
**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): 03/02/2009

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 1.02 Termination of Material Definitive Agreement

On March 2, 2009, LeMaitre Vascular, Inc.'s wholly-owned subsidiary, Biomateriali S.r.l., an Italian limited liability company ("Biomateriali"), entered into a Termination of Distribution Agreement and an Asset Purchase Agreement and (collectively, the "Termination Agreements") with Edwards Lifesciences AG, a Swiss stock corporation ("Edwards"), to terminate the Supply and Distribution Agreement dated January 1, 2005, by and between Biomateriali and Edwards (as previously amended, the "Distribution Agreement") and to acquire from Edwards certain assets related to Edwards' performance of the Distribution Agreement (the "Transaction").

Pursuant to the terms of the Distribution Agreement, Biomateriali appointed Edwards as the exclusive distributor of its AlboGraft Vascular Graft in Europe, and certain other international markets, for a period commencing on January 1, 2009 and terminating on December 31, 2011. The Distribution Agreement also provides Edwards with certain rights with respect to other markets during the terms of the agreement. Under the terms of the Distribution Agreement, Edwards is required to use commercially reasonable efforts to promote the AlboGraft Vascular Graft in its distribution territory and order target quantities of product at agreed-upon pricing, and Biomateriali is required to manufacture and supply the AlboGraft Vascular Graft to Edwards.

Under the terms of the Termination Agreements, Biomateriali agreed to pay to Edwards Euro 2,000,000 in cash in exchange for the early termination of the Distribution Agreement upon the closing of the Transaction and Edwards' provision of sales and marketing services to Biomateriali. The transition services include sales and marketing cooperation, the provision of detailed customer information, and the continued sale of the AlboGraft Vascular Graft through Edwards in certain markets and to certain customers, for the benefit of Biomateriali, in exchange for a service fee.

Biomateriali further agreed to pay to Edwards at the closing an additional Euro 250,000 in cash for certain related assets, which include a customer list and assignable customer contracts. Biomateriali further agreed to repurchase from Edwards most of its AlboGraft inventory for an amount equal to Edwards' net purchase price for such inventory, subject to a discount for older inventory.

Other provisions of the Termination Agreements include indemnification by both parties for losses arising out of or relating to certain breaches of, and misrepresentations under, the Termination Agreements.

The closing of the Transaction is subject to customary closing conditions and has been scheduled to occur on March 27, 2009.

For purposes of comparison, one Euro was equal to 1.2672 U.S. Dollars on the signing of the Transaction, based on the average exchange rate on March 2, 2009.

Item 2.02. Results of Operations and Financial Condition

Item 7.01. Regulation FD Disclosure

On March 3, 2009, LeMaitre Vascular, Inc. (the "Company") issued a press release regarding its financial and operational results for the fourth quarter and fiscal year ended December 31, 2008 and announcing the entering into of the Transaction described in Item 1.02 above. A copy of the press release is furnished as Exhibit 99.1 to this report (the "Exhibit").

The press release is attached hereto as Exhibit 99.1 and is incorporated herein by this reference. This press release and the information in Items 2.02 and 7.01 of this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933 (the "Securities Act"), except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

The following exhibit is furnished as part of this report, where indicated:

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by LeMaitre Vascular, Inc. on March 3, 2009, announcing its financial and operational results for the fourth quarter and fiscal year ended December 31, 2008, and the entering into of definitive agreements to terminate an agreement with Edwards Lifesciences AG, furnished herewith.

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: March 3, 2009

By: Aaron M. Grossman

/s/ Aaron M. Grossman

Aaron M. Grossman

Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press Release

**For information contact:**

J.J. Pellegrino
Chief Financial Officer
LeMaitre Vascular Inc.
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LeMaitre Vascular Q4 2008 Sales Up 9% to \$12.1 million; Op. Profit of \$354,000

BURLINGTON, MA, March 3, 2009 — LeMaitre Vascular, Inc. (Nasdaq: LMAT), a provider of peripheral vascular devices and implants, today announced Q4 and full year 2008 financial results. The Company also announced it has entered into a definitive agreement with Edwards Lifesciences to terminate their distribution of the Company's AlboGraft polyester grafts.

Q4 2008 sales were \$12.1 million, a 9% increase versus Q4 2007 (+11% excluding foreign exchange and acquisitions). Sales increased 6% in the Company's Endovascular category and 12% in Vascular while sales decreased 1% in General Surgery. Endovascular was driven by the TAArget and UniFit stent grafts, and partially offset by the weak Euro. Vascular benefited from the inclusion of the Albograft (acquired December 2007) and strong results from the Remote Endarterectomy devices. International business drove the top line in Q4 2008, accounting for 44% of sales.

