

Edgar Filing: RESMED INC - Form SC 13G/A

RESMED INC
Form SC 13G/A
February 07, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

13G
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULES 13D-1(B), (C) AND (D) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(B)
(AMENDMENT NO. 4) (1)

RESMED INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

761152107

(CUSIP Number)

DECEMBER 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

CUSIP No. 761152107 13G

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Commonwealth Bank of Australia

IRS Identification No. - N/A - Foreign Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |
(b) |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Australia

| | | | |
|--------------|----|--------------------------|-----------|
| NUMBER OF | 5. | Sole Voting Power | |
| SHARES | | | |
| BENEFICIALLY | 6. | Shared Voting Power | 3,157,415 |
| OWNED BY | | | |
| EACH | 7. | Sole Dispositive Power | |
| REPORTING | | | |
| PERSON WITH | 8. | Shared Dispositive Power | 3,157,415 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,157,415

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.59%(2)

12. TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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2 See Item 4(a).

2

CUSIP No. 761152107 13G

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Colonial First State Investment Group Limited
IRS Identification No. - N/A - Foreign Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Australia

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|-----------------------------|-----------|
| 5. Sole Voting Power | |
| 6. Shared Voting Power | 2,787,785 |
| 7. Sole Dispositive Power | |
| 8. Shared Dispositive Power | 2,787,785 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,787,785

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.47%

12. TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

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- ITEM 1(a). Name of Issuer:
ResMed Inc
- ITEM 1(b). Address of Issuer's Principal Executive Offices:
14040 Danielson St.
Poway CA 92064-6857
- ITEM 2(a). Name of Person Filing:
Commonwealth Bank of Australia
- ITEM 2(b). Address of Principal Business Office or, if none, Residence:
48 Martin Place, Level 2
Sydney NSW 1155
- ITEM 2(c). Citizenship:
Australia
- ITEM 2(d). Title of Class of Securities:
Common Stock
- ITEM 2(e). CUSIP Number:
761152107
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b) OR RULE 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

4

- (g) [] A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
3,157,415 as represented by 31,574,157 CHESSE Depository Interests(3)
- (b) Percent of class:
9.59%

(3) The first Reporting Person, the Commonwealth Bank of Australia ("CBA") beneficially owns 31,574,157 CHESSE Depository Interests ("CDIs") with such CDIs representing 3,157,415 shares of Common Stock of ResMed Inc. The CDIs are traded on the Australian Stock Exchange (the "ASX"). Except as specified below, the CDIs of ResMed Inc were acquired on the ASX by Colonial First State Investment Group Limited ("Colonial First State"), Commonwealth Investment Services Limited ("CISL") and Commonwealth Funds Management Limited ("CFML"), all of which are wholly owned subsidiaries of CBA (collectively the "CBA Fund Managers"). The CBA Fund Managers hold the CDIs for clients who have shared voting and dispositive power with the CBA Fund Managers over the CDIs. Colonial First State, as the responsible entity under Australian law of the "First Choice" funds, has outsourced, to external managers unrelated to CBA, certain voting and dispositive functions over securities acquired by these external managers and held in these funds, including ResMed Inc. CDIs. Under these outsourcing arrangements, external managers unrelated to CBA have acquired 743,851 CDIs, representing 74,385 shares of Common Stock of ResMed Inc, on behalf of Colonial First State.

The second Reporting Person, Colonial First State, beneficially owns 27,877,859 CDIs (including 743,857 CDIs acquired by external managers unrelated to CBA on behalf of Colonial First State) with such CDIs representing 2,787,785 shares of Common Stock of ResMed Inc. CISL beneficially owns 3,491,661 CDIs with

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such CDIs representing 349,166 shares of Common Stock of ResMed Inc. CISL, as the responsible entity under Australian law of certain funds of "Commonwealth Investment Management" funds, has outsourced, to Commonwealth Life Limited ("CLL") and Commonwealth Managed Investments Limited ("CMIL"), both wholly owned subsidiaries of CBA, certain voting and dispositive functions over securities acquired by CLL and CMIL and held in these funds, including ResMed Inc CDIs. Under these outsourcing arrangements, CMIL has acquired 1,828,763 CDIs, with such CDIs representing 182,876 shares of Common Stock of ResMed Inc, on behalf of CISL, and CLL has acquired 877,950 CDIs, with such CDIs representing 87,795 shares of Common Stock of ResMed Inc, on behalf of CISL. CFML beneficially owns 204,637 CDIs with such CDIs representing 20,463 shares of Common Stock of ResMed Inc.

5

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
3,157,415 as represented by 31,574,157 CHESSE
Depository Interests
 - (iii) Sole power to dispose or to direct the
disposition of:
0
 - (iv) Shared power to dispose or to direct the
disposition of:
3,157,415 as represented by 31,574,157 CHESSE
Depository Interests

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Clients of the CBA Fund Managers, all wholly owned subsidiaries of the first Reporting Person, have the ultimate right to receive any dividends from the common stock beneficially owned by the Reporting Persons and the proceeds from the sale of such securities.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

See Exhibit A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

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Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. This Schedule is filed on behalf of Commonwealth Bank of Australia and Colonial First State Investment Group Limited. The agreement to this effect is contained in Exhibit B.

6

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2003

COMMONWEALTH BANK OF AUSTRALIA

By: /s/ John Damien Hatton

Name: John Damien Hatton
Title: Company Secretary

COLONIAL FIRST STATE INVESTMENT GROUP LIMITED

By: /s/ Peter Sipek

Name: Peter Sipek
Title: Senior Manager,
Investment
Management Support

7

EXHIBIT A

Subsidiaries Acquiring Securities Being Reported on

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By the Parent Holding Company or Control Person

Colonial First State Investment Group Limited
Commonwealth Investment Services Limited
Commonwealth Life Limited
Commonwealth Managed Investments Limited
Commonwealth Funds Management Limited

EXHIBIT B

The undersigned hereby agree that they are filing this Schedule 13G amendment jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G amendment and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

COMMONWEALTH BANK OF AUSTRALIA

By: /s/ John Damien Hatton

Name: John Damien Hatton
Title: Company Secretary

COLONIAL FIRST STATE INVESTMENT GROUP LIMITED

By: /s/ Peter Sipek

Name: Peter Sipek
Title: Senior Manager,
Investment
Management Support