interest rates in the U.S. However, because current market conditions have resulted in historically low rates of return on our investments, a hypothetical decrease of 10% in market interest rates would not result in a material decrease in interest income earned on our investments held as of September 30, 2011.

When able, we invest excess cash in bank money-market funds or discrete short-term investments. The fair value of short-term investments and cash equivalents (“investments”) is sensitive to changes in the general level of interest rates in the U.S., and the fair value of these investments will fall if market interest rates increase. However, since we generally have the ability to hold the investments to maturity, these declines in fair value may never be realized. If market interest rates were to increase by 10% from levels at September 30, 2011, the fair value of our investments would decline by an immaterial amount.

All of the potential changes noted above are based on sensitivity analyses performed on our financial position as of September 30, 2011. Actual results may differ as our analysis of the effects of changes in interest rates does not account for, among other things, sales of securities prior to maturity and repurchase of replacement securities, the change in mix or quality of the investments in the portfolio, and changes in the relationship between short-term and long-term interest rates.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the rules of the Securities and Exchange Commission, “disclosure controls and procedures” are controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of our chief executive officer and our chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2011. Our chief executive officer and chief financial officer determined that as of September 30, 2011 our disclosure controls and procedures were effective for the purpose set forth above.

Changes in Internal Control over Financial Reporting

Under the rules of the Securities and Exchange Commission, “internal control over financial reporting” is defined as a process designed by, or under the supervision of, an issuer’s principal executive and principal financial officers, and effected by the issuer’s board of directors, management and other personnel, to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Table of Contents

There was no change in our internal control over financial reporting that occurred during the fiscal quarter ended September 30, 2011, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

We may from time to time become a party to various legal proceedings or claims that arise in the ordinary course of business. Our management reviews these matters if and when they arise and believes that the resolution of any such matters currently known will not have a material effect on our results of operations or financial position.

ITEM 1A. Risk Factors

We have completed a number of acquisitions and expect to complete additional acquisitions in the future. There are numerous risks associated with acquisitions and we may not achieve the expected benefit of any of our acquisitions.

Our acquisitions of products, technology assets, or businesses may have a negative impact on our business if we fail to achieve the anticipated financial, strategic, and other benefits of acquisitions or investments, and our operating results may suffer because of this.

Our significant acquisitions are as follows: Neometrics in 2003; Fischer-Zoth in 2004; Bio-logic, Deltamed, and Olympic in 2006; Xltek in 2007; Sonamed, Schwarzer Neurology, and Neurocom in 2008; Hawaii Medical and Alpine Biomed in 2009, Medix in 2010, and Embla in 2011.

We expect to continue to pursue opportunities to acquire other businesses in the future. The acquisitions that we have completed may not result in improved operating results for us, or in our achieving a financial condition superior to that which we would have achieved had we not completed them. Our results of operations may be adversely impacted by costs associated with our acquisitions, including one-time charges associated with restructurings. Further, our acquisitions could fail to produce the benefits that we anticipate, or could have other adverse effects that we currently do not foresee. In addition, some of the assumptions that we have relied upon, such as achievement of operating synergies, may not be realized. In this event, one or more of the acquisitions could result in reduced earnings of Natus as compared to the earnings that would have been achieved by Natus if the acquisition had not occurred.

We have assumed contingent obligations associated with earnout provisions in some of our acquisitions. We believe these provisions help us to negotiate mutually agreeable purchase terms between us and the sellers. However, a disagreement between us and a seller about the terms of an earnout provision could result in our paying more for an acquisition than we intended. For example, such disagreements arose in connection with our acquisitions of Schwarzer Neurology and Alpine Biomed. While these disputes were resolved without the Company incurring any significant costs, disputes over these types of contingent obligations may not be resolved on terms that are favorable to us and the payment of additional purchase consideration could impact our results of operations and financial position.

We have incurred indebtedness to fund some of our acquisitions. The use of debt to fund our acquisitions may have an adverse impact on our liquidity and cause us to place more reliance on cash flow from operations for our liquidity. If our cash flow from operations is not sufficient for our needs, our business could be adversely affected. If we are required to seek additional external financing to support our need for cash to fund future acquisitions, we may not have access to financing on terms that are acceptable to us, or at all. Alternatively, we may feel compelled to access additional financing on terms that are dilutive to existing holders of our common stock or that include covenants that restrict our business, or both.

If we fail to successfully manage the combined operations of Natus and the businesses we have acquired, we may not realize the potential benefits of our acquisitions. Our corporate headquarters are located in San Carlos, California. We also have the following operating divisions: Olympic in Washington; Neurocom in Oregon; Bio-logic in Illinois; Neometrics in New York; Xltek in Canada; Medix in Argentina; Alpine Biomed in Denmark; Fischer-Zoth, Schwarzer Neurology, IT-Med, and Alpine Biomed Germany (collectively "Natus Europe") in Germany; and Deltamed and Alpine Biomed France (collectively "Natus France") in France, and, Embla principally in the U.S., Canada, and the Netherlands. If we fail to manage these disparate operations effectively, our results of operations could be harmed, employee morale could decline, key employees could leave, and customers could cancel existing orders or choose not to place new ones. In addition, we may not achieve the synergies or other benefits of these and future acquisitions that we anticipate. We may encounter the following additional difficulties and delays involved in integrating and managing these operations, and the operations of companies we may acquire:

- Failure of customers to continue using the products and services of the combined company;

Table of Contents

- Failure to successfully develop the acquired technology into the desired products or enhancements;
- Assumption of unknown liabilities;
- Failure to understand products or technologies with which we have limited previous experience;
- Failure to compete effectively in new markets;
- Decreased liquidity, restrictive bank covenants, and incremental financing costs associated with debt we may incur to complete future acquisitions; and
- Diversion of the attention of management from other ongoing business concerns.

Our reported operating results may suffer because of impairment charges incurred to write down the carrying amount of intangible assets, including goodwill, generated as a result of the acquisitions.

Our growth in recent years has depended substantially on the completion of acquisitions and we may not be able to complete acquisitions of this nature or of a relative size in the future to support a similar level of growth

The acquisitions that we have completed have been the primary source of our growth in revenue in recent years. We expend considerable effort in seeking to identify attractive acquisition candidates and, upon doing so, to convince the potential target to consider a sale to us and, ultimately, to negotiate mutually agreeable acquisition terms. If we are not successful in these efforts in the future, our growth rate will not increase at a rate corresponding to that which we have achieved in recent years. Further, as we grow larger it will be necessary to complete the acquisition of larger companies and product lines to support a growth similar to that which we have achieved in the past. The market for attractive acquisitions is competitive and others with greater financial resources than we have may be better positioned than we are to acquire desirable targets. Further, we may not be able to negotiate acquisition terms with target companies that will allow us to achieve positive financial returns from the transaction.

Adverse economic conditions in markets in which we operate may harm our business

Unfavorable changes in U.S. and international economic environments may adversely affect our business and financial results. Economic conditions in the countries in which we operate and sell products worsened and global financial markets subsequently experienced significant volatility and declines throughout much of 2009. Although economic conditions improved in 2010, they have again deteriorated in 2011. During challenging economic times, and in tight credit markets, our customers may delay or reduce capital expenditures. This could result in reductions in sales of our products, longer sales cycles, difficulties in collection of accounts receivable, slower adoption of new technologies, and increased price competition, all of which could impact our results of operations and financial condition. In addition, we expect these factors will cause us to be more cautious in evaluating potential acquisition opportunities, which could hinder our ability to grow through acquisition while these conditions persist.

We have initiated changes to our information systems that could disrupt our business and our financial results.

We plan to continuously improve our enterprise resource planning, customer relationship management, and document lifecycle management systems to support the form, functionality, and scale of our business. These types of transitions frequently prove disruptive to the underlying business of an enterprise and may cause us to incur higher costs than we anticipate. Failure to manage a smooth transition to the new systems and the ongoing operations and support of the new systems could materially harm our business operations.

For example, we are currently in the process of implementing the rollout of a new worldwide enterprise resource planning application. Until we have completed this ERP implementation, we will be dependent on multiple platforms. We may experience difficulties in implementing the ERP and we may fail to gain the efficiencies the implementation is designed to produce. The implementation could also be disruptive to our operations, including the ability to timely ship and track product orders to customers, project inventory requirements, manage our supply chain and otherwise adequately service our customers.

