
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): 12/06/2012

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On December 6, 2012 and effective as of that date, Michael C. Jackson, William N. Thorndike, Jr. and George D. LeMaitre, M.D. resigned from the Board of Directors of LeMaitre Vascular, Inc. (the "Company"), as further described in the press release filed herewith as Exhibit 99.1.

(d) On December 9, 2012, the Board of Directors (the "Board") of the Company appointed William N. Thorndike, Jr. as a director of the Company and as chairman of the Nominating and Corporate Governance Committee of the Board, in each case effective immediately. Mr. Thorndike will serve as a Class II director and will hold office until the Company's 2014 annual stockholders meeting, subject to his earlier resignation, removal or death.

There are no arrangements or understandings between Mr. Thorndike and any other persons pursuant to which he was selected as a director. Mr. Thorndike is the managing partner of Housatonic Partners, with which the Company entered into a Registration Rights Agreement dated June 17, 1998 providing for rights to register shares of the Company's common stock. Other than the Registration Rights Agreement, Mr. Thorndike has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Thorndike will be compensated according to the Company's Non-Employee Director Compensation Policy and Non-Employee Director Stock Option Grant Policy and will also be entitled to indemnification pursuant to the standard indemnification agreement between the Company and its officers and directors.

Under the Non-Employee Director Compensation Policy, non-employee directors of the Company receive an annual retainer for Board membership of \$10,000 and an annual retainer for each committee membership of \$1,000, except that members of the Audit Committee receive an annual retainer for committee membership of \$2,500. The chairmen of the Company's committees receive an annual retainer of \$5,000, except that the chairman of the Audit Committee receives an annual retainer of \$15,000. Annual retainer payments are pro-rated based upon days of service in the event a non-employee director joins or leaves the Board during any calendar year. Non-employee directors also receive a fee of \$2,500 for each regularly scheduled quarterly Board meeting attended in person, \$1,000 for each regularly scheduled quarterly Board meeting attended by telephone or videoconferencing, \$500 for each special Board meeting attended either in person or by telephone or videoconferencing, and \$500 for each committee meeting attended either in person or by telephone or teleconference. Aggregate cash compensation paid to any non-employee director for any year may not exceed \$40,000 without the approval of the Board. As Mr. Thorndike has been appointed chairman of the Company's Nominating and Corporate Governance Committee, he will be entitled to an annual retainer of \$15,000 in the aggregate for his service and fees for attendance at meetings as set forth above.

As a non-employee director, Mr. Thorndike will also be eligible to receive an option to purchase 7,500 shares of the Company's common stock at the first Board meeting following each annual meeting of the Company's stockholders, provided that he has served as a director for at least six months at such time.

Mr. Thorndike will also be reimbursed for out-of-pocket expenses incurred on the Company's behalf and eligible to participate in the Second Amended and Restated 2006 Stock Option and Incentive Plan on an ad hoc basis from time to time at the discretion of the Board.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is filed as part of this report:

Exhibit No.	Description
99.1	Press release dated December 10, 2012.

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 hereunto duly authorized.

LeMaitre Vascular, Inc.

Date: December 10, 2012

By: /s/ Joseph P. Pellegrino, Jr.

Joseph P. Pellegrino, Jr.
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press Release dated December 10, 2012

LeMaitre Vascular Announces Changes to Its Board of Directors

BURLINGTON, Mass., December 10, 2012 (GLOBE NEWSWIRE) -- LeMaitre Vascular, Inc. (Nasdaq: LMAT), a provider of peripheral vascular devices and implants, announced today that in connection with Housatonic Partners' distribution of 1,393,314 LeMaitre Vascular shares to its limited partners, the Company has changed the composition of its Board of Directors.

In conjunction with the transfer, Michael C. Jackson and William N. Thorndike, Jr., as representatives of Housatonic Partners, have resigned from LeMaitre Vascular's Board of Directors. Mr. Thorndike has been reinstated as a Board member strictly in a personal capacity following his resignation. In addition, and in order to maintain compliance with The NASDAQ Stock Market Marketplace Rules, which require that a majority of the Board be independent, George D. LeMaitre, M.D. has resigned from the Board of Directors. LeMaitre Vascular's Board is now composed of seven members, four of whom are independent.

"I would like to recognize the unparalleled contributions of our founder and my father, George D. LeMaitre, M.D., whose service to the Company dates back to our inception in 1983. Our relationship with Dr. LeMaitre will of course continue as Dr. LeMaitre will remain working with LeMaitre Vascular as a clinical trainer, and we look forward to his future contributions," said George W. LeMaitre, Chairman and CEO. "I would also like to thank Michael for his seven years of service on the Board as a representative of Housatonic Partners and to express my pleasure that Will is rejoining the Board in an individual capacity."

About LeMaitre Vascular

LeMaitre Vascular is a provider of devices and implants for the treatment of peripheral vascular disease, a condition that affects more than 20 million people worldwide. The Company develops, manufactures and markets disposable and implantable vascular devices to address the needs of its core customer, the vascular surgeon. The Company's diversified product portfolio consists of brand name devices used in arteries and veins outside of the heart, including the Over-the-Wire LeMaitre Valvulotome, the Pruitt F3 Carotid Shunt and The UnBalloon. Additional information can be found at <http://www.lemaitre.com>.

About Housatonic Partners

Housatonic Partners is a private equity investment firm founded in 1994 with \$1 billion in capital under management. The firm focuses on buyouts and recapitalizations of rapidly growing, profitable service businesses with highly recurring revenue. In partnership with exceptional management, Housatonic has led investments in more than 60 small to mid-sized companies. Visit Housatonic on the web at <http://www.housatonicpartners.com>.

The LeMaitre Vascular, Inc. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=10015>

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