Sales in 2008 were \$48.7 million, an 18% increase over 2007 (+7% excluding foreign exchange and acquisitions). This increase was driven by the inclusion of the Company's 2007 acquisitions, acceleration of stent graft sales in Europe, and the stronger Euro for the full year. Geographically, several international subsidiaries experienced significant growth: France (+52%), the U.K. (+41%), and Japan (+36%).

Q4 2008 operating income was \$354,000 versus a loss of \$1.3 million in Q4 2007. This improvement was due largely to the 2008 Expense Shave program and associated headcount reductions. Operating expenses fell 15% from \$9.5 million in Q4 2007 to \$8.1 million in Q4 2008. The \$354,000 Q4 operating profit extended the 2008 bottom-line turnaround, comparing favorably with the Q1 operating loss of \$2.6 million, the Q2 operating loss of \$869,000 and the Q3 operating profit of \$170,000.

For the full year, the Company reduced its operating loss to \$2.9 million from \$4.3 million in 2007. This \$1.4 million year-over-year improvement was due to the 18% sales gain coupled with the 2008 Expense Shave program and headcount reductions.

The Company reported net income of \$312,000 in Q4 2008, or \$0.02 per diluted share, versus a net loss of \$1.2 million, or \$0.08 per diluted share in Q4 2007. For the full year 2008, the Company posted a net loss of \$3.3 million, or \$0.21 per share, versus \$2.9 million, or \$0.19 per share, in 2007.

The Company's cash and marketable securities increased by \$2.1 million during Q4 2008 to \$21.3 million. This increase was driven principally by net income of \$312,000, depreciation, amortization, and stock-based compensation of \$566,000, as well as a \$1.1 million inventory reduction.

George W. LeMaitre, Chairman and CEO said, "I am happy to report an excellent Q4. We posted 11% organic sales growth, recorded our second consecutive operating profit and increased our cash-on-hand by \$2.1 million. This was accomplished despite the weak Euro which decreased our top- and bottom-lines in Q4. Also, in January we began distributing a carotid patch which should complement our substantial carotid shunt business. More recently we signed an agreement to terminate the AlboGraft distribution contract, opening the door in Q2 for direct-to-hospital sales. I expect this transaction will benefit our top-line, gross margin and bottom-line as time progresses."

The Company reported a gross margin of 69.6% in Q4 2008, down from 73.3% in Q4 2007, but up from 67.4% in Q3 2008. The decrease from 2007 was largely a result of the inclusion of the AlboGraft sales in Q4 2008, manufacturing inefficiencies, and continued strength in the Company's international business, where the weak Euro pressured margins.

Sales and marketing expenses decreased 17% to \$4.4 million in Q4 2008 from \$5.3 million in Q4 2007. Sales and marketing expenses were 36% of revenue in Q4 2008, compared to 48% in the year-earlier quarter. The Company ended Q4 2008 with 52 sales representatives.

General and administrative expenses decreased 13% to \$2.3 million in Q4 2008 from \$2.6 million in Q4 2007, the result of general belt-tightening.

R&D expenses increased 11% to \$1.3 million in Q4 2008 from \$1.2 million in Q4 2007, as the Company continued to invest in clinical and regulatory personnel, as well as product development.

Termination of the AlboGraft Distribution Agreement

On March 2, 2009 the Company entered into a definitive agreement with Edwards Lifesciences to terminate its distribution of AlboGraft. Under the terms of the agreement, LeMaitre Vascular will pay €2.25 million upon closing. In exchange, the distribution contract will be terminated and LeMaitre Vascular will receive detailed customer information and transition services. The Company will also repurchase inventory valued at approximately €400,000. In Q1 2009 the Company anticipates decreased AlboGraft sales to Edwards in the run-up to the distribution termination. The transaction is scheduled to close March 27, 2009, subject to customary closing conditions, and the Company expects to record associated charges in Q1 2009.

LeMaitre Vascular to Distribute Neovasc Carotid Patch

On December 30, 2008, the Company entered into an agreement with Neovasc Inc. to distribute its biological patches for use in vascular surgery, including carotid endarterectomy. This seven year agreement became effective January 26, 2009. LeMaitre Vascular was also granted an option to acquire this product commencing in 2014.

Business Outlook

The Company expects 2009 sales of \$50.0-\$50.5 million and 2009 operating income of \$1.5 million. Excluding foreign exchange and acquisitions, this sales guidance implies year-over-year growth of 8%-9% in 2009. This top and bottom line guidance also excludes the impact of the Edwards distribution termination. The Company will update its 2009 guidance to reflect the impact of this transaction after the closing.