[Table of Contents](#)

Future changes in technology or market conditions could result in adjustments to our recorded asset balance for intangible assets, including goodwill, resulting in additional charges that could significantly impact our operating results

Our balance sheet includes significant intangible assets, including goodwill and other acquired intangible assets. The determination of related estimated useful lives and whether these assets are impaired involves significant judgment. Our ability to accurately predict future cash flows related to these intangible assets might be hindered by events over which we have no control. Due to the highly competitive nature of the medical device industry, new technologies could impair the value of our intangible assets if they create market conditions that adversely affect the competitiveness of our products. Any future determination that these assets are carried at greater than their fair value could result in substantial impairment charges, which could significantly impact our operating results.

We may not be able to preserve the value of our intellectual property because we may not be able to protect access to it or we may lose our intellectual property rights due to expiration of our licenses or patents

If we fail to protect our intellectual property rights or if our intellectual property rights do not adequately cover the technology we employ, other medical device companies could sell products with features similar to ours, and this could reduce demand for our products. We protect our intellectual property through a combination of patent, copyright, trade secret and trademark laws. Despite our efforts to protect our proprietary rights, others may attempt to copy or otherwise improperly obtain and use our products or technology. Policing unauthorized use of our technology is difficult and expensive, and we cannot be certain that the steps we have taken will prevent misappropriation. Our means of protecting our proprietary rights may be inadequate. Enforcing our intellectual property rights could be costly and time consuming and may divert our management's attention and resources. Failing to enforce our intellectual property rights could also result in the loss of those rights.

If health care providers are not adequately reimbursed for procedures conducted with our devices or supplies, or if reimbursement policies change adversely, we may not be successful marketing and selling our products or technologies

Clinicians, hospitals, and government agencies are unlikely to purchase our products if they are not adequately reimbursed for the procedures conducted with our devices or supplies. Unless a sufficient amount of conclusive, peer-reviewed clinical data about our products has been published, third-party payors, including insurance companies and government agencies, may refuse to provide reimbursement. Furthermore, even if reimbursement is provided, it may not be adequate to fully compensate the clinicians or hospitals. Some third-party payors may impose restrictions on the procedures for which they will provide reimbursement. If health care providers cannot obtain sufficient reimbursement from third-party payors for our products or the screenings conducted with our products, we may not achieve significant market acceptance of our products. Acceptance of our products in international markets will depend upon the availability of adequate reimbursement or funding within prevailing healthcare payment systems. Reimbursement, funding, and healthcare payment systems vary significantly by country. We may not obtain approvals for reimbursement in a timely manner or at all.

Adverse changes in reimbursement policies in general could harm our business. We are unable to predict changes in the reimbursement methods used by third-party health care payors, particularly those in countries and regions outside the U.S. For example, some payors are moving toward a managed care system in which providers contract to provide comprehensive health care for a fixed cost per person. In a managed care system, the cost of our products may not be incorporated into the overall payment for patient care or there may not be adequate reimbursement for our products separate from reimbursement for other procedures.

Healthcare reforms, changes in healthcare policies, and changes to third-party reimbursements for our products may affect demand for our products

In March 2010 the U. S. government signed into law the *Patient Protection and Affordable Care Act* and the *Health Care & Education Reconciliation Act*. These laws are intended to, among other things, curb rising healthcare costs, including those that could significantly affect reimbursement for our products. The policies supporting these laws include: basing reimbursement policies and rates on clinical outcomes; the comparative effectiveness and costs of different treatment technologies and modalities; imposing price controls; and other measures. Future significant changes in the healthcare systems in the United States or elsewhere could also have a negative impact on the demand for our current and future products. These include changes that may reduce reimbursement rates for our products and changes that may be proposed or implemented by the U.S. Presidential administration or Congress.

There are numerous steps required to implement these laws. Because of the unsettled nature of these reforms, we cannot predict what additional healthcare reforms will be implemented at the federal or state level, or the effect that any future legislation or regulation will have on our business. There is also considerable uncertainty of the impact of these reforms on the medical device market as a whole. If we fail to effectively react to the implementation of health care reform, our business may be adversely affected. In addition, if the excise tax on the sale of medical devices is imposed as enacted, this could increase our costs and have an adverse effect on our results of operations, financial position, and cash flows.

[Table of Contents](#)

If we fail in our efforts to educate clinicians, government agency personnel, and third-party payors on the effectiveness of our products, we may not achieve future sales growth

It is critical to the success of our sales efforts that we educate a sufficient number of clinicians, hospital administrators, and government agencies about our products and the costs and benefits of their use. The commercial success of our products depends upon clinician, government agency, and other third-party payer confidence in the economic and clinical benefits of our products as well as their comfort with the efficacy, reliability, sensitivity and specificity of our products. We believe that clinicians will not use our products unless they determine, based on published peer-reviewed journal articles and experience, that our products provide an accurate and cost-effective alternative to other means of testing or treatment. Our customers may choose to use competitive products, which may be less expensive or may provide faster results than our devices. Clinicians are traditionally slow to adopt new products, testing practices and clinical treatments, partly because of perceived liability risks and the uncertainty of third-party reimbursement. If clinicians, government agencies and hospital administrators do not adopt our products, we may not maintain profitability. Factors that may adversely affect the medical community's acceptance of our products include:

- Publication of clinical study results that demonstrate a lack of efficacy or cost-effectiveness of our products;
- Changing governmental and physician group guidelines;
- Actual or perceived performance, quality, price, and total cost of ownership deficiencies of our products relative to other competitive products;
- Our ability to maintain and enhance our existing relationships and to form new relationships with leading physicians, physician organizations, hospitals, state laboratory personnel, and third-party payers;
- Changes in state and third-party payer reimbursement policies for our products; and
- Repeal of laws requiring universal newborn hearing screening and metabolic screening.

Sales through group purchasing organizations (GPOs) and sales to high volume purchasers may reduce our average selling prices, which could reduce our operating margins

We have entered, and expect in the future to enter into agreements with customers who purchase high volumes of our products. Our agreements with these customers may contain discounts from our normal selling prices and other special pricing considerations, which could cause our operating margins to decline. In addition, we have entered into agreements to sell our products to members of GPOs, which negotiate volume purchase prices for medical devices and supplies for member hospitals, group practices and other clinics. While we make sales directly to GPO members, the GPO members receive volume discounts from our normal selling price and may receive other special pricing considerations from us. Sales to members of all GPOs accounted for approximately 18%, 24% and 31% of our total revenue during 2010, 2009 and 2008, respectively, and sales to members of one GPO, Novation, accounted for approximately 6%, 8% and 10% of our total revenue in 2010, 2009 and 2008, respectively. Other of our existing customers may be members of GPOs with which we do not have agreements. Our sales efforts through GPOs may conflict with our direct sales efforts to our existing customers. If we enter into agreements with new GPOs and some of our existing customers begin purchasing our products through those GPOs, our operating margins could decline.

Demand for some of our products depends on the capital spending policies of our customers, and changes in these policies could harm our business

A majority of customers for our products are hospitals, physician offices, and clinics. Many factors, including public policy spending provisions, available resources, and economic cycles have a significant effect on the capital spending policies of these entities and therefore the amount that they can spend on our equipment products. If budget resources limit the capital spending of our customers, they will be unlikely to either purchase any new equipment from us or upgrade to any of our newer equipment products. Lack of liquidity in credit markets and uncertainty about future economic conditions can have an adverse effect on the spending patterns of our customers. These factors can have a significant adverse effect on the demand for our products.

[Table of Contents](#)

Our markets are very competitive and in the United States we sell certain of our products in a mature market

We face competition from other companies in all of our product lines. Our competitors range from small privately held companies to multinational corporations and their product offerings vary in scope and breadth. We do not believe that any single competitor is dominant in any of our product lines.

The markets for certain of our products in the U.S., including the newborn hearing screening and EEG monitoring markets, are mature and we are unlikely to see significant growth for such products in the U.S. In the U.S. we derive a significant portion of our revenue from the sale of disposable supplies that are used with our hearing screening devices. Because these disposable supply products can generate high margins, we expect that our products, particularly our hearing screening disposable supply products, could face increasing competition, including competitors offering lower prices, which could have an adverse effect on our revenue and margins.

