Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2012**

OR

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.**

Commission file number: 000–33001

NATUS MEDICAL INCORPORATED

(Exact name of Registrant as specified in its charter)

Delaware	**77–0154833**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

1501 Industrial Road, San Carlos, California 94070
(Address of principal executive offices, including zip code)

(650) 802–0400
(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, $0.001 par value per share	The NASDAQ Stock Market LLC (Nasdaq Global Select Market)

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. ☒

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

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of June 30, 2012, the last business day of Registrant's most recently completed second fiscal quarter, there were 30,181,324 shares of Registrant's common stock outstanding, and the aggregate market value of such shares held by non-affiliates of Registrant (based upon the closing sale price of such shares on the Nasdaq Global Select Market on June 30, 2012) was $330,919,682. Shares of Registrant's common stock held by each executive officer and director and by each entity that owns 5% or more of Registrant's outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

On April 1, 2013, the registrant had 30,339,098 shares of its common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The Registrant has incorporated by reference, into Part III of this Form 10-K, portions of its Proxy Statement for the 2013 Annual Meeting of Stockholders.

NATUS MEDICAL INCORPORATED

ANNUAL REPORT ON FORM 10-K

TABLE OF CONTENTS

PART I

ITEM 1. Business

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 about Natus Medical Incorporated ("Natus," "we," "us," or "our Company"). These statements include, among other things, statements concerning our expectations, beliefs, plans, intentions, future operations, financial condition and prospects, and business strategies. The words "may," "will," "continue," "estimate," "project," "intend," "believe," "expect," "anticipate," and other similar expressions generally identify forward-looking statements. Forward-looking statements in this Item 1 include, but are not limited to, statements regarding the effectiveness and advantages of our products, factors relating to demand for and economic advantages of our products, our plan to develop and acquire additional technologies, products or businesses, our marketing, technology enhancement, and product development strategies, and our ability to complete all of our backlog orders.

Forward-looking statements are not guarantees of future performance and are subject to substantial risks and uncertainties that could cause the actual results to differ materially from those that we predicted in the forward-looking statements. Investors should carefully review the information contained under the caption "Risk Factors" contained in Item 1A for a description of risks and uncertainties that could cause actual results to differ from those that we predicted. All forward-looking statements are based on information available to us on the date hereof, and we assume no obligation to update forward-looking statements, except as required by Federal Securities laws.

Natus®, AABR®, ABaer®, ALGO®, AOAE®, AuDX®, Balance Manager®, Balance Master®, Balance Shape®, Biliband®, Bio-logic®, Bo-JECT®, Brain Atlas®, Ceegraph®, CHAMP®, Clarity System®, Cochlea Scan®, Cool Cap®, CoolCare®, Dantec®, Ear Couplers®, Ear Muffin®, Echo Screen®, Embla US®, Embletta®, Enterprise®, EquiTest®, Fischer-Zoth®, Flexicoupler®, Gumdrop®, Halo Ear Muffin®, Hawaii Medical®, Keypoint®, Keypoint AU®, Keypoint EU®, Keypoint JP®, MASTER®, Medelec®, Medix®, MedixI.C.S.A®, Navigator®, Neatnick®, neoBLUE®, Neurocom®, Neuromax®, NeuroWorks®, Nicolet®, NicoletElite®, Oxydome®, Pocket®, REMbrandt®, REMlogic®, Sandman®, Scout®, Sleeprite®, Sleepscan®, Smart Scale®, Sonamed®, Sonara®, Sonara TEK®, Stellate Notta®, STETHODOP®, TECA®, Tootsweet®, Traveler®, Treetip®, VAC PAC®, VERSALAB®, Warmette®, Xact Trace®, Xltek® are registered trademarks of Natus Medical Incorporated and its subsidiaries. Accuscreen™, Bili Lite Pad™, Bili-Lite™, Biomark™, Circumstraint™, Coherence™, Deltamed™, inVision™, Medix MediLED™, MiniMuffs™, NatalCare™, Neometrics™ and Smartpack™ are non-registered trademarks of Natus and its subsidiaries. Solutions for Newborn CareSM is a non-registered service mark of Natus.

Overview

Natus is a leading provider of healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments in newborn care, hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and balance and mobility disorders. Product offerings include computerized neurodiagnostic systems for audiology, neurology, polysomnography, and neonatology, as well as newborn care products such as hearing screening systems, phototherapy devices for the treatment of newborn jaundice, head-cooling products for the treatment of brain injury in newborns, incubators to control the newborn's environment, and software systems for managing and tracking disorders and diseases for public health laboratories.

We have completed a number of acquisitions since 2003, consisting of either the purchase of a company, substantially all of the assets of a company, or individual products or product lines. Our significant acquisitions are as follows: Neometrics in 2003; Fischer-Zoth in 2004; Bio-logic, Deltamed, and Olympic in 2006; Xltek in 2007; Sonamed, Schwarzer Neurology, and Neurocom in 2008, Hawaii Medical and Alpine Biomed in 2009, Medix in 2010, Embla in 2011 and Nicolet in 2012.

Product Families

We categorize our products into two product families:

- ***Neurology***—Includes products for diagnostic electroencephalography (EEG), electromyography (EMG), diagnostic sleep analysis or polysomnography (PSG), intraoperative monitoring (IOM), and transcranial doppler ultrasound technology.
- ***Newborn Care and Other***—Includes products for newborn care including hearing screening, brain injury, thermoregulation, jaundice management, and various disposable products, as well as products for diagnostic hearing assessment for children through adult populations, and products to diagnose and assist in treating balance and mobility disorders.

Our Product Offerings

Neurology

Our diagnostic and monitoring systems and supplies for neurology and neurophysiology markets represent a comprehensive line of products that are used by physicians, nurses and medical technologists to assist in the diagnosis and monitoring of neurological disorders of the central and peripheral nervous system, including monitoring of patients during surgery, while under sedation, in post-operative care, and in intensive care units. Our product lines consist of the following:

- ***Electroencephalography or "EEG"***—Equipment and supplies used to monitor and visually display the electrical activity generated by nerve cells in the brain and other key physiological signals for both diagnosis and monitoring of neurological disorders in the hospital, research laboratory, clinician office and patient's home.
- ***Electromyography or "EMG"***—Equipment and supplies used to measure electrical activity in nerves, muscles, the brain and spinal cord and includes EMG, nerve conduction and evoked potential functionality.
- ***Polysomnography or "PSG"***—Equipment and supplies used to measure a variety of respiratory and neurological functions to assist in the diagnosis and monitoring of sleep disorders, such as snoring and obstructive sleep apnea, a condition that causes a person to stop breathing intermittently during sleep.
- ***Intraoperative Monitoring or "IOM"***—Products and supplies that assist surgeons and neurophysiologists in preserving the functional integrity of a patient's nervous system during and after complex surgical procedures.
- ***Transcranial Doppler***—Products that assist clinicians in evaluating the integrity of blood flow in the brain for both preventive monitoring and diagnosis as well as to assist treatment in acute conditions such as stroke and vasospasm.

