

MASIMO CORP  
Form POS AM  
February 15, 2013

As filed with the Securities and Exchange Commission on February 14, 2013

Registration No. 333-167760

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

**Post-Effective Amendment No. 1**

**to**

**Form S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Masimo Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**33-0368882**  
(I.R.S. Employer

Identification Number)

**40 Parker**

**Irvine, California 92618**

**(949) 297-7000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Joe Kiani**

**Chief Executive Officer**

**Masimo Corporation**

**40 Parker**

**Irvine, California 92618**

**(949) 297-7000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Jeffrey T. Hartlin**

**Paul Hastings LLP**

**1117 S. California Avenue**

**Palo Alto, CA 94304**

**(650) 320-1804**

**Approximate date of commencement of proposed sale to the public:** Not applicable

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

Masimo Corporation (the Registrant ) is filing this Post-Effective Amendment No. 1 (this Amendment No. 1 ) to its Registration Statement on Form S-3 (File No. 333-167760) filed with the Securities and Exchange Commission (the Commission ) on June 25, 2010 (the Prior Registration Statement ) to deregister all securities registered with the Commission on the Prior Registration Statement that remain unsold as of the date of this Amendment No. 1. Pursuant to the Prior Registration Statement, an unspecified number of debt securities; common stock, par value \$0.001 per share; preferred stock, par value \$0.001 per share; depositary shares; warrants and rights (collectively, the Securities ) were registered for possible issuance from time to time at indeterminate prices. The Registrant hereby deregisters all of the Securities registered on the Prior Registration Statement that have not been sold thereunder as of the date hereof, and terminates the effectiveness of the Prior Registration Statement. The Securities are being removed from registration because the Securities are no longer being offered or sold pursuant to the Prior Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on February 14, 2013.

**MASIMO CORPORATION**

By: /s/ JOE KIANI  
Joe Kiani

Chairman of the Board & Chief Executive Officer