Our competitors may have certain competitive advantages, which include the ability to devote greater resources to the development, promotion, and sale of their products. Consequently, we may need to increase our efforts, and related expenses for research and development, marketing, and selling to maintain or improve our position.

We expect recurring sales to our existing customers to generate a majority of our revenue in the future, and if our existing customers do not continue to purchase products from us, our revenue may decline.

Our operating results may decline if we do not succeed in developing, acquiring, and marketing additional products or improving our existing products

We intend to develop additional products and technologies, including enhancements of existing products, for the screening, detection, treatment, monitoring and tracking of common medical ailments. Developing new products and improving our existing products to meet the needs of current and future customers requires significant investments in research and development. If we fail to successfully sell new products, update our existing products, or timely react to changes in technology, our operating results may decline as our existing products reach the end of their commercial life cycles.

Our plan to expand our international operations will result in increased costs and is subject to numerous risks; if our efforts are not successful, this could harm our business

We have expanded our international operations through acquisitions and plan to expand our international sales and marketing efforts to increase sales of our products in foreign countries. We may not realize corresponding growth in revenue from growth in international unit sales, due to the lower average selling prices we receive on sales outside of the U.S. Even if we are able to successfully expand our international selling efforts, we cannot be certain that we will be able to create or increase demand for our products outside of the U.S. Our international operations are subject to other risks, which include:

- Impact of possible recessions in economies outside the U.S.;
- Political and economic instability, including instability related to war and terrorist attacks;
- Contractual provisions governed by foreign law, such as local law rights to sales commissions by terminated distributors;
- Decreased healthcare spending by foreign governments that would reduce international demand for our products;
- Continued strengthening of the U.S. dollar relative to foreign currencies that could make our products less competitive because approximately half of our international sales are denominated in U.S. dollars;
- Greater difficulty in accounts receivable collection and longer collection periods;
- Difficulties of staffing and managing foreign operations;
- Reduced protection for intellectual property rights in some countries and potentially conflicting intellectual property rights of third parties under the laws of various foreign jurisdictions;
- Difficulty in obtaining and maintaining foreign regulatory approval; and
- Attitudes by clinicians, and cost reimbursement policies, towards use of disposable supplies that are potentially unfavorable to our business.

[Table of Contents](#)

In particular, our international sales could be adversely affected by a strengthening of the U.S. dollar relative to other foreign currencies, which makes our products more costly to international customers for sales denominated in U.S. dollars.

Our operating results may suffer because of our exposure to foreign currency exchange rate fluctuations

Substantially all of our sales contracts with our U.S. based customers provide for payment in U.S. dollars. With the exception of our Canadian operations, substantially all of the revenue and expenses of our foreign subsidiaries are denominated in the applicable foreign currency. To date we have executed only limited foreign currency contracts to hedge these currency risks. Our future revenue and expenses may be subject to volatility due to exchange rate fluctuations that could result in foreign exchange gains and losses associated with foreign currency transactions and the translation of assets and liabilities denominated in foreign currencies.

Substantially all our sales from our U.S. operations to our international distributors provide for payment in U.S. dollars. A strengthening of the U.S. dollar relative to other foreign currencies could increase the effective cost of our products to our international distributors as their functional currency is typically not the U.S. dollar. This could have a potential adverse effect on our ability to increase or maintain average selling prices of our products to our foreign-based customers.

If guidelines mandating universal newborn hearing screening do not continue to develop in foreign countries and governments do not mandate testing of all newborns as we anticipate, or if those guidelines have a long phase-in period, our sales of newborn hearing screening products may not achieve the revenue growth we have achieved in the past

We estimate that approximately 95% of the children born in the U.S. are currently being tested for hearing impairment prior to discharge from the hospital. To date, there has been only limited adoption of newborn hearing screening prior to hospital discharge by foreign governments, and when newborn hearing screening programs are enacted by foreign governments there can be a phase-in period spanning several years. The widespread adoption of guidelines depends, in part, on our ability to educate foreign government agencies, neonatologists, pediatricians, third-party payors, and hospital administrators about the benefits of universal newborn hearing screening as well as the use of our products to perform the screening and monitoring. Our revenue from our newborn hearing screening product lines may not grow if foreign governments do not require universal newborn hearing screening prior to hospital discharge, if physicians or hospitals are slow to comply with those guidelines, or if governments provide for a lengthy phase-in period for compliance.

Because we rely on distributors or sub-distributors to sell our products in most of our markets outside of the U.S., our revenue could decline if our existing distributors reduce the volume of purchases from us, or if our relationship with any of these distributors is terminated

We currently rely on our distributors or sub-distributors for a majority of our sales outside the U.S. Some distributors also assist us with regulatory approvals and education of clinicians and government agencies. We intend to continue our efforts to increase our sales in Europe, Japan, and other developed countries. If we fail to sell our products through our international distributors, we would experience a decline in revenues unless we begin to sell our products directly in those markets. We cannot be certain that we will be able to attract new international distributors to market our products effectively or provide timely and cost-effective customer support and service. Even if we are successful in selling our products through new distributors, the rate of growth of our revenue could be harmed if our existing distributors do not continue to sell a large dollar volume of our products. None of our existing distributors are obligated to continue selling our products.

We may be subject to foreign laws governing our relationships with our international distributors. These laws may require us to make payments to our distributors if we terminate our relationship for any reason, including for cause. Some countries require termination payments under local law or legislation that may supersede our contractual relationship with the distributor. Any required payments would adversely affect our operating results.

[Table of Contents](#)

If we lose our relationship with any supplier of key product components or our relationship with a supplier deteriorates or key components are not available in sufficient quantities, our manufacturing could be delayed and our business could suffer

We contract with third parties for the supply of some of the components used in our products and the production of our disposable products. Some of our suppliers are not obligated to continue to supply us. We have relatively few sources of supply for some of the components used in our products and in some cases we rely entirely on sole-source suppliers. In addition, the lead-time involved in the manufacturing of some of these components can be lengthy and unpredictable. If our suppliers become unwilling or unable to supply us with components meeting our requirements, it might be difficult to establish additional or replacement suppliers in a timely manner, or at all. This would cause our product sales to be disrupted and our revenue and operating results to suffer.

Replacement or alternative sources might not be readily obtainable due to regulatory requirements and other factors applicable to our manufacturing operations. Incorporation of components from a new supplier into our products may require a new or supplemental filing with applicable regulatory authorities and clearance or approval of the filing before we could resume product sales. This process may take a substantial period of time, and we may not be able to obtain the necessary regulatory clearance or approval. This could create supply disruptions that would harm our product sales and operating results.

We depend upon key employees in a competitive market for skilled personnel, and, without additional employees, we cannot grow or maintain profitability

Our products and technologies are complex, and we depend substantially on the continued service of our senior management team. The loss of any of our key employees could adversely affect our business and slow our product development process. Our future success also will depend, in part, on the continued service of our key management personnel, software engineers, and other research and development employees, and our ability to identify, hire, and retain additional personnel, including customer service, marketing, and sales staff. Demand for these skilled employees in our industry is very competitive due to the limited number of people available with the necessary technical skills and understanding of our product technologies. We may be unable to attract and retain personnel necessary for the development of our business.

Our ability to market and sell products depends upon receipt of domestic and foreign regulatory approval of our products and manufacturing operations. Our failure to obtain or maintain regulatory approvals and compliance could negatively affect our business

Our products and manufacturing operations are subject to extensive regulation in the United States by the FDA and by similar regulatory agencies in other countries. Our products are classified as medical devices. Medical devices are subject to extensive regulation by the FDA pursuant to regulations that are wide ranging and govern, among other things: design and development; manufacturing and testing; labeling; storage and record keeping; advertising, promotion, marketing, sales distribution and export; and surveillance and reporting of deaths or serious injuries.