Diagnostic EEG and Long-term Monitoring

Overview

We design, manufacture, and market a full line of computerized instruments and key supplies used to help diagnose the presence of seizure disorders and epilepsy, look for causes of confusion, evaluate head injuries, tumors, infections, degenerative diseases, and metabolic disturbances that affect the brain, and assist in surgical planning. This type of testing is also done to diagnose brain death in comatose patients. These systems and instruments work by detecting, amplifying, and recording the brain's electrical impulses (EEGs) as well as other physiological signals needed to support clinical findings. Routine clinical EEG recording is done by placing electrodes on a patient's scalp over various areas of the brain to record and detect patterns of activity and specific types of electrical events. EEG technologists perform the tests, and neurologists, neurophysiologists and epileptologists review and interpret the results.

Routine outpatient clinical EEG testing is performed in hospital neurology laboratories, private physician offices, and in ambulatory settings such as the patient's home, providing physicians with a clinical assessment of a patient's condition. For patients with seizures that do not respond to conventional therapeutic approaches, long-term inpatient monitoring of EEGs and behavior is used to determine if surgical solutions are appropriate. Patient's suffering from severe head trama and other acute conditions that may affect the brain are monitored in intensive care units. In addition, research facilities use EEG equipment to conduct research on humans and laboratory animals.

Diagnostic Electroencephalograph Monitoring Product Lines

Our EEG diagnostic monitoring product lines for neurology consist of signal amplifiers, workstations to capture and store data, and proprietary software. These products are typically used in concert, as part of an EEG "system" by the neurology/neurophysiology department of a hospital or clinic to assist in the diagnosis and monitoring of neurological conditions.

- ***NeuroWorks; Ceegraph; Coherence; Harmonie; NicoletOne.*** Our computerized EEG Systems include a broad range of products, from software licenses and ambulatory monitoring systems to advanced laboratory systems with multiple capabilities for EEG, ICU monitoring, long-term epilepsy monitoring of up to 256 channels, and physician review stations with quantitative EEG analysis capabilities.

- ***Stellate/Gotman Spike and Seizure; GridView; NicoletOne Trends.*** Our proprietary spike and seizure detection algorithm detects, summarizes, and reports EEG events that save health care professionals time by increasing the speed and accuracy of interpretation. GridView is a tool that allows the clinician to correlate EEG patterns with electrode contacts on a 3D view of the patient brain using magnetic resonance (MR) or computed tomography (CT) images, thus enabling the visualization and annotation of the brain surface and internal structures involved in the diagnosis of epilepsy. NicoletOne Trends provides a comprehensive set of EEG analysis algorithms such as spike and seizure detection, total band power analysis, alpha-delta variability, and spectrogram. These algorithms are used to generate trends of large amounts of data to assist in the clinical evaluation and data review process.

- ***Proprietary Signal Amplifiers.*** Our proprietary signal amplifiers function as the interface between the patient and the computer, and are also known as the headbox. The headbox connects electrodes attached to the patient's head to our EEG monitoring systems. Our proprietary headbox products are sold for a wide variety of applications under the following brand names: Xltek, Trex, EEG32, EMU128, EMU40, Brain Monitor, Schwarzer EEG, Nicolet v32 and v44 models and Nicolet Wireless 32 and 64 channel amplifiers.

- ***Nicolet Cortical Stimulator.*** This product is our proprietary device that provides cortical stimulation to the brain during functional brain mapping either before or during surgery to help the surgeon protect the eloquent parts of the brain. The device can be used as a standalone unit or with the fully integrated NicoletOne software that supports control of the device from the software, automated mapping and comprehensive report generation.

- ***Digital Video; SmartPack; Universal Reader.*** Several additional options are available to enhance our EEG products, including a digital video option, which provides synchronized video recording of a patient's behavior while recording electrical activity from the brain, our patented SmartPack data compression process, and Universal Reader that is a thin-client software application installed on a physician's review station that permits fast and easy data analysis in a graphical format.

Electrodiagnostic Monitoring

Overview

Our electrodiagnostic systems include EMG, nerve conduction ("NCS"), and often evoked potential (brain electrical activity) functionality. EMG and NCS involve the measurement of electrical activity of muscles and

nerves both at rest and during contraction. Measurements may or may not involve the use of stimulation depending on the required test. Measuring the electrical activity in muscles and nerves can help diagnose diseases of the peripheral nervous or musculature system. An electromyogram is done to determine if there is any disease present that damages muscle tissue, nerves, or the junctions between nerve and muscle (neuromuscular junctions). An electromyogram can also be used to diagnose the cause of weakness, paralysis, and muscle twitching, and is also used as a primary diagnosis for carpal tunnel syndrome, which is the most frequently encountered peripheral compressive neuropathy. EMG is also used for clinical applications of botox to relieve muscle spasm and pain. We market both the clinical system and the needles used for these procedures.

In addition to EMG and NCS functionality, many of our Electrodiagnostic systems also include Evoked Potential functionality ("EP"). Evoked potentials are elicited by the brain in response to a stimulus. These evoked potentials can come from the sensory pathways (such as hearing and visual) or from the motor pathways. An examination tests the integrity of these pathways including the associated area of the brain. Sophisticated amplifiers are required to recognize and average evoked potential EMG and NCS signals.

Electrodiagnostic Product Lines

- ***Dantec Keypoint.*** The Dantec Keypoint EMG and EP family of products feature amplifiers, stimulators, and strong signal quality. The Keypoint is used for advanced neurodiagnostic applications such as single fiber EMG, visual and auditory evoked potentials, and in routine nerve conduction studies. The Keypoint system is also available in a portable laptop configuration.
- ***Dantec Clavis.*** The Dantec Clavis device is a hand-held EMG and current stimulation device that provides muscle and nerve localization information to assist with botox injections. In conjunction with the Bo-ject hypodermic needle and electrodes, it delivers a precise dose of the agent.
- ***Nicolet EDX family.*** A hardware platform of amplifiers, base control units, stimulators and hand-held probes that are sold with two versions of Nicolet brand proprietary software (Viking and Synergy). These mid to high end systems have full functionality, strong signal quality, and flexibility.
- ***Nicolet VikingSelect and Synergy Plinth.*** These are products for the high-end market that use proprietary Viking or Synergy hardware and software.
- ***Nicolet VikingQuest.*** An EMG system for the mid-range market. The device runs on our proprietary Viking software.
- ***Nicolet Synergy PIU.*** An EMG system for the low-end market focused on ease of use and portability. The PIU uses our proprietary Synergy software.
- ***Schwarzer Topas.*** The Topas system offers a wide range of sophisticated EMG and evoked potential ("EP") examination protocols, as well as an attractive and functional design. The Topas system can be configured as a two or four channel system and as trolley-based or portable.
- ***Xltek NeuroMax***. A dedicated EMG device focused entirely on signal quality and clinical efficiency. The device gathers neurophysiological data that is saved to a fully customizable report, allowing physicians to care for patients with the most informed advice.
- ***Xltek XCalibur.*** An EMG system that uses advanced circuit design and digital signal processing to deliver clean signals, making the process of acquiring patient data reliable and quick. The system provides enhanced data acquisition, reporting, and review capabilities.
- ***Supplies.*** We also manufacture and market a full line of proprietary EMG needles.

