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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): January 30, 2025**



**MASIMO CORPORATION**

(Exact name of registrant as specified in its charter)

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**DE**

(State or other jurisdiction  
of incorporation)

**52 Discovery Irvine, CA**  
(Address of Principal Executive Offices)

**001-33642**

(Commission  
File Number)

**33-0368882**

(IRS Employer  
Identification No.)

**92618**  
(Zip Code)

**(949) 297-7000**

Registrant's telephone number, including area code:

**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))

Securities Registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	MASI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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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 January 30, 2025, Robert Chapek notified the Board of Directors (the “Board”) of Masimo Corporation (“Masimo”) of his irrevocable resignation from the Board and all committees thereof, effective as of the date of the 2025 annual meeting of Masimo, which date the Board has not determined at this time. His resignation was not due to any disagreement with Masimo on any matter relating to Masimo’s operations, policies, or practices. Mr. Chapek has served on the Board since January 2024.

In addition to being a member of the Board, Mr. Chapek currently serves as a member of the Audit Committee of the Board. Mr. Chapek will continue to serve as a member of the Audit Committee and the Board until his resignation is effective.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following items are filed as exhibits to the Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Letter of Resignation of Robert Chapek</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Masimo Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 31, 2025

**MASIMO CORPORATION**

By: /s/ MICAH YOUNG

Micah Young

Executive Vice President & Chief Financial Officer

*(Principal Financial Officer)*

January 30, 2025

**Via E-mail**

Masimo Corporation  
52 Discovery  
Irvine, CA 92618  
Attn: Tom McClenahan, Executive Vice President, General Counsel and Corporate Secretary

Re: Resignation as a Director of Masimo Corporation

Dear Corporate Secretary:

Pursuant to Article II, Section 3 of the Fifth Amended and Restated Bylaws of Masimo Corporation (the “Company”), effective as of the commencement of the Company’s 2025 annual meeting of stockholders, I hereby voluntarily and irrevocably resign from the Company’s Board of Directors (the “Board”) and all committees thereof, without the need for acceptance or further action by any person or the Board.

My irrevocable resignation does not reflect any disagreement with the Company on any matter relating to the operations, policies or practices of the Company.

This resignation letter is intended to comply with any relevant provisions of the organizational documents of the Company and with the relevant provisions of the laws of the State of Delaware.

Sincerely,

/s/ Robert A. Chapek  
Robert A. Chapek