Unless an exemption applies, each medical device that we propose to market in the U.S. must first receive one of the following types of FDA premarket review authorizations:

- Clearance via Section 510(k) of the Food, Drug, and Cosmetics Act of 1938, as amended; or
- Premarket approval via Section 515 of the Food, Drug, and Cosmetics Act if the FDA has determined that the medical device in question poses a greater risk of injury.

The FDA will clear marketing of a medical device through the 510(k) process if it is demonstrated that the new product is substantially equivalent to other 510(k)-cleared products. The premarket approval application process is much more costly, lengthy and uncertain than the 510(k) process, and must be supported by extensive data from preclinical studies and human clinical trials. The FDA may not grant either 510(k) clearance or premarket approval for any product we propose to market. Further, any modification to a 510(k)-cleared device that could significantly affect its safety or effectiveness, or that would constitute a major change in its intended use, design or manufacture, requires a new 510(k) clearance or, possibly, approval of a premarket approval application. The FDA requires every manufacturer to make this determination in the first instance, but the FDA may review any manufacturer's decision. If the FDA requires us to seek 510(k) clearance or premarket approval for modification of a previously cleared product for which we have concluded that new clearances or approvals are unnecessary, we may be required to cease marketing or to recall the modified product until we obtain clearance or approval, and we may be subject to significant regulatory fines or penalties. Further, our products could be subject to recall if the FDA determines, for any reason, that our products are not safe or effective.

Delays in receipt of, or failure to receive, clearances or approvals, the loss of previously received clearances or approvals, or the failure to comply with existing or future regulatory requirements could adversely impact our operating results. If the FDA finds that we have failed to comply with these requirements, the Agency can institute a wide variety of enforcement actions, ranging from a public warning letter to more severe sanctions such as:

- Fines, injunctions and civil penalties;

Table of Contents

- Recall or seizure of our products;
- Issuance of public notices or warnings;
- Imposition of operating restrictions, partial suspension, or total shutdown of production;
- Refusal of our requests for Section 510(k) clearance or premarket approval of new products;
- Withdrawal of Section 510(k) clearance or premarket approvals already granted; or
- Criminal prosecution.

Domestic regulation of our products and manufacturing operations, other than that which is administered by the FDA, includes the Environmental Protection Act, the Occupational Safety and Health Act, and state and local counterparts to these Acts.

Our business would be harmed if the FDA determines that we have failed to comply with applicable regulations governing the manufacture of our products and/or we do not pass an inspection

We and our suppliers are required to demonstrate and maintain compliance with the FDA's Quality System Regulation. The Quality System Regulation sets forth the FDA's requirements for good manufacturing practices of medical devices and includes requirements for, among other things, the design, testing, production processes, controls, quality assurance, labeling, packaging, storage and shipping of such products. In addition, we and our suppliers must engage in extensive recordkeeping and reporting and must make available our manufacturing facility and records for periodic unscheduled inspections by federal, state and foreign agencies, including the FDA. We cannot assure you that we and our suppliers are or will continue to be in full compliance with the Quality System Regulation, and that we will not encounter any manufacturing difficulties.

Failure of our third party suppliers and manufacturers or us to comply with applicable regulations could result in sanctions being imposed on us, including, among other things, fines, injunctions, civil penalties, failure of regulatory authorities to grant marketing approval of our products, delays, suspension or withdrawal of approvals, seizures or recalls of products and manufacturing restrictions, any of which could harm our business.

Our Olympic Cool-Cap product is subject to greater products liability exposure and FDA regulation

The FDA classifies medical devices into one of three classes depending on the degree of risk associated with each medical device and the extent of controls that are needed to ensure safety and effectiveness. Devices deemed to pose lower risk are placed in either Class I or Class II. Devices deemed by the FDA to pose the greatest risk, such as life-sustaining, life supporting or implantable devices, or a device deemed to not be substantially equivalent to a previously cleared 510(k) device are placed in class III, and generally require premarket approval from the FDA before they may be marketed.

Our Olympic Cool-Cap is a Class III minimally invasive medical device, and as such we may be subject to an increased product liability risk relative to our other Class I and Class II non-invasive products. In addition, this type of product is subject to greater FDA oversight than our other products and there is greater risk that sales of the product could be interrupted due to the premarket approval processes of the FDA and other regulatory bodies.

Our business may suffer if we are required to revise our labeling or promotional materials, or if the FDA takes an enforcement action against us for off-label uses

We are prohibited by the FDA from promoting or advertising our medical device products for uses not within the scope of our clearances or approvals, or from making unsupported promotional claims about the benefits of our products. If the FDA determines that our claims are outside the scope of our clearances, or are unsupported, it could require us to revise our promotional claims or take enforcement action against us. If we were subject to such an action by the FDA, our sales could be delayed, our revenue could decline, and our reputation among clinicians could be harmed. Likewise, if we acquire new products, either through the purchase of products, technology assets, or businesses, that are subsequently deemed to have inadequate supporting data, we may be required to (i) obtain adequate data, which could be costly and impede our ability to market these products, or (ii) modify the labeling on these products, which could impair their marketability, as described above.

Table of Contents

If we deliver products with defects, we may incur costs to repair and, possibly, recall that product and market acceptance of our products may decrease.

The manufacturing and marketing of our products involve an inherent risk of our delivering a defective product or products that do not otherwise perform as we expect. We may incur substantial expense to repair any such products and may determine to recall such a product, even if not required to do so under applicable regulations. Any such recall would be time consuming and expensive. Product defects or recalls may adversely affect our customers' acceptance of the recalled and other of our products. As an example, in the second quarter of 2010 we discontinued selling the Sonamed Clarity newborn hearing screening product line and incurred costs associated with sales concessions awarded customers who traded in a Clarity device for one of our existing newborn hearing screening devices and the write-down of inventory. We also recorded an impairment charge to write-off the carrying value of the Sonamed and Clarity tradenames.

If we fail to comply with healthcare regulations, we could face substantial penalties and our business, operations and financial condition could be adversely affected.

We do not provide healthcare services, control the referral of patients for healthcare services, nor bill Medicare, Medicaid or other third-party payors; however, due to the breadth of many healthcare laws and regulations, we could be subject to healthcare fraud regulation and enforcement by both the federal government and the states in which we conduct our business. The laws that may affect our ability to operate include: (i) the federal healthcare programs Anti-Kickback Law, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual for, or the purchase, order or recommendation of, any good or service for which payment may be made under federal healthcare programs such as Medicare or Medicaid, (ii) federal false claims laws which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid, or other third-party payors that are false or fraudulent, and which may apply to entities like us which provide coding and billing advice to customers, and/or (iii) state law equivalents of each of the above federal laws, such as anti-kickback and false claims laws which may apply to items or services reimbursed by any third-party payor, including commercial insurers, many of which differ from their federal counterparts in significant ways, thus complicating compliance efforts.

If our operations are found to be in violation of any of the laws described above or any other governmental regulations that apply to us, we may be subject to penalties, including civil and criminal penalties, damages, fines and the curtailment or restructuring of our operations. Any penalties, damages, fines, curtailment or restructuring of our operations could adversely affect our ability to operate our business and our financial results. The risk of our being found in violation of these laws is increased by the fact that their provisions are open to a variety of interpretations. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business.

Our operating results would suffer if we were subject to a protracted infringement claim

The medical technology industry is characterized by a substantial amount of litigation and related administrative proceedings regarding patents and intellectual property rights. We expect that medical screening and diagnostic products may become increasingly subject to third-party infringement claims as the number of competitors in our industry grows and the functionality of products overlap. Third parties such as individuals, educational institutions, or other medical device companies may claim that we infringe their intellectual property rights. Any claims, with or without merit, could have any of the following negative consequences:

- Result in costly litigation and damage awards;
- Divert our management's attention and resources;
- Cause product shipment delays or suspensions; or
- Require us to seek to enter into royalty or licensing agreements.

A successful claim of infringement against us could result in a substantial damage award and materially harm our financial condition. Our failure or inability to license the infringed or similar technology, or design and build non-infringing products, could prevent us from selling our products and adversely affect our business and financial results.

[Table of Contents](#)

We may also find it necessary to bring infringement actions against third parties to seek to protect our intellectual property rights. Litigation of this nature, even if successful, is often expensive and disruptive of our management's attention, and in any event may not lead to a successful result relative to the resources dedicated to any such litigation.