Diagnostic Polysomnography Monitoring

Overview

Increasing public awareness of sleep disorders has made sleep medicine a growing specialty. Polysomnography ("PSG"), which involves the analysis of respiratory patterns, brain electrical activity and other

physiological data, has proven critical for the diagnosis and treatment of sleep-related diseases such as apnea, insomnia, and narcolepsy. A full polysomnographic sleep study entails whole-night recordings of brain electrical activity, muscle movement, airflow, respiratory effort, oxygen levels, electrical activity of the heart, and other parameters. In some studies patients are fitted with treatment devices using Continuous Positive Airway Pressure technology ("CPAP") during the sleep study and the proper settings for the treatment devices are determined during the latter part of the study.

Diagnostic PSG Monitoring Product Lines

We market dedicated diagnostic PSG monitoring products that can be used individually or as part of a networked system for overnight sleep studies to assist in the diagnosis of sleep disorders. Some of our EEG systems described above can also be configured to perform diagnostic PSG monitoring. These products include software licenses, ambulatory monitoring systems, and laboratory systems that combine multiple capabilities, including EEG monitoring, physician review stations, and quantitative EEG analysis capabilities.

- ***Embla REMlogic, Sandman and REMbrandt; Sleepscan; SleepWorks; Coherence; Harmonie; NicoletOne.*** Our diagnostic PSG systems capture and store all data digitally. The systems enable users to specify rules and personal preferences to be used during analysis, summarizing the results graphically and incorporating them in detailed reports.
- ***Proprietary Amplifiers.*** Our data acquisition systems incorporate recent developments in superior amplifiers for sleep analysis and are sold under brand names such as Embla and Embletta Gold, Xltek Trex and Connex, Schwarzer, and Nicolet. Our amplifiers are used in both hospitals and stand-alone clinics. In addition to exceptional signal quality, headboxes include various tools such as built-in oximeters, and controls to allow the user to start and stop a study or perform electrode impedance testing either at the patient's bedside or from the monitoring room.
- ***Practice Management Software.*** Our Enterprise Practice Management Software provides a solution for institutions as well as private labs and physicians for patient scheduling, inventory control, staff scheduling, data management, business reports and billing interfaces. Enterprise may be used in conjunction with many Natus PSG products.

We also market a broad line of disposable products and accessories for the PSG laboratory. The Airflow Pressure Transducer uses pressure changes as an indicator of patient airflow levels, as contrasted to other monitoring devices that use temperature to indicate these levels. This product detects shallow breathing in situations where temperature related transducers might remain substantially unchanged. The Embla XactTrace RIP belts provide industry standard signal acquisition of respiration while its associated algorithm provides passive backup to airflow acquisition devices. This reduces the number of unattended portable studies which have to be repeated due to the loss of airflow signal.

Intraoperative Monitoring

Overview

Intraoperative monitoring ("IOM") is the use of electrophysiological methods such as EEG, EMG, and evoked potentials to monitor the functional integrity of certain neural structures (i.e. nerves, spinal cord and parts of the brain) during surgery. The purpose of IOM is to reduce the risk to the patient of damage by the surgeon to the nervous system, and/or to provide functional guidance to the surgeon and anesthesiologist during surgery.

Diagnostic IOM Product Lines

- ***Protektor*.** The Protector system is an IOM system that provides medical professionals with all information necessary to make immediate and critical surgical decisions. The system combines flexibility with multi-modality allowing full coverage of IOM techniques.

- ***Nicolet Endeavor.*** A dedicated IOM system that offers complete flexibility in work flow and test protocols.
- ***Nicolet EDX, Synergy Plinth, Viking Select***. These systems are used in IOM applications where a smaller number of channels is sufficient. This approach is primarily followed in international markets that utilize the integrated system approach that allows for the use of the system in EMG clinical applications as well as in IOM applications.

Transcranial Doppler

Overview

Transcranial Doppler is the use of Doppler ultrasound technology to measure blood flow parameters such as velocity in key vascular structures in the brain. A Doppler probe is held against a specific location on the head and the device displays the information in both visual and auditory formats. This technology is used as preventative screening, diagnosis, and monitoring of various diseases and brain injuries such as stroke, embolism, reduced blood flow during surgery, and vasospasm.

Transcranial Doppler Products

- ***Sonara and Sonara tek.*** The Sonara is an embedded system that is a self-contained unit that includes cpu, data display screen and speakers. It uses proprietary software with a touch screen menu. Sonara tek is a small portable device used with a laptop. Both models enable the uploading of images to the hospital information system.

Newborn Care and Other

Our newborn care and other products represent a comprehensive line of products that are used by physicians, nurses and medical technologists to assist in the diagnosis and treatment of common medical ailments in newborn care, and other products used in newborn through adult populations. Our principal newborn care and other product lines consist of the following:

- ***Newborn Hearing Screening***—Products used to screen the hearing in the newborn.
- ***Newborn Brain Injury***—Products used to diagnose the severity of brain injury, monitor the effectiveness of drug therapies, and treat brain injury.
- ***Thermoregulation***—Products used to control the newborn environment including incubators and warmers.
- ***Jaundice Management***—Products used to treat jaundice, the single largest cause for hospital readmission of newborns in the U.S.
- ***Other Newborn Care Products***—Single use disposable products such as pacifiers, phototherapy masks, and x-ray shields, and newborn screening data management systems.
- ***Diagnostic Hearing Assessment***—Products used to screen for or diagnose hearing loss, or to identify abnormalities affecting the peripheral and central auditory nervous systems in patients of all ages.
- ***Balance and Mobility***—Systems to diagnose and assist in treating balance disorders in an evidence-based, multidisciplinary approach.

Newborn Hearing Screening

Overview

Hearing impairment is the most common treatable chronic disorder in newborns, affecting as many as five babies out of every 1,000 newborns. It is estimated that 20,000 hearing-impaired babies are born in the United States (“U.S.”) every year, and as many as 60,000 more in the rest of the developed world. Until the introduction

of universal newborn hearing screening programs, screening was generally performed only on those newborns that had identifiable risk factors for hearing impairment. However, screening only those newborns with risk factors for hearing impairment overlooks approximately half of newborns with some level of hearing impairment.

