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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 09/17/2008**

**LeMaitre Vascular, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-33092**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**04-2825458**  
(IRS Employer  
Identification No.)

**63 Second Avenue**  
**Burlington, MA 01803**  
(Address of principal executive offices, including zip code)

**781-221-2266**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On September 17, 2008, the Board of Directors (the "Board") of LeMaitre Vascular, Inc. (the "Company") appointed John J. O'Connor as a director of the Company and as Chair of the Audit Committee of the Board, in each case effective immediately. Mr. O'Connor will serve as a Class III Director, and consequently will hold office until the Company's 2009 annual stockholders meeting, subject to his earlier resignation, removal, or death.

Mr. O'Connor will be compensated according to the Company's Non-Employee Director Compensation Policy and Non-Employee Director Stock Option Grant Policy and will also be entitled to indemnification pursuant to the standard indemnification agreement between the Company and its officers and directors.

Under the Company's Non-Employee Director Compensation Policy, each eligible director is paid an annual retainer of \$10,000 for membership on the Board and additional annual retainers of \$5,000 for serving as Chairman of the Compensation Committee or the Chairman of the Nominating and Corporate Governance Committee, \$15,000 for serving as Chairman of the Audit Committee, \$1,000 for serving as a member of the Compensation Committee or a member of the Nominating and Corporate Governance Committee, and \$2,500 for serving as member of the Audit Committee. All annual retainers are paid in quarterly installments, and are pro-rated for period of service if a director's service ends prematurely. Each eligible director is also paid \$2,500 for each regularly scheduled quarterly meeting of the Board attended in person, \$1,000 for each regularly scheduled quarterly meeting of the Board attended via telephone or videoconferencing, \$500 for each special meeting of the Board attended in person or via telephone or videoconferencing, and \$500 for each committee meeting of the Board attended in person or via telephone or videoconferencing. Regardless of the foregoing, no eligible director may receive more than \$40,000 in any calendar year without specific approval of the Board. All members of the Board receive reimbursement of travel and other expenses reasonably incurred in connection with attending meetings of the Board or committees thereof. As Chair of the Audit Committee, Mr. O'Connor will be entitled to an annual retainer of \$25,000 for his service, fees for attendance at meetings as set forth above, and travel reimbursement.

Under the Company's Non-Employee Director Stock Option Grant Policy, each eligible director is granted a non-statutory stock option to purchase 20,000 shares of the Company's common stock (subject to adjustment in accordance with the Company's 2006 Stock Option and Incentive Plan) upon his or her initial election or appointment to the Board. Each such director is also granted a non-statutory option to purchase 7,500 shares of the Company's common stock (again subject to adjustment in accordance with the Company's 2006 Stock Option and Incentive Plan) at the first meeting of the Board following each annual meeting of the Company's stockholders, provided that such director has served in that capacity for at least six months. All of the foregoing grants are made at the market value of the Company's common stock on the date of grant, vest in three equal annual installments on the anniversary of the grant date, and terminate five years from the date of grant (or, if earlier, 90 days after the end of the grantee's service as a member of the Board).

The Company expects that the appointment of Mr. O'Connor to its Board of Directors and Audit Committee will cause it to regain compliance with the Marketplace Rules of The Nasdaq Stock Market ("Nasdaq"). As previously announced, the voluntary resignation in July of David N. Gill as an independent director of the Company resulted in the Company's noncompliance with Nasdaq Marketplace Rule 4350(c)(1), which requires that a majority of the Company's Board of Directors be independent directors, and Marketplace Rule 4350(d)(2), which requires that the Company's Audit Committee have at least three members, each of whom must be independent. Marketplace Rules 4350(c)(1) and 4350(d)(4) allow such vacancies to be filled no later than the earlier of the next annual shareholders' meeting or one year from the event that caused that vacancy. The appointment of Mr. O'Connor falls within this permitted cure period, and the Company expects that Nasdaq will find that the Company has regained compliance with its Marketplace Rules when Nasdaq reviews the matter.

**Item 7.01. Regulation FD Disclosure**

The information contained in this Item 7.01 and in the accompanying exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On September 19, 2008, the Company issued a press release announcing the appointment of Mr. O'Connor to the Company's Board of Directors and to its Audit Committee. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

The information contained in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Exhibit	Description
99.1	LeMaitre Vascular, Inc. press release dated September 19, 2008

**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the

undersigned hereunto duly authorized.

LeMaitre Vascular, Inc.

Date: September 19, 2008

By: /s/ Aaron M. Grossman

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Aaron M. Grossman  
Vice President, General Counsel and Secretary

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## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
EX-99.1	LeMaitre Vascular, Inc. press release dated September 19, 2008

## **LEMAITRE VASCULAR APPOINTS JOHN J. O'CONNOR TO ITS BOARD OF DIRECTORS**

LeMaitre Vascular, Inc. (Nasdaq: LMAT) today announced that John J. O'Connor has been appointed to its Board of Directors. Prior to his retirement in 2006, O'Connor was vice chairman of services for PricewaterhouseCoopers LLP (PwC) and served as partner at the firm for 24 years. Mr. O'Connor will serve as a Class III director, standing for election at the next annual meeting of the company's shareholders, and will also serve as Chair of the company's Audit Committee.

"We are delighted to welcome someone of John's stature and talent to our Board," said George W. LeMaitre, Chairman and CEO, who added "John's financial and strategic acumen is an ideal complement to the skills of our other Board members."

As vice chairman of services at PwC, O'Connor was responsible for the firm's audit, tax and advisory lines of service, which at the time had combined revenue of approximately \$7 billion and employed approximately 28,000 people. In addition to providing leadership to the lines of service, he was responsible for marketing, finance and operations. O'Connor also oversaw the firm's Center for Advanced Research and led the development of the Future of PwC, a long term strategy initiative to explore the economic, global and demographic trends that impact PwC clients and business. O'Connor previously served as the leader of the U.S. audit practice, and before that as the managing partner of the firm's Boston office. He is a graduate of Suffolk University and has attended the Harvard Business School's Leadership in Professional Service Firms program and the executive M.B.A. program at the Amos Tuck School at Dartmouth College.

LeMaitre Vascular expects that the appointment of Mr. O'Connor to its Board of Directors and Audit Committee will cause it to regain compliance with the Marketplace Rules of The Nasdaq Stock Market, which require that a majority of the Company's Board of Directors be independent and that the Company's Audit Committee be composed of three or more independent directors. The appointment of Mr. O'Connor falls within Nasdaq's permitted cure period for such matters.

### About LeMaitre Vascular

LeMaitre Vascular develops, manufactures, and markets medical devices for the treatment of peripheral vascular disease. The company's principal executive offices are located at 63 Second Avenue, Burlington, Massachusetts 01803.

Certain statements set forth above that are not clearly historical in nature are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, the Company's anticipation that it will regain compliance with Nasdaq Marketplace Rules. Although the Company believes that such statements are based on reasonable assumptions within the bounds of its knowledge, these forward-looking statements are neither promises nor guarantees. The forward-looking statements made in this release are made only as of the date hereof, and the Company disclaims any intention or responsibility for updating predictions or expectations contained in this release.

### CONTACT:

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Investor Relations  
LeMaitre Vascular, Inc.

### SOURCE:

LeMaitre Vascular, Inc.