

**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): 08/06/2008

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))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On August 6, 2008, LeMaitre Vascular, Inc. (the "Company") received a Staff Deficiency Letter from The Nasdaq Stock Market ("Nasdaq") notifying the Company that, as a result of the resignation of David N. Gill as a director of the Company effective July 24, 2008, the Company was no longer in compliance with Nasdaq Marketplace Rule 4350(c)(1), which requires that a majority of the Company's Board of Directors be comprised of independent directors, and Marketplace Rule 4350(d)(2)(A), which requires that the Company have an audit committee of at least three members, each of whom must be independent.

Consistent with Marketplace Rules 4350(c)(1) and 4350(d)(4), and as confirmed by the Nasdaq Staff Deficiency Letter, Nasdaq will provide the Company with a cure period in order to regain compliance with the Marketplace Rules as follows:

- * by the earlier of the Company's next annual shareholders' meeting or July 24, 2009; or
- * if the next annual shareholders' meeting is held before January 20, 2009, then no later than January 20, 2009.

The Company has begun the process of identifying a qualified replacement to fill the vacancies left by the departure of Mr. Gill and expects to complete this process and provide evidence of its compliance with the Marketplace Rules to Nasdaq no later than the expiration of the above cure period. If the Company fails to regain compliance within this period, its common stock is subject to delisting upon notification of such a determination by Nasdaq staff, which determination may be appealed.

On August 8, 2008, the Company issued a press release announcing the receipt of the Nasdaq Staff Deficiency Letter. A copy of the press release is included with this report as Exhibit 99.1 hereto and is incorporated herein by reference.

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: August 8, 2008

By: /s/ Aaron M. Grossman
Aaron M. Grossman
Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press Release dated August 8, 2008

LEMAITRE VASCULAR RECEIVES NOTICE OF NONCOMPLIANCE WITH NASDAQ MARKETPLACE RULE

Burlington, MA — 08/08/2008 — LeMaitre Vascular, Inc. (NASDAQ: LMAT—News), a provider of peripheral vascular devices and implants, today announced that it received a letter on August 6, 2008, from The Nasdaq Stock Market (“Nasdaq”) indicating that it no longer complies with Nasdaq’s independent director and audit committee requirements as set forth in Nasdaq Marketplace Rule 4350.

On July 24, 2008, David N. Gill voluntarily resigned as an independent director of the company. Because of this resignation, the company is not in compliance with Nasdaq Marketplace Rule 4350(c)(1), which requires that a majority of the company’s Board of Directors be independent directors, or Marketplace Rule 4350(d)(2)(A), which requires that the company’s audit committee have at least three members, each of whom must be independent.

Nasdaq has provided the company with a cure period until the earlier of the company’s next annual shareholders’ meeting or July 24, 2009, or if the next annual shareholders’ meeting is held before January 20, 2009, then the company must evidence compliance no later than January 20, 2009. If the company does not regain compliance within this period, Nasdaq will provide written notification that the company’s securities will be delisted, which notification may be appealed.

The company has commenced a process to identify a qualified replacement to fill the vacancies left by the departure of Mr. Gill and expects to complete this process and provide evidence of its compliance with the Marketplace Rules to Nasdaq as soon as practicable, but no later than the expiration of the above cure period.

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 timeframe in which the company 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.

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Investor Relations
LeMaitre Vascular, Inc.

SOURCE:

LeMaitre Vascular, Inc.