Early identification of hearing impairment and early intervention has been shown to improve language development significantly. Undetected hearing impairment often results in the failure to learn, process spoken language, and speak. If hearing impairment is not detected prior to discharge from the hospital it is often not detected until the child is 18 months of age or older. A 1997 study conducted at the University of Colorado, Boulder evaluated the impact of hearing impairment on language and speech. All of the children evaluated in the study were born with a hearing impairment but differed by the age at which the hearing impairment was detected. The study concluded that those children whose hearing loss was detected early and who received appropriate treatment had significantly better language skills and vocabularies than those children whose hearing loss was detected later.

Newborn Hearing Screening Techniques

The two traditional technologies used to screen newborns and infants for hearing impairment are auditory brainstem response and otoacoustic emissions.

Auditory brainstem response ("ABR"). ABR technology is the most accurate and comprehensive method for screening and diagnosing hearing impairment. ABR technology is based on detecting the brain's electric impulses resulting from a specific auditory stimulus. ABR screening devices, used for newborn hearing screening, detect and analyze the brainwave response resulting from audible click stimuli presented to the infant's ears. Automated Auditory Brainstem Response ("AABR") devices were developed to automatically analyze the ABR waveform resulting from the auditory stimuli with computerized detection algorithms and statistical analysis. These devices can be used by any level of hospital personnel with a minimal amount of training and will deliver a clinically valid and accurate screen. The detection algorithms indicate a PASS or REFER result that requires no interpretation, thereby reducing staffing requirements, test times, and total hearing screening program costs. A REFER test result indicates that the patient should be referred to an Audiologist or Ear, Nose and Throat Physician ("ENT") for further diagnostic evaluation.

Otoacoustic emission ("OAE"). OAEs are sounds created by the active biomechanical processes within the sensory cells of the cochlea. They occur both spontaneously and in response to acoustic stimuli. OAE screening uses a probe placed in the ear canal to deliver auditory stimuli and to measure the response of the sensory cells with a sensitive microphone. OAE screening devices have technology that allows them to discriminate between randomly occurring OAEs, OAEs created by interfering room noise present in the test environment, and the OAEs that are a response to specific test stimuli. Automated OAE screening devices are capable of filtering non-specific OAEs in order to detect and analyze the OAEs that lead to an accurate screen of the infant's hearing. While a PASS test result indicates a proper functioning cochlea, a REFER test result indicates that the OAEs are absent or small compared to normal data. A REFER test result indicates that the patient should be referred to an Audiologist or ENT for further diagnostic evaluation. OAE technology is unable to detect hearing disorders affecting the neural pathways, such as auditory neuropathy. Estimates of the incidence rate of auditory neuropathy among hearing impaired newborns vary widely, but are thought to be in the range of 5% to 15%.

Newborn Hearing Screening Product Lines

Our newborn hearing screening product lines consist of the ALGO, ABaer, AuDX, and Echo-Screen newborn hearing screeners. These hearing screening products utilize proprietary signal detection technologies to provide accurate and non-invasive hearing screening for newborns and are designed to detect hearing loss at 35 dB nHL or higher. Each of these devices is designed to generate a PASS or REFER result.

- ***ALGO 5 and 3i Newborn Hearing Screeners.*** These AABR devices deliver thousands of soft audible clicks to the newborn's ears through sound cables and disposable earphones connected to the

instrument. Each click elicits an identifiable brain wave, which is detected by disposable electrodes placed on the head of the child and analyzed by the screening device. These devices use our proprietary AABR signal detection algorithm.

- ***ABaer Newborn Hearing Screener.*** The ABaer, which is a PC-based newborn hearing screening device, offers a combination of AABR, OAE, and diagnostic ABR technologies in one system. The automatic ABR technology utilizes our patented Point Optimized Variance Ratio ("POVR") signal detection algorithm developed by the House Ear Institute. Like our ALGO newborn hearing screeners, this device delivers thousands of soft audible clicks to the newborn's ears through sound cables and disposable earphones. Each click elicits an identifiable brain wave, which is detected by disposable electrodes placed on the head of the child and analyzed by the screening device. The ABaer OAE software is the same technology used in our AuDX product and the diagnostic ABR software is the same technology used in our Navigator diagnostic hearing assessment product.
- ***AuDX and Echo-Screen.*** Our AuDX product is a hand-held OAE screening device that can be used for newborn hearing screening, as well as for patients of all ages, from children through adults. Our Echo-Screen product is a hand-held combination AABR and OAE device for newborn screening that can also be used for children through adults in OAE-only mode. These devices record and analyze OAEs generated by the cochlea through sound cables and disposable ear probes inserted into the patient's ear canal. OAE technology is unable to detect hearing disorders affecting the neural pathways, such as auditory neuropathy.

Hearing Screening Supply Products

For infection control, accuracy, and ease of use, the supply products used with our newborn hearing screening devices are designed as single-use, disposable products. Each screening supply product is designed for a specific hearing screening technology.

- ***ABR Screening Supply Kits.*** Each ABR screen is carried out with single-use earphones and electrodes, which are alcohol and latex-free. The adhesives used in these supply products are specially formulated for use on the sensitive skin of newborns. To meet the needs of our customers we offer a variety of packaging options.
- ***OAE Supply Products.*** Each OAE screen is carried out with single-use ear tips that are supplied in a variety of sizes and packaging options.

Newborn Brain Injury

Overview

For many years, newborn infants admitted to the NICU of a hospital have routinely been monitored for heart activity, temperature, respiration, oxygen saturation, and blood pressure. Recently it has also been considered important to monitor brain activity using continuous EEG. A cerebral function monitor, utilizing amplitude-integrated EEGs ("aEEGs"), is a device for monitoring background neurological activity.

Neurological Assessment and Treatment Options

Early diagnosis of brain injury in newborns, when combined with early intervention, has been shown to reduce the severity of these brain injuries and in some cases, save the patient's life. These brain injuries, which can occur in as many as three out of every 1,000 newborns, are caused by conditions such as hypoxic ischemic encephalopathy ("HIE"), subclinical seizures, or neurological disorders. Diagnosing these conditions shortly after birth is imperative, as patients who undergo therapy within six hours after birth show a greater potential for improved outcomes. We believe that diagnoses utilizing aEEG technology can have a marked and positive impact upon the outcomes of some newborns suffering from brain injury.