Conference Call Reminder

Management will conduct a conference call at 5:00 p.m. EDT today to review the Company's financial results and discuss its business outlook for 2009. The conference call will be broadcast live over the internet. Individuals who are interested in listening to the webcast should log on to the Company's website at www.lemaitre.com/investor. The conference call may also be accessed by dialing 866-578-5801 (+1-617-213-8058 for international callers), using passcode 64102843. For interested individuals unable to join the live conference call, a replay will be available on the Company's website.

About LeMaitre Vascular

LeMaitre Vascular is a provider of devices for the treatment of peripheral vascular disease. The Company develops, manufactures and markets disposable and implantable vascular devices to address the needs of vascular surgeons. The Company's devices are used to treat peripheral vascular disease; a condition that the Company estimates affects more than 20 million people worldwide.

Well-known to vascular surgeons, the Company's diversified product portfolio consists of brand name devices that are used in arteries and veins outside of the heart including the Expandable LeMaitre Valvulotome, the Pruitt-Inahara Carotid Shunt and the TAArget Thoracic Stent Graft.

LeMaitre and the LeMaitre Vascular logo are registered trademarks of LeMaitre Vascular, Inc. This press release contains other trademarks and trade names of the Company and third parties.

For more information about the Company, please visit <http://www.lemaitre.com>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Statements in this press release regarding the Company's business that are not historical facts may be "forward-looking statements" that involve risks and uncertainties. Specifically, statements regarding the Company's financial guidance for 2009 and the potential AlboGraft transaction are forward-looking statements involving risks and uncertainties. The Company's fourth quarter and full year 2008 financial results, as discussed in this release, are preliminary and unaudited, and subject to adjustment. Forward-looking statements are based on management's current, preliminary expectations and

are subject to risks and uncertainties that could cause actual results to differ from the results predicted. These risks and uncertainties include, but are not limited to, the risk that the Company does not generate sufficient operating scale to maintain or increase profitability; the potential for encountering unfavorable foreign currency exchange rate fluctuations; risks related to product demand and market acceptance of the Company's products; the significant competition the Company faces from other companies, technologies, and alternative medical procedures; the risk that the Company does not complete the AlboGraft transaction; the risk that the Company does not realize the anticipated benefits of the termination of the AlboGraft distribution contract or future strategic transactions; the possibility that the Company's new products may fail to provide the desired safety and efficacy or may not be accepted by the market for other reasons; the risk that the Company may fail to expand its product offerings through internal development or acquisition; the general uncertainty related to seeking regulatory approvals for the Company's products, particularly in the United States; and the risks and uncertainties included under the heading "Risk Factors" in our most recent Annual Report on Form 10-K, as updated by our subsequent filings with the SEC, all of which are available on the Company's investor relations website at <http://www.lemaitre.com> and on the SEC's website at <http://www.sec.gov>. Undue reliance should not be placed on forward-looking statements, which speak only as of the date they are made. The Company undertakes no obligation to update publicly any forward-looking statements to reflect new information, events, or circumstances after the date they were made, or to reflect the occurrence of unanticipated events.

Financial Statements

LEMAITRE VASCULAR, INC (NASDAQ: LMAT)
CONDENSED CONSOLIDATED BALANCE SHEETS
(amounts in thousands)

	<u>December 31,</u> <u>2008</u>	<u>December 31,</u> <u>2007</u>
	<u>(unaudited)</u>	
Assets		
Current assets:		
Cash and cash equivalents	\$ 15,895	\$ 6,397
Marketable securities	5,359	16,198
Accounts receivable, net	7,244	7,020
Inventories	6,959	9,589
Other current assets	<u>1,658</u>	<u>2,562</u>
Total current assets	37,115	41,766
Property and equipment, net	2,327	2,891
Goodwill	11,022	10,942
Other intangibles, net	2,883	3,886
Other assets	<u>1,052</u>	<u>1,372</u>
Total assets	<u>\$ 54,399</u>	<u>\$ 60,857</u>
Liabilities and stockholders' equity		
Current liabilities:		
Revolving line of credit	\$ —	\$ 262
Accounts payable	606	2,271
Accrued expenses	5,543	6,661
Acquisition-related liabilities	<u>784</u>	<u>851</u>
Total current liabilities	6,933	10,045
Long term debt	78	42
Deferred tax liabilities	1,260	996
Other long-term liabilities	<u>380</u>	<u>1,188</u>
Total liabilities	8,651	12,271
Stockholders' equity		
Common stock	157	155
Additional paid-in capital	62,290	61,187
Accumulated deficit	(16,194)	(12,880)
Accumulated other comprehensive income	(272)	291
Less: treasury stock	<u>(233)</u>	<u>(167)</u>
Total stockholders' equity	<u>45,748</u>	<u>48,586</u>
Total liabilities and stockholders' equity	<u>\$ 54,399</u>	<u>\$ 60,857</u>

