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

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**Form 8-K**

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

**Date of Report (Date of earliest event reported): May 29, 2014**

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**LeMaitre Vascular, Inc.**  
(Exact name of registrant as specified in its charter)

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**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)

**Not applicable**  
(Former name or former address, if changed since last report)

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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 8.01. Other Events.**

On April 29, 2014, LeMaitre Vascular, Inc. (the “Company”) issued a press release regarding its financial and operational results for the first quarter ended March 31, 2014. The press release contained the following guidance: “For 2014 the Company expects sales of \$70.0mm (+9% vs. 2013), and operating income of \$5.5mm (+22% vs. 2013). For 2014 the Company expects XenoSure sales of \$10.3mm (+33% vs. 2013).” Additionally, on April 29, 2014, the Company disclosed in its earnings conference call that they believed that the Company would record a gross margin of 70% in Q4 of 2014.

On May 29, 2014, the Company issued a press release announcing the commencement of an offering. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated by reference herein.

This information included in this Item 8.01 contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Statements included herein regarding the Company’s business that are not historical facts may be “forward-looking statements” that involve risks and uncertainties. Specifically, forward-looking statements in this release include, but are not limited to, statements about the Company’s expectations regarding sales and operating income levels in 2014, sales of XenoSure in 2014 and gross margin for Q4 of 2014. 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 expected, including, but not limited to, the risk and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the proposed offering announced in the attached press release, the risk that the Company may not realize the anticipated benefits of its strategic activities; the risk that assumptions about the market for the Company’s products and the productivity of the Company’s direct sales force and distributors may not be correct; risks related to the integration of acquisition targets; risks related to product demand and market acceptance of the Company’s products; the risk that the XenoSure product is not as accretive and does not achieve the gross margins currently anticipated by the Company; the risk that the Company experiences increased expense, production delays or quality difficulties in the transition of the XenoSure manufacturing operations; the risk that the Company is not successful in transitioning to a direct-selling model in new territories; adverse conditions in the general domestic and global economic markets and other 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.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The Company hereby furnishes the following exhibit:

99.1 Press Release issued by LeMaitre Vascular, Inc. dated May 29, 2014.

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**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: May 29, 2014

By: Joseph P. Pellegrino, Jr.  
/s/ JOSEPH P. PELLEGRINO, JR.  
Joseph P. Pellegrino, Jr.  
**Chief Financial Officer**

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by LeMaitre Vascular, Inc. dated May 29, 2014.

**LeMaitre Vascular, Inc. Announces Proposed Public Offering of Common Stock**

**BURLINGTON, Mass., May 29, 2014 (GLOBE NEWSWIRE)** — LeMaitre Vascular, Inc. (Nasdaq:LMAT) (the “Company”), a provider of peripheral vascular devices and implants, today announced that it has commenced an underwritten public offering of the Company’s common stock. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering. In addition, the Company expects to grant the underwriters a 30-day option to purchase up to an additional 15 percent of the shares of its common stock offered in the public offering to cover over-allotments, if any.

If the offering is completed, the Company expects to use its net proceeds from the offering for general corporate purposes, including continued development of its products, working capital and capital expenditures, payments under its quarterly dividend program, deferred payments related to prior acquisitions, and to fund potential future acquisitions.

Canaccord Genuity and Stifel are acting as joint book-running managers for the proposed offerings.

The offering is being made pursuant to a shelf registration statement (File No. 333-195658) previously filed with and declared effective by the U.S. Securities and Exchange Commission (SEC). This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

A preliminary prospectus supplement and accompanying prospectus relating to the offering will be filed with the SEC and will be available free of charge on the website of the SEC at [www.sec.gov](http://www.sec.gov). When available, copies of the preliminary prospectus supplement and the accompanying prospectus may also be obtained by contacting the Syndicate Department of Canaccord Genuity Inc., Attention: Syndicate Department, 99 High Street, 12th Floor, Boston, Massachusetts 02110, or by telephone at (800) 225-6201 or by contacting Stifel, Nicolaus & Company, Incorporated, Attention: Syndicate, One Montgomery Street, Suite 3700, San Francisco, California 94104, or by telephone at (415) 364-2720 or by email at [SyndicateOps@stifel.com](mailto:SyndicateOps@stifel.com). Prospective investors should read in their entirety the prospectus supplement and the accompanying prospectus and the other documents that the Company has filed with the SEC for more complete information about the Company and the offering.

**About LeMaitre Vascular**

LeMaitre Vascular is a provider of devices for the treatment of peripheral vascular disease, a condition that affects more than 20 million people worldwide. The Company develops, manufactures and markets disposable and implantable vascular devices to address the needs of its core customer, the vascular surgeon.

LeMaitre and the LeMaitre Vascular logo are registered trademarks of LeMaitre Vascular, Inc.

For more information about the Company, please visit [www.lemaitre.com](http://www.lemaitre.com).

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**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are based on the Company's current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that future developments affecting the Company will be those that the Company has anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the Company's control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties described in the section entitled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, in the preliminary prospectus supplement and accompanying prospectus, and in its other filings from time to time filed with the Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should any of the Company's assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

**Contact:**

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