Newborn Brain Injury Diagnostic Products

Our newborn brain injury diagnostic products record and display parameters that the neonatologist uses to diagnose neurological disorders or brain injury in the newborn. These devices continuously monitor and record brain activity, aiding in the detection and treatment of HIE and seizures. The devices also monitor the effects of drugs and other therapies on brain activity and improve the accuracy of newborn neurological assessments. They are used with electrodes attached to the head of the newborn to acquire an EEG signal that is then filtered, compressed, and displayed graphically on the device or as a hardcopy printout. The monitors have touch screens for easy navigation and onscreen keyboards for data entry at the bedside.

- ***Olympic Brainz Monitor***. The Olympic Brainz Monitor ("OBM") is our latest generation Cerebral Function Monitor ("CFM"). The device can be used in single channel, two-channel or three-channel modes to continuously monitor and record brain activity. The OBM displays up to three channels of both aEEG and EEG data. Sophisticated networking, archiving and viewing functions facilitate consultation among medical professionals. Continuous impedance and corresponding EEG signals are also displayed, aiding better clinical management of the newborn.
- ***Brainz BRM3***. The Brainz BRM3 is a bedside monitor that collects and measures electrical activity from both the right and left hemispheres of the brain. The monitor presents a simplified 2-channel EEG display, along with the option to view three channels of time-compressed amplified EEG's ("aEEG"), providing practitioners with the ability to monitor infants with a wider variety of neurological concerns when compared to single-channel EEG. Outside the U.S. the BRM3 is sold with an optional spike and event detection algorithm called Recognize.

Newborn Brain Injury Treatment

- ***Olympic Cool-Cap System.*** The Olympic Cool-Cap is the only FDA-approved device for the treatment of moderate to moderately-severe HIE. A four-year clinical trial for the Cool-Cap was completed in 2003, and the FDA approved the product in December 2006. The clinical trial validated the benefit of selective head cooling as a means of reducing the temperature of the brain to diminish the severity of brain injury resulting from HIE in newborns. The device conforms to the clinical trial protocol and is designed to assist the clinician in safely administering treatment, thereby preventing or significantly reducing the severity of neurological injury associated with HIE. The Olympic Cool-Cap brain cooling system uses a single-patient, disposable, cooling "cap" to continuously circulate sterile water to the patient during the 72-hour treatment period.

Thermoregulation

Overview

Incubators offer a controlled, consistent microenvironment for thermoregulation and humidification within a closed system to maintain skin integrity and body temperature. This controlled microenvironment reduces noise and light, supporting developmental care while still providing access for clinical staff and family. Closed incubators are used for premature or sick babies who need a thermal and developmental environment to thrive and grow in the NICU. Transport incubators are designed to offer a controlled environment during transport either intra-hospital from one care area to another within a hospital building or inter-hospital between hospitals. Open infant warmers are the preferred device for labor and delivery rooms and NICU admission.

Thermoregulation products

- ***Medix Incubators.*** Medix incubators provide high thermal performance with a double wall design. The NatalCare line of incubators includes easy to use control panels and features such as improved weighing functionality with automatic centering and an electronic tilting mechanism. The easy to clean, smooth design, and choice of options make these customizable incubators appropriate for different use environments.

- ***Medix Transport Incubators.*** Medix transport incubators are light in weight and easy to clean. They incorporate long lasting batteries and a choice of carts to meet the needs of different care environments.

Jaundice Management

Overview

The American Academy of Pediatrics estimates that each year 60% of the approximately four million newborns in the U.S. become jaundiced. According to the Journal of the American Medical Association, neonatal jaundice is the single largest cause for hospital readmission of newborns in the U.S., and accounts for 50% of readmissions. Because of the serious consequences of hyperbilirubinemia, the American Academy of Pediatrics recommends that all newborns be closely monitored for jaundice and has called for the physician to determine the presence or absence of an abnormal rate of hemolysis to establish the appropriate treatment for the newborn.

In 2004, the American Academy of Pediatrics issued new guidelines for the treatment of jaundice in newborns. The guidelines recommend phototherapy as the standard of care for the treatment of hyperbilirubinemia in infants born at 35 weeks or more of gestation. The guidelines further highlight the need for "intense" phototherapy, and specifically recommend the use of the "blue" light treatment incorporated into our neoBLUE products.

Jaundice Management Products

- ***neoBLUE Product Family.*** This product line consists of our neoBLUE, neoBLUE Mini, neoBLUE Cozy, and neoBLUE blanket devices, which utilize light emitting diodes ("LEDs") to generate a high-intensity, narrow spectrum of blue light that is clinically proven to be most effective in the treatment of newborn jaundice. Our neoBLUE phototherapy devices emit significantly less ultraviolet light and heat than conventional phototherapy devices, reducing the risk of skin damage and dehydration for infants undergoing treatment. Because of the high intensity of these lights, the treatment time associated with phototherapy is reduced.
- ***Medix MediLED™ Product Family.*** This product line from Medix includes a full-size, free-standing LED phototherapy system and a MediLED mini light to be used on top of an incubator or attached to the Medix radiant warmer. The MediLED incorporates an array of blue and white LEDs, while the mini system utilizes blue "super LEDs" that provide high intensity phototherapy.

Other Newborn Care Product Lines

Medical Devices. These products include devices such as: photometers, radiometers, patient warming lamps, neonatal heatshields, pediatric scales, blanket warming cabinets, exam lights, oxygen hoods, restraining boards, and our newborn circumstraint.

- ***Hawaii Medical Products.*** These single-use disposable products are sold into the NICU and nursery in hospitals. The Hawaii Medical line includes Gumdrop pacifiers, TootSweet sucrose solution, and NeatNick heel lancets, among a range of positioning devices, electrodes, and other newborn care products.
- ***Disposable Supplies.*** These products include other disposable supplies such as neonatal noise attenuators, phototherapy eye masks, and x-ray shields for reproductive organs.
- ***Newborn Screening Data Management Product Line.*** Our suite of newborn screening data management products consists of proprietary software that collects, tracks, manages, and reports newborn screening data to regional government health laboratories and national disease control centers. While all states have laws and/or regulations requiring newborn screening for metabolic disorders, the laws and regulations vary widely in the extent of screening required. Some states use tandem mass

spectrometry in their newborn metabolic screening programs, which increases the number of treatable disorders that can be detected. Revenue from installation and upgrades of our newborn screening data management systems is classified as devices and systems revenue, and revenue from maintenance contracts on the systems is classified as supplies and services revenue.

Diagnostic Hearing Assessment

Overview

We design and manufacture a variety of products used to screen for or diagnose hearing loss, or to identify abnormalities affecting the peripheral and central auditory nervous systems in patients of all ages. The technology used in most of these systems is either electrodiagnostic in nature or measures a response from the cochlea known as an OAE.