LEMAITRE VASCULAR, INC (NASDAQ: LMAT)
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(amounts in thousands, except per share amounts)
(unaudited)

	For the three months ended		For the year ended	
	December 31, 2008	December 31, 2007	December 31, 2008	December 31, 2007
Net sales	\$ 12,111	\$ 11,104	\$ 48,720	\$ 41,446
Cost of sales	<u>3,687</u>	<u>2,961</u>	<u>14,817</u>	<u>10,739</u>
Gross profit	8,424	8,143	33,903	30,707
Operating expenses:				
Sales and marketing	4,407	5,314	19,762	19,443
General and administrative	2,274	2,617	9,999	9,534
Research and development	1,301	1,174	5,328	4,591
Purchased research and development	—	373	—	373
Restructuring charges (credits)	4	(17)	1,147	1,042
Impairment charge	84	—	597	7
Total operating expenses	<u>8,070</u>	<u>9,461</u>	<u>36,833</u>	<u>34,990</u>
Income (loss) from operations	354	(1,318)	(2,930)	(4,283)
Other income:				
Interest income, net	9	244	301	1,298
Other income (loss), net	<u>(101)</u>	<u>9</u>	<u>(192)</u>	<u>283</u>
Total other income (loss), net	<u>(92)</u>	<u>253</u>	<u>109</u>	<u>1,581</u>
Income (loss) before income taxes	262	(1,065)	(2,821)	(2,702)
Provision (benefit) for income taxes	<u>(50)</u>	<u>113</u>	<u>493</u>	<u>232</u>
Net income (loss)	<u>\$ 312</u>	<u>\$ (1,178)</u>	<u>\$ (3,314)</u>	<u>\$ (2,934)</u>
Net Income (loss) per share of common stock:				
Basic	<u>\$ 0.02</u>	<u>\$ (0.08)</u>	<u>\$ (0.21)</u>	<u>\$ (0.19)</u>
Diluted	<u>\$ 0.02</u>	<u>\$ (0.08)</u>	<u>\$ (0.21)</u>	<u>\$ (0.19)</u>
Weighted average shares outstanding:				
Basic	<u>15,632</u>	<u>15,465</u>	<u>15,572</u>	<u>15,398</u>
Diluted	<u>15,921</u>	<u>15,465</u>	<u>15,572</u>	<u>15,398</u>

LEMAITRE VASCULAR, INC (NASDAQ: LMAT)
SELECTED NET SALES INFORMATION
(amounts in thousands)
(unaudited)

	For the three months ended				For the year ended			
	December 31, 2008		December 31, 2007		December 31, 2008		December 31, 2007	
	\$	%	\$	%	\$	%	\$	%
Net Sales by Product Category:								
Endovascular	\$ 4,110	34%	\$ 3,887	35%	\$ 15,946	33%	\$ 14,143	34%
Vascular	6,973	58%	6,204	56%	28,573	58%	23,420	57%
General Surgery	1,002	8%	1,013	9%	3,928	8%	3,883	9%
	12,085	100%	11,104	100%	48,447	99%	41,446	100%
OEM	26	0%	—		273	1%	—	
Total Net Sales	\$ 12,111	100%	\$ 11,104	100%	\$ 48,720	100%	\$ 41,446	100%

Net Sales by Geography								
	\$	%	\$	%	\$	%	\$	%
United States and Canada	\$ 6,838	56%	\$ 6,909	62%	\$ 26,899	55%	\$ 25,141	61%
Outside the United States and Canada	5,273	44%	4,195	38%	21,821	45%	16,305	39%
	\$ 12,111	100%	\$ 11,104	100%	\$ 48,720	100%	\$ 41,446	100%

LEMAITRE VASCULAR, INC (NASDAQ: LMAT)
IMPACT OF FOREIGN CURRENCY AND BUSINESS ACTIVITIES
(amounts in thousands)
(unaudited)

	2008				2007				2006			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Total net sales	12,111	12,023	12,739	11,847	11,104	10,144	10,315	9,883	8,757	8,540	8,760	8,571
Impact of currency exchange rate fluctuations (1)	(448)	452	836	674	439	253	267	322	232	135	(1)	(287)
Net impact of acquisitions, distributed sales and discontinued products, excluding currency exchange rate fluctuations (2)	235	703	929	1,133	1,116	635	567	455	(252)	(383)	(107)	37

- (1) Represents the impact of the change in foreign exchange rates over the corresponding quarter of the prior year based on the weighted average exchange rate for each quarter.
- (2) Represents the impact of sales of products of acquired businesses and distributed sales of other manufacturers' products, net of sales related to discontinued products and other activities, based on 12 months' sales following the date of the event or transaction, and shown in the current period only.