We license intellectual property rights from third parties and would be adversely affected if our licensors do not appropriately defend their proprietary rights or if we breach any of the agreements under which we license commercialization rights to products or technology from others

We license rights from third parties for products and technology that are important to our business. If our licensors are unsuccessful in asserting and defending their proprietary rights, including patent rights and trade secrets, we may lose the competitive advantages we have through selling products that we license from third parties. Additionally, if it is found that our licensors infringe on the proprietary rights of others, we may be prohibited from marketing our existing products that incorporate those proprietary rights. Under our licenses, we are subject to commercialization and development, sublicensing, royalty, insurance and other obligations. If we fail to comply with any of these requirements, or otherwise breach a license agreement, the licensor may have the right to terminate the license in whole or to terminate the exclusive nature of the license.

Product liability suits against us could result in expensive and time consuming litigation, payment of substantial damages, and an increase in our insurance rates

The sale and use of our products could lead to the filing of a product liability claim by someone claiming to have been injured using one of our products or claiming that one of our products failed to perform properly. A product liability claim could result in substantial damages and be costly and time consuming to defend, either of which could materially harm our business reputation or financial condition. Our product liability insurance may not protect our assets from the financial impact of defending a product liability claim. Any product liability claim brought against us, with or without merit, could increase our product liability insurance rates or prevent us from securing any coverage in the future.

We have experienced seasonality in the sale of our products

We experience seasonality in our revenue. For example, our sales typically decline from our fourth fiscal quarter to our first fiscal quarter, due to patterns in the capital budgeting and purchasing cycles of our customers, many of which are government agencies, and the compensation arrangements of our direct sales employees, as those arrangements are tied to calendar-year sales plans. We may also experience declining sales in the third fiscal quarter due to summer holiday and vacation schedules. We anticipate that we will continue to experience these seasonal fluctuations, which may lead to fluctuations in our quarterly operating results. We believe that you should not rely on our results of operations for interim periods as an indication of our expected results in any future period.

Table of Contents

ITEM 6. Exhibits

(a) Exhibits

<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>
10.1	Form of Stock Option Award Agreement under the Natus Medical Incorporated 2011 Stock Awards Plan			
10.2	Form of Restricted Stock Award Purchase Agreement under the Natus Medical Incorporated 2011 Stock Awards Plan			
10.3	Form of Restricted Stock Unit Agreement under the Natus Medical Incorporated 2011 Stock Awards Plan			
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			
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			
101.INS	XBRL Instance Document			
101.SCH	XBRL Taxonomy Extension Schema Document			
101.CAL	XBRL Taxonomy Calculation Linkbase Document			
101.LAB	XBRL Taxonomy Label Linkbase Document			
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document			

[Table of Contents](#)

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 thereunto duly authorized.

NATUS MEDICAL INCORPORATED

Dated: November 4, 2011

By: /s/ James B. Hawkins

James B. Hawkins
Chief Executive Officer
(Principal Executive Officer)

Dated: November 4, 2011

By: /s/ Steven J. Murphy

Steven J. Murphy
Vice President Finance and
Chief Financial Officer
(Principal Financial and
Accounting Officer)

[Table of Contents](#)

NATUS MEDICAL INCORPORATED

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NATUS MEDICAL INCORPORATED

2011 STOCK AWARDS PLAN

NOTICE OF STOCK OPTION GRANT

You have been granted an award of Stock Options of Common Stock of Natus Medical Incorporated (“Company”) under the Company’s 2011 Stock Awards Plan (“Plan”) on the following terms:

1. Name of Participant:
2. Total Number of Shares of Stock Options:
3. Purchase Price of Stock Options:
4. Date of Grant:
5. Vesting Commencement Date.
6. Vesting Schedule: Subject to your continued service as a Service Provider, Shares shall vest as follows:

[VESTING SCHEDULE]

By your acceptance hereof, you and the Company agree that the award of Stock Options is governed by the terms and conditions of the Plan and the Stock Option Grant Agreement (together with this notice the “*Stock Option Grant Agreement*”), which is attached hereto.

NATUS MEDICAL INCORPORATED
2011 STOCK AWARDS PLAN
STOCK OPTION GRANT AGREEMENT

STOCK OPTION GRANT AGREEMENT (“Agreement”) is made as of [**DATE**] by and between Natus Medical Incorporated, a Delaware corporation (“Company”), and [**NAME**] (“Participant”) pursuant to the Company’s 2011 Stock Awards Plan (“Plan”). To the extent any capitalized terms used in this Agreement are not defined, they shall have the meaning ascribed to them in the Plan.

1. Grant of Option. The Plan Administrator of the Company hereby grants to the Optionee named in the Notice of Grant (the “Optionee”), an option (the “Option”) to purchase the number of Shares set forth in the Notice of Grant, at the exercise price per Share set forth in the Notice of Grant (the “Exercise Price”), and subject to the terms and conditions of the Plan, which is incorporated herein by reference. In the event of a conflict between the terms and conditions of the Plan and this Option Agreement, the terms and conditions of the Plan shall prevail.

If designated in the Notice of Grant as an Incentive Stock Option (“ISO”), this Option is intended to qualify as an Incentive Stock Option as defined in Section 422 of the Code. Nevertheless, to the extent that it exceeds the \$100,000 rule of Code Section 422(d), this Option shall be treated as a Nonstatutory Stock Option (“NSO”).

2. Exercise of Option.

(a) Right to Exercise. This Option shall be exercisable during its term in accordance with the Vesting Schedule set out in the Notice of Grant and with the applicable provisions of the Plan and this Option Agreement.

(b) Method of Exercise. This Option shall be exercisable by delivery of an exercise notice in the form attached as Exhibit A (the “Exercise Notice”) which shall state the election to exercise the Option, the number of Shares with respect to which the Option is being exercised, and such other representations and agreements as may be required by the Company. The Exercise Notice shall be accompanied by payment of the aggregate Exercise Price as to all Exercised Shares. This Option shall be deemed to be exercised upon receipt by the Company of such fully executed Exercise Notice accompanied by the aggregate Exercise Price, except that if payment is made by personal check, issuance of shares will be withheld until the check(s) has cleared through the bank upon which the check was issued.

No Shares shall be issued pursuant to the exercise of an Option unless such issuance and such exercise complies with Applicable Laws. Assuming such compliance, for income tax purposes the Shares shall be considered transferred to the Optionee on the date on which the Option is exercised with respect to such Shares.

3. Optionee's Representations. In the event the Shares have not been registered under the Securities Act of 1933, as amended, at the time this Option is exercised, the Optionee shall, if required by the Company, concurrently with the exercise of all or any portion of this Option, deliver to the Company his or her Investment Representation Statement in the form attached hereto as Exhibit B.

4. Method of Payment. Payment of the aggregate Exercise Price shall be by any of the following, or a combination thereof, at the election of the Optionee:

- (a) cash
- (b) personal check, subject to the qualification in paragraph 2(b).
- (c) bank certified or counter check, or
- (d) wire transfer for which optionee shall obtain current wire instructions from the Administrator.

5. Restrictions on Exercise. This Option may not be exercised until such time as the Plan has been approved by the stockholders of the Company, or if the issuance of such Shares upon such exercise or the method of payment of consideration for such shares would constitute a violation of any Applicable Law.

6. Non-Transferability of Option. This Option may not be transferred in any manner otherwise than by will or by the laws of descent or distribution and may be exercised during the lifetime of Optionee only by Optionee. The terms of the Plan and this Option Agreement shall be binding upon the executors, administrators, heirs, successors and assigns of the Optionee.

7. Term of Option. This Option may be exercised only within the term set out in the Notice of Grant, and may be exercised during such term only in accordance with the Plan and the terms of this Option.

8. Tax Consequences. Set forth below is a brief summary as of the date of this Option of some of the federal tax consequences of exercise of this Option and disposition of the Shares. THIS SUMMARY IS NECESSARILY INCOMPLETE, AND THE TAX LAWS AND REGULATIONS ARE SUBJECT TO CHANGE. THE OPTIONEE SHOULD CONSULT A TAX ADVISER BEFORE EXERCISING THIS OPTION OR DISPOSING OF THE SHARES.