Electrodiagnostic systems record electrical activity generated in the central nervous system. An electrodiagnostic testing device delivers acoustic stimuli to the ears while electrodes placed on the scalp record the brain's electrical response. The most common auditory test performed with electrodiagnostic equipment is the ABR test. This test, which records brainwaves that correspond to responses from the inner ear and brainstem, is used to screen for and define hearing loss characteristics, particularly for patients who cannot reliably respond to standard behavioral tests of hearing, either verbally or through motor response. A technician with minimal training can operate an instrument that performs an automated ABR screening test. More advanced ABR testing techniques that either define the nature of the hearing loss or that screen for other auditory abnormalities such as an acoustic tumor, require the expertise of a trained clinician, usually an audiologist or an ENT physician, an understanding of the technology being used, and the ability to interpret complex waveforms that represent the brain's electrical activity.

In the follow up evaluation of newborns diagnosed with hearing impairment, the clinician can distinguish between hearing impairments caused by mechanical or sensory dysfunction of the ear versus auditory neuropathy. Recent studies confirm the importance of making this distinction, as appropriate treatments for these impairments differ. One study showed that for patients diagnosed with auditory neuropathy, approximately 15% reported some benefit from hearing aids for language learning, while improvement in speech comprehension and language acquisition was reported in 85% of patients who received cochlear implants.

Diagnostic Hearing Assessment Product Lines

Our diagnostic hearing assessment products consist of the Navigator Pro system, the Scout Sport portable diagnostic device, and the AuDX PRO.

- ***Navigator PRO.*** Our Navigator PRO for hearing assessment consists of a base system that is augmented by discrete software applications that are marketed as enhancements to the system. The Navigator Pro System is a PC-based, configurable device that utilizes evoked potentials, which are electrical signals recorded from the central nervous system that appear in response to repetitive stimuli, such as a clicking noise. The evoked potentials are used to record and display human physiological data associated with auditory and hearing-related disorders. The Navigator Pro System can be used for patients of all ages, from children to adults, including infants and geriatric patients. The device can be configured with additional proprietary software programs for various applications. These additional software programs include: MASTER, AEP, ABaer, and Scout.
- ***Scout SPORT.*** The Scout SPORT is a PC-based OAE system. The ultra-portable Scout Sport can be carried from one computer to another to test in different locations. For office-based environments, the Scout Sport can be used with a dedicated notebook computer to create an independent portable system.
- ***AuDX PRO.*** The AuDX PRO is a hand-held OAE screening device with a large color display that can be used for patients of all ages. The AuDX PRO records and analyzes OAEs generated by the cochlea through sound cables and disposable ear probes inserted into the patient's ear canal.

Diagnostic Hearing Supply Products

For infection control, accuracy, and ease of use, most supply products used with our diagnostic hearing devices and systems are designed as single-use, disposable products. Each screening supply product is designed for a specific diagnostic hearing technology, and is similar in nature to our previously described OAE supply products for use in newborn hearing screening.

Balance and Mobility

Overview

Balance is an ability to maintain the line of gravity of the body within the base of support with minimal postural sway. Maintaining balance requires coordination of input from multiple sensory systems including the vestibular (i.e. inner ear), somatosensory (i.e. touch, temperature, body position), and visual systems. Balance disorders impact a large percentage of the population in all age ranges from children to adults. Common complaints include dizziness, vertigo, or an inability to walk or drive a vehicle, which can all lead to the curtailment of daily life activities. These symptoms are exacerbated in elderly patients and can result in falls, orthopedic injuries, and sometimes death.

Balance problems are difficult to diagnose and treat because they can be caused by a combination of diseases or movement dysfunctions. Healthcare professionals who take a traditional clinical approach to the examination and treatment of balance problems typically explore one component of the balance system at a time. This approach often requires patients to consult multiple specialists, leading to patient dissatisfaction and increased health care costs, frequently without achieving an optimal outcome.

We believe the most effective strategy for diagnosing and treating balance disorders is an evidence-based, multidisciplinary approach applying a broad range of patient information. Our Balance Manager systems are designed to facilitate the assessment and management of complex balance problems in the context of the total patient to support this process. These systems are used in a broad spectrum of medical disciplines including otolaryngology, neurology, physiatry, orthopedics/sports medicine, geriatrics, and physical rehabilitation.

Balance and Mobility Products

Our principal balance and mobility products are sold under the Neurocom brand:

- ***EquiTest.*** Proprietary protocols in the EquiTest family of devices objectively quantify and differentiate among sensory, motor, and central adaptive impairments to balance control. This approach is commonly referred to as computerized dynamic posturography (“CDP”). CDP is complementary to clinical tests designed to localize and categorize pathological mechanisms of balance disorders in that it can identify and differentiate the functional impairments associated with the identified disorders.
- ***Balance Master.*** A family of devices providing objective assessment and retraining of the sensory and voluntary motor control of balance. With visual biofeedback on either a stable or dynamic support surface and in a stable or dynamic visual environment, the clinician can both assess and retrain patients performing tasks ranging from essential daily living activities through high-level athletic skills. The objective data captured by the device supports the design of effective treatment and/or training programs focused on the specific sensory and motor components underlying a patient’s functional limitations.
- **VSR and VSR Sport.** The VSR provides objective assessment of sensory and voluntary motor control of balance with visual biofeedback. The VSR system is ideal for use in the rehabilitation balance program model. The VSR Sport is designed specifically for the athletic market as part of a concussion management program. It is portable, easy-to use and offers athletic trainers, sports medicine practitioners, and other sport professionals the data needed to make objective return-to-play decisions without relying on subjective evaluation.

- ***inVision.*** Our inVision device incorporates a set of proprietary diagnostic tests that quantify a patient's ability to maintain visual acuity and stable gaze while actively moving the head. The objective information enables the clinician to assess the patient's ability to live and move safely in a dynamic world and to participate in daily-life functions such as driving, walking through a grocery store, or actively engaging in family activities.

Segment and Geographic Information

We operate in one reportable segment in which we provide healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments in newborn care, hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and balance and mobility disorders.

Our end-user customer base includes hospitals, clinics, laboratories, physicians, nurses, audiologists, and governmental agencies. Most of our international sales are to distributors, who in turn, resell our products to end users or sub-distributors.

Information regarding our sales and long-lived assets in the U.S. and in countries outside the U.S. is contained in *Note 16—Segment, Customer and Geographic Information* of our consolidated financial statements included in this report and is incorporated in this section by this reference.

Revenue by Product Family and Product Category

For the years ended December 31, 2012, 2011 and 2010, revenue from our product families as a percent of total revenue was approximately as follows:

	Year Ended December 31,		
	2012	2011	2010
Neurology	56%	43%	45%
Newborn Care and Other	44%	57%	55%
Total	100%	100%	100%

We also look at revenue as either being generated from sales of Devices and Systems, which are generally non-recurring, or related Supplies and Services, which are generally recurring. The products that are attributable to these categories are described above. Revenue from Devices and Systems, and Supplies and Services, as a percent of total revenue for the years ending December 31, 2012, 2011 and 2010 is as follows:

	Year Ended December 31,		
	2012	2011	2010
Devices and Systems	60%	63%	62%
Supplies and Services	39%	35%	36%
Other	1%	2%	2%
Total	100%	100%	100%

In 2012, 2011 and 2010, sales to no single end-user customer comprised more than 10% of our revenue, and revenue from services was less than 10% of our revenue.

