

U.S. 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) October 25, 2005

GREATBATCH, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-16137	16-1531026
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

9645 Wehrle Drive, Clarence, New York 14031
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (716) 759-5600

Not Applicable

(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 1.01. Entry into a Material Definitive Agreement

On October 25, 2005, Greatbatch, Inc. (the "Company") and Medtronic, Inc. entered into a license agreement which grants Medtronic the right to use certain intellectual property relating to tantalum capacitors. The license is perpetual and, except for the Company's right to make and sell capacitors, exclusive to Medtronic. The license provides for an initial license fee (due after Medtronic's first U.S. sale) and royalties (some of which the Company must pay to a third party). The royalties are subject to a maximum royalty amount and may be eliminated within specified contract periods if Medtronic purchases a certain percentage of its tantalum capacitor requirements from the Company. The Company cannot provide any assurances that Medtronic will utilize its capacitor technology or purchase any capacitors.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated October 31, 2005

SIGNATURES

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, thereunto duly authorized.

Dated: October 31, 2005

GREATBATCH, INC.

By: /s/ Thomas J. Mazza

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Thomas J. Mazza
Senior Vice President & Chief
Financial Officer*

EXHIBIT
NUMBER

DESCRIPTION

99.1

Press Release of Greatbatch, Inc. dated October 31, 2005.

Greatbatch, Inc. Enters into a Tantalum Capacitor License Agreement with Medtronic, Inc.

CLARENCE, N.Y.--(BUSINESS WIRE)--Oct. 31, 2005--Greatbatch, Inc. (the "Company") (NYSE:GB) announced today that on October 25, 2005, the Company entered into a royalty-bearing licensing agreement with Medtronic, Inc. This agreement grants Medtronic rights with respect to certain intellectual property relating to tantalum capacitors in exchange for an initial license fee payable on Medtronic's first U.S. sales and stipulated royalty payments. The royalty payments are subject to an agreed upon maximum and may be eliminated if Medtronic purchases a stipulated percentage of their tantalum capacitors from the Company. The royalty periods are for two initial five-year contract periods and may be extended if the royalty maximum is not met as long as certain patents are still valid and enforceable. The use of tantalum technology and any purchase of tantalum capacitors by Medtronic are subject to their further internal evaluation.

Greatbatch Inc.

Greatbatch, Inc. is a leading developer and manufacturer of critical components used in implantable medical devices and other technically demanding applications. Additional information about the Company is available at www.greatbatch.com.

CONTACT: Greatbatch, Inc.

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