(a) Exercise of ISO. If this Option qualifies as an ISO, there will be no regular federal income tax liability upon the exercise of the Option, although the excess, if any, of the Fair Market Value of the Shares on the date of exercise over the Exercise Price will be treated as an adjustment to the alternative minimum tax for federal tax purposes and may subject the Optionee to the alternative minimum tax in the year of exercise.

(b) Exercise of Nonstatutory Stock Option. There may be a regular federal income tax liability upon the exercise of a Nonstatutory Stock Option. The Optionee will be treated as having received compensation income (taxable at ordinary income tax rates) equal to the excess, if any, of the Fair Market Value of the Shares on the date of exercise over the Exercise Price. If Optionee is an Employee or a former Employee, the Company will be required to withhold from Optionee's compensation or collect from Optionee and pay to the applicable taxing authorities an amount in cash equal to a percentage of this compensation income at the time of exercise, and may refuse to honor the exercise and refuse to deliver Shares if such withholding amounts are not delivered at the time of exercise.

(c) Disposition of Shares. In the case of an NSO, if Shares are held for at least one year, any gain realized on disposition of the Shares will be treated as long-term capital gain for federal income tax purposes. In the case of an ISO, if Shares transferred pursuant to the Option are held for at least one year after exercise and of at least two years after the Date of Grant, any gain realized on disposition of the Shares will also be treated as long-term capital gain for federal income tax purposes. If Shares purchased under an ISO are disposed of within one year after exercise or two years after the Date of Grant, any gain realized on such disposition will be treated as compensation income (taxable at ordinary income rates) to the extent of the difference between the Exercise Price and the lesser of (1) the Fair Market Value of the Shares on the date of exercise, or (2) the sale price of the Shares. Any additional gain will be taxed as capital gain, short-term or long-term depending on the period that the ISO Shares were held.

(d) Notice of Disqualifying Disposition of ISO Shares. If the Option granted to Optionee herein is an ISO, and if Optionee sells or otherwise disposes of any of the Shares acquired pursuant to the ISO on or before the later of (1) the date two years after the Date of Grant, or (2) the date one year after the date of exercise, the Optionee shall immediately notify the Company in writing of such disposition. Optionee agrees that Optionee may be subject to income tax withholding by the Company on the compensation income recognized by the Optionee.

9. Entire Agreement; Governing Law. The Plan is incorporated herein by reference. The Plan and this Option Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and Optionee with respect to the subject matter hereof, and may not be modified adversely to the Optionee's interest except by means of a writing signed by the Company and Optionee. This agreement is governed by and construed in accordance with the laws of the State of California applicable to contracts entered into and wholly to be performed within the State of California residents.

10. No Guarantee of Continued Service. OPTIONEE ACKNOWLEDGES AND AGREES THAT THE VESTING OF SHARES PURSUANT TO THE VESTING SCHEDULE HEREOF IS EARNED ONLY BY CONTINUING AS A SERVICE PROVIDER AT THE WILL OF THE COMPANY (NOT THROUGH THE ACT OF BEING HIRED, BEING GRANTED THIS OPTION OR ACQUIRING SHARES HEREUNDER). OPTIONEE FURTHER ACKNOWLEDGES AND AGREES THAT THIS AGREEMENT, THE TRANSACTIONS CONTEMPLATED HEREUNDER AND THE VESTING SCHEDULE SET FORTH HEREIN DO NOT CONSTITUTE AN EXPRESS OR IMPLIED PROMISE OF CONTINUED ENGAGEMENT AS A SERVICE PROVIDER FOR THE VESTING PERIOD, FOR ANY PERIOD, OR AT ALL, AND SHALL NOT INTERFERE IN ANY WAY WITH OPTIONEE'S RIGHT OR THE COMPANY'S RIGHT TO TERMINATE OPTIONEE'S RELATIONSHIP AS A SERVICE PROVIDER AT ANY TIME, WITH OR WITHOUT CAUSE.

Optionee acknowledges receipt of a copy of the Plan and represents that he or she is familiar with the terms and provisions thereof, and hereby accepts this Option subject to all of the terms and provisions thereof. Optionee has reviewed the Plan and this Option in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Option and fully understands all provisions of the Option. Optionee hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Plan or this Option. Optionee further agrees to notify the Company upon any change in the residence address indicated below.

11. ELECTRONIC DELIVERY AND EXECUTION. The Company may, in its sole discretion, decide to deliver any documents related to Options awarded under the Plan or future Options that may be awarded under the Plan by electronic means or request Optionee's consent to participate in the Plan by electronic means. Optionee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company. Electronic execution of this Agreement and/or other documents shall have the same binding effect as a written or hard copy signature and accordingly, shall bind the Optionee and the Company to all of the terms and conditions set forth in the Plan, this Agreement and/or such other documents.

THIS OPTION WILL BECOME EFFECTIVE UPON ACCEPTANCE OF THIS AGREEMENT.

NATUS MEDICAL INCORPORATED

2011 STOCK AWARDS PLAN

NOTICE OF RESTRICTED STOCK AWARD GRANT

You have been granted an award of Restricted Shares of Common Stock of Natus Medical Incorporated (“Company”) under the Company’s 2011 Stock Awards Plan (“Plan”) on the following terms:

1. Name of Participant:
2. Total Number of Shares of Restricted Stock Awarded:
3. Purchase Price per Share of Restricted Stock:
4. Total Purchase Price:
5. Date of Grant:
6. Vesting Commencement Date:
7. Vesting Schedule: Subject to your continued service as a Service Provider, Shares shall vest as follows:

[Vesting Schedule]

By your acceptance hereof, you and the Company agree that the award of Restricted Stock is governed by the terms and conditions of the Plan and the Restricted Share Agreement (together with this notice the “*Restricted Stock Award Purchase Agreement*”), which is attached hereto.

NATUS MEDICAL INCORPORATED

2011 STOCK AWARDS PLAN

RESTRICTED STOCK AWARD SHARE AGREEMENT

THIS RESTRICTED SHARE AGREEMENT (“Agreement”) is made as of [DATE] by and between Natus Medical Incorporated, a Delaware corporation (“Company”), and [NAME] (“Participant”) pursuant to the Company’s 2011 Stock Awards Plan (“Plan”). To the extent any capitalized terms used in this Agreement are not defined, they shall have the meaning ascribed to them in the Plan.

1. Sale of Stock. Subject to the terms and conditions of this Agreement, on the Purchase Date (as defined below) the Company will issue and sell to Participant, and Participant agrees to purchase from the Company the number of Shares shown on the Notice of Restricted Stock Grant at a purchase price of \$0.001 per Share. The per Share purchase price of the Shares shall be not less than the par value of the Shares as of the date of the offer of such Shares to the Participant. The term “Shares” refers to the purchased Shares and all securities received in replacement of or in connection with the Shares pursuant to stock dividends or splits, all securities received in replacement of the Shares in a recapitalization, merger, reorganization, exchange or the like, and all new, substituted or additional securities or other properties to which Participant is entitled by reason of Participant’s ownership of the Shares.

2. Time and Place of Purchase. The purchase and sale of the Shares under this Agreement shall occur at the principal office of the Company simultaneously with the acceptance of this Agreement by the parties, or on such other date as the Company and Participant shall agree (the “Purchase Date”). On the Purchase Date, the Company will issue in Participant’s name a stock certificate representing the Shares to be purchased by Participant against payment of the purchase price therefor by Participant by (a) check made payable to the Company, (b) cancellation of indebtedness of the Company to Participant, or (c) a combination of the foregoing.

3. Restrictions on Resale. By signing this Agreement, Participant agrees not to sell any Shares acquired pursuant to the Plan and this Agreement at a time when applicable laws, regulations or Company or underwriter trading policies prohibit exercise or sale. This restriction will apply as long as Participant is providing Service to the Company or a Subsidiary of the Company.

3.1 Repurchase Right on Termination Other Than for Cause. For the purposes of this Agreement, a “*Repurchase Event*” shall mean an occurrence of one of:

- (i) termination of Participant’s service, whether voluntary or involuntary and with or without cause;
- (ii) resignation, retirement or death of Participant; or

(iii) any attempted transfer by Participant of the Shares, or any interest therein, in violation of this Agreement.