Backlog

As of December 31, 2012, our backlog was approximately $10.7 million, compared to $8.2 million at December 31, 2011 and $6.0 million at December 31, 2010.

Marketing and Sales

Marketing

Our marketing strategy differentiates our products by their level of quality, performance, and customer benefit. We educate customers and potential customers worldwide about our products through several traditional methods, including, but not limited to:

- Trade conference exhibits;
- Direct presentations to healthcare professionals;
- Publications in professional journals and trade magazines;
- The Internet via our website, *www.natus.com;*
- Print and direct mail advertising campaigns; and
- Sponsorship of and participation in clinical education seminars and workshops.

A key element of our marketing strategy involves educational efforts directed at government agencies, physicians, and clinicians about the benefits of universal screening in terms of patient outcomes and long-term treatment costs.

Domestic Direct and Distributor Sales

We sell our products in the United States primarily through a direct sales organization. We believe this direct sales organization allows us to maintain a higher level of customer service and satisfaction than would otherwise be possible by other distribution methods. We also sell certain products under private label and distribution arrangements.

Domestic revenue as a percent of total revenue was 56%, 56%, and 58% in 2012, 2011 and 2010, respectively.

International Direct and Distributor Sales

We sell some of our products outside the U.S. through direct sales channels in Canada and in the French and German speaking regions of Europe, in Denmark, and in parts of Latin America; we sell other products in those regions and into more than 100 other countries through a distributor sales channel.

International revenue as a percent of total revenue was 44%, 44%, and 42% in 2012, 2011 and 2010, respectively.

We sell products to our distributors under substantially the same terms as sales through our direct sales channels. Terms of sales to international distributors are generally EXW, reflecting that goods are shipped “ex works,” in which title and risk of loss are assumed by the distributor at the shipping point. Distributors are generally given exclusive rights in their territories to purchase products from Natus and resell to end users or sub distributors. Our distributors typically perform marketing, sales, and technical support functions in their respective markets. Each distributor may sell Natus products to their customer directly, via other distributors or resellers, or both. We actively train our distributors in product marketing, selling, and technical service techniques.

Seasonality in Revenue

We experience seasonality in our revenue. Our revenue typically drops from our fourth quarter to our first quarter. This seasonality results from the purchasing habits of our hospital-based customers, whose purchases are

often governed by calendar year budgets, and the manner in which our direct sales force is compensated, as their compensation is based on annual sales plans that are tied to our December year end.

Group Purchasing Organizations

More than 90% of the hospitals in the U.S. are members of group purchasing organizations ("GPO"s), which negotiate volume purchase agreements for member hospitals, group practices, and other clinics. Direct purchases by GPO members accounted for approximately 10%, 12% and 18% of our revenue in 2012, 2011 and 2010, respectively.

Third-Party Reimbursement

In the U.S., health care providers generally rely on third-party payors, including private health insurance plans, federal Medicare, state Medicaid, and managed care organizations, to reimburse all or part of the cost of the procedures they perform. Third-party payors can affect the pricing or the relative attractiveness of our products by regulating the maximum amount of reimbursement these payors provide for services utilizing our products. For this reason, we are not able to measure a reimbursement success rate for our products.

Customer Service and Support

We generally provide a one-year warranty on our medical device products. We also sell extended service agreements on our medical device products. Service, repair, and calibration services for our domestic customers are provided by Company-owned service centers and our field service specialists. Service for our international customers is provided by a combination of our Company-owned authorized service centers, third-party vendors on a contract basis, and our distribution partners.

Manufacturing

Other companies manufacture a significant portion of the components used in our products; however, we perform final assembly, testing, and packaging of most of the devices ourselves to control quality and manufacturing efficiency. We also use contract vendors to manufacture some of our disposable supply and medical device products. We perform regular quality audits of these vendors.

We purchase materials and components from qualified suppliers that are subject to our quality specifications and inspections. We conduct quality audits of our key suppliers, several of which are experienced in the supply of components to manufacturers of finished medical devices, or supplies for use with medical devices. Most of our purchased components are available from more than one supplier.

Our manufacturing, service, and repair facilities are subject to periodic inspection by federal, state, and foreign regulatory authorities. Our quality assurance system is subject to regulation by the FDA and other state government agencies. We are required to conduct our product design, testing, manufacturing, and control activities in conformance with the FDA's quality system regulations and to maintain our documentation of these activities in a prescribed manner. In addition, our production facilities have received ISO 13485 certification. ISO 13485 certification standards for quality operations have been developed to ensure that medical device companies meet the standards of quality on a worldwide basis. We have also received the EC Certificate pursuant to the European Union Medical Device Directive 93/42/EEC, which allows us to place a CE mark on our products.

Research and Development

We are committed to introducing new products and supporting current product offerings in our markets through a combination of internal as well as external efforts that are consistent with our corporate strategy.

Internal product development capabilities. We believe that product development capabilities are essential to provide our customers with new product offerings. We plan to leverage our core technologies by introducing product line extensions as well as new product offerings.

Partnerships that complement our expertise. We continue to seek strategic partners in order to develop products that may not otherwise be available to us. By taking advantage of our core competencies, we believe that we can bring products to market in an efficient manner and leverage our distribution channels.

New opportunities through technology acquisition. We continue to evaluate new, emerging, and complementary technologies in order to identify new product opportunities. With our knowledge of our current markets we believe that we can effectively develop technologies into successful new products.

Our research and development expenses were $30.0 million or 10.3% of total revenue in 2012, $25.6 million or 11% of total revenue in 2011, and $21.3 million or 9.7% of total revenue in 2010.

Proprietary Rights

We protect our intellectual property through a combination of patent, copyright, trade secret, and trademark laws. We attempt to protect our intellectual property rights by filing patent applications for new features and products we develop. We enter into confidentiality or license agreements with our employees, consultants, and corporate partners, and seek to control access to our intellectual property, distribution channels, documentation, and other proprietary information. However, we believe that these measures afford only limited protection.

The intellectual rights to some of the original patents for technology incorporated into our products are now in the public domain. However, we do not consider these patents, or any currently viable patent or related group of patents, to be of such importance that their expiration or termination would materially affect our business.

We capitalize the cost of purchased technology and intellectual property, as well as certain costs incurred in obtaining patent rights, and amortize these costs over the estimated economic lives of the related assets.

