
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): 10/26/2007

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

On October 19, 2007, LeMaitre Vascular, Inc. (the "Company") notified The NASDAQ Stock Market ("Nasdaq") that, as a result of the resignation of Guido J. Neels as a director of the Company effective August 8, 2007, 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.

In response to its notification of Nasdaq, the Company received a Nasdaq Staff Deficiency Letter on October 26, 2007, confirming that the Company is no longer in compliance with Nasdaq's independent director and audit committee requirements.

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 August 8, 2008; or
- * if the next annual shareholders' meeting is held before February 4, 2008, then no later than February 4, 2008.

The Company is continuing its efforts at identifying a qualified replacement to fill the vacancies left by the departure of Mr. Neels 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 October 31, 2007, 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: October 31, 2007

By: /s/ Christopher H. Martin

Christopher H. Martin
Assistant Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press Release dated October 31, 2007.

**LEMATRE VASCULAR RECEIVES CONFIRMATORY RESPONSE
TO ITS PRIOR NOTIFICATION OF NASDAQ**

Burlington, MA -- 10/31/2007 -- LeMaitre Vascular, Inc. (NASDAQ: LMAT - News) (the "Company") today announced that it received a letter on October 26, 2007, from The Nasdaq Stock Market ("Nasdaq") in response to notice from the Company that the Company is not in compliance with Nasdaq's independent director and audit committee requirements.

On August 8, 2007, the Company notified Nasdaq that Guido J. Neels had voluntarily resigned as an independent director of the Company. Because of this resignation, the Company indicated that it would not be 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), which requires that the Company's Audit Committee have at least three members, each of whom must be independent. Per Marketplace Rule 4350(a)(5), the Company was not obligated to comply with those Rules until the first anniversary of its initial public offering (i.e., until October 19, 2007), and no action was taken by Nasdaq at that time. Following its disclosure to Nasdaq, the Company began the process of finding a successor to Mr. Neels.

On October 19, 2007, the Company notified Nasdaq that the Company had not yet found a replacement for Mr. Neels, but that the Company expected to fill the vacancies left by his departure within the time periods permitted under the applicable Marketplace Rules. Marketplace Rules 4350(c)(1) and 4350(d)(4) allow such vacancies to be filled no later than the earlier of the next annual shareholders' meeting or one year from the event that caused that vacancy. Failure to comply within the required time frame could result in Nasdaq's de-listing of the Company's stock or taking other corrective actions.

In response to the Company's October 19 notice, Nasdaq sent a Staff Deficiency Letter to the Company on October 26, 2007, confirming that "the Company no longer complies with Nasdaq's independent director and audit committee requirements as set forth in Marketplace Rule 4350" and that "Nasdaq will provide the Company a cure period in order to regain compliance as follows:

* until the earlier of the Company's next annual shareholders' meeting or August 8, 2008; or

* if the next annual shareholders' meeting is held before February 4, 2008, then the Company must evidence compliance no later than February 4, 2008."

The Company is continuing its efforts at identifying a qualified replacement to fill the vacancies left by the departure of Mr. Neels 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.