Upon the occurrence of a Repurchase Event, the Company shall have the right (but not an obligation) to purchase the Shares of Participant at a price equal to the Price (the "**Repurchase Right**"). The Repurchase Right shall lapse in accordance with the vesting schedule set forth in the Notice of Restricted Stock Grant. For purposes of this Agreement, "**Unvested Shares**" means Stock pursuant to which the Company's Repurchase Right has not lapsed.

3.2 Exercise of Repurchase Right. Unless the Company provides written notice to Participant within 90 days from the date of termination of Participant's Service Provider relationship that the Company does not intend to exercise its Repurchase Right with respect to some or all of the Unvested Shares, the Repurchase Right shall be deemed automatically exercised by the Company as of the 90th day following such termination, provided that the Company may notify Participant that it is exercising its Repurchase Right as of a date prior to such 90th day. Unless Participant is otherwise notified by the Company pursuant to the preceding sentence that the Company does not intend to exercise its Repurchase Right as to some or all of the Unvested Shares, acceptance of this Agreement by Participant constitutes written notice to Participant of the Company's intention to exercise its Repurchase Right with respect to all Unvested Shares to which such Repurchase Right applies at the time of Termination of Participant. The Company, at its choice, may satisfy its payment obligation to Participant with respect to exercise of the Repurchase Right by either (A) delivering a check to Participant in the amount of the purchase price for the Unvested Shares being repurchased, or (B) in the event Participant is indebted to the Company, canceling an amount of such indebtedness equal to the purchase price for the Unvested Shares being repurchased, or (C) by a combination of (A) and (B) so that the combined payment and cancellation of indebtedness equals such purchase price. In the event of any deemed automatic exercise of the Repurchase Right by canceling an amount of such indebtedness equal to the purchase price for the Unvested Shares being repurchased, such cancellation of indebtedness shall be deemed automatically to occur as of the 90th day following termination of Participant's Service Provider relationship unless the Company otherwise satisfies its payment obligations. As a result of any repurchase of Unvested Shares pursuant to the Repurchase Right, the Company shall become the legal and beneficial owner of the Unvested Shares being repurchased and shall have all rights and interest therein or related thereto, and the Company shall have the right to transfer to its own name the number of Unvested Shares being repurchased by the Company, without further action by Participant.

3.3 Acceptance of Restrictions. Acceptance of the Shares shall constitute Participant's agreement to such restrictions and the legending of his or her certificates with respect thereto. Notwithstanding such restrictions, however, so long as Participant is the holder of the Shares, or any portion thereof, he or she shall be entitled to receive all dividends declared on and to vote the Shares and to all other rights of a stockholder with respect thereto.

3.4 Non-Transferability of Unvested Shares. In addition to any other limitation on transfer created by applicable securities laws or any other agreement between the Company and Participant, Participant may not transfer any Unvested Shares, or any interest therein, unless consented to in writing by a duly authorized representative of the Company. Any purported transfer is void and of no effect, and no purported transferee thereof will be recognized as a holder of the Unvested Shares for any purpose whatsoever. Should such a transfer purport to occur, the Company may refuse to carry out the transfer on its books, set aside the transfer, or exercise any other legal or equitable remedy. In the event the Company consents to a transfer of Unvested Shares, all transferees of Shares or any interest therein will receive and hold such Shares or interest subject to the provisions of this Agreement, including, insofar as applicable, the Repurchase Right. In the event of any purchase by the Company hereunder where the Shares or interest are held by a transferee, the transferee shall be obligated, if requested by the Company, to transfer the Shares or interest to the Participant for consideration equal to the amount to be paid by the Company hereunder. In the event the Repurchase Right is deemed exercised by the Company, the Company may deem any transferee to have transferred the Shares or interest to Participant prior to their purchase by the Company, and payment of the purchase price by the Company to such transferee shall be deemed to satisfy Participant's obligation to pay such transferee for such Shares or interest, and also to satisfy the Company's obligation to pay Participant for such Shares or interest.

3.5 Assignment. The Repurchase Right may be assigned by the Company in whole or in part to any persons or organization.

4. Restrictive Legends and Stop Transfer Orders.

4.1 Legends. The certificate or certificates representing the Shares shall bear the following legend (as well as any legends required by applicable state and federal corporate and securities laws):

THE SHARE REPRESENTED BY THIS CERTIFICATE MAY BE TRANSFERRED ONLY IN ACCORDANCE WITH THE TERMS OF AN AGREEMENT BETWEEN THE COMPANY AND THE STOCKHOLDER, A COPY OF WHICH IS ON FILE WITH THE SECRETARY OF THE COMPANY.

4.2 Stop-Transfer Notices. Participant agrees that, in order to ensure compliance with the restrictions referred to herein, the Company may issue appropriate "stop transfer" instructions to its transfer agent, if any, and that, if the Company transfers its own securities, it may make appropriate notations to the same effect in its own records.

4.3 Refusal to Transfer. The Company shall not be required (i) to transfer on its books any Shares that have been sold or otherwise transferred in violation of any of the provisions of this Agreement or (ii) to treat as the owner or to accord the right to vote or pay dividends to any purchaser or other transferee to whom such Shares shall have been so transferred.

5. No Rights as Service Provider. Nothing in this Agreement shall affect in any manner whatsoever the right or power of the Company, or a Parent or Subsidiary of the Company, to terminate Participant's relationship as a Service Provider, for any reason, with or without cause.

6. Miscellaneous.

6.1 Governing Law. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of California, without giving effect to principles of conflicts of law.

6.2 The Plan and Other Agreements; Enforcement of Rights. The text of the Plan and the Notice of Restricted Stock Grant to which this Agreement is attached are incorporated into this Agreement by reference. This Agreement, the Plan and the Notice of Restricted Stock Grant to which this Agreement is attached constitute the entire agreement and understanding of the parties relating to the subject matter herein and supersede all prior discussions between them. Any prior agreements, commitments or negotiations concerning the purchase of the Shares of Restricted Stock hereunder are superseded. No modification of or amendment to this Agreement, nor any waiver of any rights under this Agreement, shall be effective unless in writing and signed by the parties to this Agreement. The failure by either party to enforce any rights under this Agreement shall not be construed as a waiver of any rights of such party.

6.3 Severability. If one or more provisions of this Agreement are held to be unenforceable under applicable law, the parties agree to renegotiate such provision in good faith. In the event that the parties cannot reach a mutually agreeable and enforceable replacement for such provision, then (i) such provision shall be excluded from this Agreement, (ii) the balance of this Agreement shall be interpreted as if such provision were so excluded and (iii) the balance of this Agreement shall be enforceable in accordance with its terms.

6.4 Construction. This Agreement is the result of negotiations between and has been reviewed by each of the parties hereto and their respective counsel, if any; accordingly, this Agreement shall be deemed to be the product of all of the parties hereto, and no ambiguity shall be construed in favor of or against any one of the parties hereto.

6.5 Notices. Any notice to be given under the terms of the Plan shall be addressed to the Company in care of its principal office, and any notice to be given to the Participant shall be addressed to such Participant at the address maintained by the Company for such person or at such other address as the Participant may specify in writing to the Company.

6.6 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

6.7 Successors and Assigns. The rights and benefits of this Agreement shall inure to the benefit of, and be enforceable by, the Company's successors and assigns. The rights and obligations of Participant under this Agreement may only be assigned with the prior written consent of the Company.

6.8 U.S. Tax Consequences. Upon vesting of Shares, Participant will include in taxable income the difference between the fair market value of the vesting Shares, as determined on the date of their vesting, and the price paid for the Shares. This will be treated as ordinary income by Participant and will be subject to withholding by the Company when required by applicable law. In the absence of an Election (defined below) the Company shall withhold a number of vesting Shares with a fair market value (determined on the date of their vesting) equal to the amount the Company is required to withhold for income and employment taxes. If Participant makes an Election, then Participant must, prior to making the Election, pay in cash (or check) to the Company an amount equal to the amount the Company is required to withhold for income and employment taxes.

7. Section 83(b) Election. Participant hereby acknowledges that he or she has been informed that, with respect to the purchase of the Shares, an election may be filed by the Participant with the Internal Revenue Service, within 30 days of the purchase of the Shares, electing pursuant to Section 83(b) of the Code to be taxed currently on any difference between the purchase price of the Shares and their Fair Market Value on the date of purchase (the "**Election**"). Making the Election will result in recognition of taxable income to the Participant on the date of purchase, measured by the excess, if any, of the Fair Market Value of the Shares over the purchase price for the Shares. Absent such an Election, taxable income will be measured and recognized by Participant at the time or times on which the Company's Repurchase Right lapses. Participant is strongly encouraged to seek the advice of his or her own tax consultants in connection with the purchase of the Shares and the advisability of filing of the Election. PARTICIPANT ACKNOWLEDGES THAT IT IS SOLELY PARTICIPANT'S RESPONSIBILITY, AND NOT THE COMPANY'S RESPONSIBILITY, TO TIMELY FILE THE ELECTION UNDER SECTION 83(b) OF THE CODE, EVEN IF PARTICIPANT REQUESTS THE COMPANY, OR ITS REPRESENTATIVE, TO MAKE THIS FILING ON PARTICIPANT'S BEHALF.

NATUS MEDICAL INCORPORATED
2011 STOCK AWARDS PLAN
NOTICE OF RESTRICTED STOCK UNIT GRANT
[COUNTRY]

You have been granted an award of Restricted Stock Units (“RSUs”) under the Company’s 2011 Stock Awards Plan (“Plan”) on the following terms:

1. Name of Participant:
2. Total Number of Units of Restricted Stock Awarded:
3. Purchase Price per Unit of Restricted Stock:
4. Total Purchase Price:
5. Date of Grant:
6. Vesting Commencement Date:
7. Vesting Schedule: Subject to your continued service as a Service Provider, Units shall vest as follows:

[VESTING SCHEDULE]

By your acceptance hereof, you and the Company agree that the award of RSUs is governed by the terms and conditions of the Plan and the Restricted Stock Unit Agreement (together with this notice the “*Restricted Stock Unit Agreement*”), which is attached hereto.

Participant understands that his or her status as a Service Provider is for an unspecified duration and can be terminated at any time in accordance with applicable law, and that nothing in this Notice of Grant, the Restricted Stock Unit Agreement or the Plan changes the nature of that relationship. Participant acknowledges that the vesting of the RSUs pursuant to this Notice of Grant is earned only by continuing service as a Service Provider. Participant also understands that this Notice of Grant is subject to the terms and conditions of both the RSU Agreement and the Plan, both of which are incorporated herein by reference. Participant has read both the RSU Agreement and the Plan.

NATUS MEDICAL INCORPORATED
2011 STOCK AWARDS PLAN
RESTRICTED STOCK UNIT AGREEMENT
[COUNTRY]

THIS RESTRICTED STOCK UNIT AGREEMENT (“Agreement”) is made as of [**DATE**] by and between Natus Medical Incorporated, a Delaware corporation (“Company”), and [**NAME**] (“Participant”) pursuant to the Company’s 2011 Stock Awards Plan (“Plan”). To the extent any capitalized terms used in this Agreement are not defined, they shall have the meaning ascribed to them in the Plan.

1. Settlement. Settlement of RSUs shall be made within 30 days following the applicable date of vesting under the vesting schedule set forth in the Notice of Grant. Settlement of RSUs shall be in authorized but previously unissued Shares.

2. Stockholder Rights. Unless and until such time as Shares are issued in settlement of vested RSUs, Participant shall have no ownership of or entitlement to the Shares underlying unvested RSUs and shall have no right to dividends or to vote such Shares.

3. Dividend Equivalents. Dividends, if any, that are made in the form of cash or property other than Shares, shall not be credited to Participant with respect to RSUs. Dividends in the form of Shares shall be treated as effectively a stock split and shall result in an appropriate adjustment in the number of RSUs.

4. Non-Transferable. The RSUs and any interest therein shall not be sold, assigned, transferred, pledged, hypothecated, or otherwise disposed of.

5. Termination. If Participant’s status as a Service Provider terminates for any reason, or no reason, all unvested RSUs shall be forfeited to the Company forthwith, and all rights of Participant to such RSUs shall immediately terminate on the date of termination, which shall be the date set out in the letter of termination, for greater certainty, shall not include any post-termination notice of termination or severance period, whether under contract, common law, statute, including any applicable local law, or otherwise’. In case of any dispute as to whether such termination has occurred, the Committee shall have sole discretion to determine whether such termination has occurred and the effective date of such termination.

6. Acknowledgement. The Company and Participant agree that the RSUs are granted under and governed by the Notice of Grant, this Agreement and by the provisions of the Plan (incorporated herein by reference). Participant: (i) acknowledges receipt of a copy of the Plan and the Plan prospectus (ii) represents that Participant has carefully read and is familiar with their provisions, and (iii) hereby accepts the RSUs subject to all of the terms and conditions set forth herein and those set forth in the Plan and the Notice of Grant.

7. Tax Consequences. [**COUNTRY SPECIFIC TAX CONSEQUENCES**]

8. Compliance with Laws and Regulations. The vesting of the RSU's and the issuance, transfer, assignment, sale of other dealings of the Shares, if any, will be subject to and conditioned upon compliance by the Company and Participant with all applicable foreign, state, local, provincial and federal laws and regulations and with all applicable requirements of any stock exchange or automated quotation system on which the Company's Common Stock may be listed or quoted at the time of such issuance or transfer.

9. Successors and Assigns. The Company may assign any of its rights under this Agreement. This Agreement shall be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon Participant and Participant's heirs, executors, administrators, legal representatives, successors and assigns.

10. Governing Law and Severability. The Plan and Notice of Grant are incorporated herein by reference. The Plan, the Notice of Grant and this Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof. This Agreement is governed by Delaware law except for that body of law pertaining to conflict of laws. If any provision of this Agreement is determined by a court of law to be illegal or unenforceable, then such provision will be enforced to the maximum extent possible and the other provisions will remain fully effective and enforceable.

11. No Rights as an Employee, Director, Consultant. Nothing in this Agreement shall affect in any manner whatsoever the right or power of the Company, or a Parent or Subsidiary of the Company, to terminate Participant's employment, subject to applicable laws.

By your signature and the signature of the Company's representative on the Notice of Grant, Participant and the Company agree that this RSU is granted under and governed by the terms and conditions of the Plan, the Notice of Grant and this Agreement. Participant has reviewed the Plan, the Notice of Grant and this Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Agreement, and fully understands all provisions of the Plan, the Notice of Grant and this Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Committee upon any questions relating to the Plan, the Notice of Grant and this Agreement. Participant further agrees to notify the Company upon any change in Participant's residence address.

[COUNTRY SPECIFIC ACKNOWLEDGEMENT]

12. Fractional Shares. No fractional Share will be issued pursuant to an award granted hereunder. The number of Shares issuable upon payment of any award granted under the Plan will be rounded down to the nearest whole number of Shares. No payment or other adjustment will be made with respect to the fractional Share so disregarded.

[COUNTRY SPECIFIC PRIVACY ACKNOWLEDGEMENT]

CERTIFICATION

I, James B. Hawkins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Natus Medical Incorporated;

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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2011

/s/ James B. Hawkins

James B. Hawkins
Chief Executive Officer

CERTIFICATION

I, Steven J. Murphy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Natus Medical Incorporated;

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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2011

/s/ Steven J. Murphy

Steven J. Murphy

Vice President Finance and Chief Financial Officer

CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO TITLE 18, UNITED STATES CODE, SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Natus Medical Incorporated (the "Company") on Form 10-Q for the quarter ended September 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James B. Hawkins, Chief Executive Officer of the Company, certify, pursuant to Title 18, United States Code, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James B. Hawkins

Print Name: James B. Hawkins

Title: Chief Executive Officer

Date: November 4, 2011

In connection with the Quarterly Report of Natus Medical Incorporated (the "Company") on Form 10-Q for the quarter ended September 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven J. Murphy, Vice President Finance and Chief Financial Officer of the Company, certify, pursuant to Title 18, United States Code, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Steven J. Murphy

Print Name: Steven J. Murphy

Title: Vice President Finance and Chief Financial
Officer

Date: November 4, 2011