Competition

We sell our products in competitive and rapidly evolving markets. We face competition from other companies in all of our product lines. Our competitors range from small privately-held companies to multinational corporations and their product offerings vary in scope and breadth. We do not believe that any single competitor is dominant in any of our product lines.

We derive a significant portion of our revenue from the sale of disposable supplies that are used with our medical devices. In the U.S., we sell our supply products in a mature market. Because these products can generate high margins, we expect that our products, particularly our hearing screening supply products, could face increasing competition, including competitors offering lower prices, which could have an adverse effect on our revenue and margins.

We believe the principal factors that will draw clinicians and other buyers to our products, include:

- Level of specificity, sensitivity, and reliability of the product;
- Time required to obtain results with the product, such as to test for or treat a clinical condition;
- Relative ease of use of the product;
- Depth and breadth of the products features;
- Quality of customer support for the product;
- Frequency of product updates;

- Extent of third-party reimbursement of the cost of the product or procedure;
- Extent to which the products conform to standard of care guidelines; and
- Price of the product.

We believe that our primary competitive strength relates to the functionality and reliability of our products. Different competitors may have competitive advantages in one or more of the categories listed above and they may be able to devote greater resources to the development, promotion, and sale of their products.

Government Regulation

FDA's Premarket Clearance and Approval Requirements

Unless an exemption applies, the medical devices we sell in the United States, with the exception of some disposable products, must first receive one of the following types of FDA premarket review authorizations under the Food, Drug, and Cosmetics Act, as amended:

- Clearance via Section 510(k); or
- Premarket approval via Section 515 if the FDA has determined that the medical device in question poses a greater risk of injury.

The FDA's 510(k) clearance process usually takes from three to 12 months, but can take longer. The process of obtaining premarket approval via Section 515 is much more costly, lengthy, and uncertain. Premarket approval generally takes from one to three years, but can take longer. We cannot be sure that the FDA will ever grant either 510(k) clearance or premarket approval for any product we propose to market in the United States.

The FDA decides whether a device must undergo either the 510(k) clearance or premarket approval process based upon statutory criteria. These criteria include the level of risk that the Agency perceives to be associated with the device and a determination of whether the product is a type of device that is substantially equivalent to devices that are already legally marketed. The FDA places devices deemed to pose relatively less risk in either Class I or Class II, which requires the manufacturer to submit a premarket notification requesting 510(k) clearance, unless an exemption applies. The premarket notification under Section 510(k) must demonstrate that the proposed device is substantially equivalent in intended use and in safety and effectiveness to a previously cleared 510(k) device or a device that was in commercial distribution before May 28, 1976 for which the FDA has not yet called for the submission of premarket approval applications.

The FDA places devices deemed to pose the greatest risk, such as life-sustaining, life-supporting or implantable devices, or devices deemed to be not substantially equivalent to a predicate device, in its Class III classification. The FDA requires these devices to undergo the premarket approval process via Section 515 in which the manufacturer must prove the safety and effectiveness of the device. A premarket approval application must provide extensive pre-clinical and clinical trial data.

The FDA may require results of clinical trials in support of a 510(k) submission and generally requires clinical trial results for a premarket approval application. In order to conduct a clinical trial on a significant-risk device, the FDA requires manufacturers to apply for and obtain, in advance, an investigational-device exemption. The investigational-device exemption application must be supported by appropriate data, such as animal and laboratory testing results. If the FDA and the Institutional Review Boards at the clinical trial sites approve the investigational-device exemption application for a significant-risk device, the manufacturer may begin the clinical trial. An investigational-device exemption approval provides for a specified clinical protocol, including the number of patients and study sites. If the manufacturer deems the product a non-significant risk device, the product will be eligible for more abbreviated investigational-device exemption requirements. If the Institutional Review Boards at the clinical trial sites concur with the non-significant risk determination, the manufacturer may begin the clinical trial.

We received approval for our Olympic Cool-Cap product as a Class III device from the FDA through the premarket approval process. Most of our other products have been cleared by the FDA as Class II devices. Some of our disposable products and newborn care products, such as our neonatal headshields and oxygen delivery systems, have received FDA clearance as Class I devices.

FDA Regulation

Numerous FDA regulatory requirements apply to our products. These requirements include:

- FDA quality system regulations which require manufacturers to create, implement, and follow design, testing, control, documentation, and other quality assurance procedures;
- Medical device reporting regulations, which require that manufacturers report to the FDA certain types of adverse and other events involving their products; and
- FDA general prohibitions against promoting products for unapproved uses.

Class II and III devices may also be subject to special controls applied to them, such as performance standards, post-market surveillance, patient registries, and FDA guidelines that may not apply to Class I devices. We believe we are in compliance with applicable FDA guidelines, but we could be required to change our compliance activities or be subject to other special controls if the FDA changes existing regulations or adopts new requirements.

We are subject to inspection and market surveillance by the FDA to determine compliance with regulatory requirements. If the FDA finds that we have failed to adequately comply, the Agency can institute a wide variety of enforcement actions, including:

- Issuance of a Form 483 citation;
- Fines, injunctions, and civil penalties;
- Recall or seizure of our products;
- Issuance of public notices or warnings;
- Imposition of operating restrictions, partial suspension, or total shutdown of production;
- Refusal of our requests for 510(k) clearance or pre-market approval of new products;
- Withdrawal of 510(k) clearance or pre-market approval already granted; or
- Criminal prosecution.

The FDA also has the authority to require us to repair, replace, or refund the cost of any medical device manufactured or distributed by us.

Other Regulations

We also must comply with numerous additional federal, state, and local laws relating to matters such as safe working conditions, manufacturing practices, environmental protection, biohazards, fire hazard control, and hazardous substance disposal. We believe we are currently in compliance with such regulations.

Countries outside of the U.S. regulate medical devices in a manner similar to that of the FDA. Our manufacturing facilities are subject to audit and have been certified to be ISO 13485:2003, Medical Device Directive 93/42/EEC, and CMDCAS compliant, which allows us to sell our products in Canada, Europe, and other territories around the world. Our manufacturing facilities in North America are subject to ISO 13485 inspections by our notified body, British Standards Institution Management Systems, and by other notified bodies

outside of North America. We plan to seek approval to sell our products in additional countries, while maintaining our current approvals. The time and cost of obtaining new, and maintaining existing, market authorizations from countries outside of North America, and the requirements for licensing products in these countries may differ significantly from FDA requirements.

Employees

On December 31, 2012, we had approximately 1,028 full time employees worldwide. In Argentina, some of our production employees are represented by labor unions and our employees in Germany have established a works council. We have not experienced any work stoppages and consider our relations with our employees to be good.

Executive Officers

The following table lists our executive officers and their ages as of April 8, 2013:

Name	Age	Position(s)
James B. Hawkins	57	Chief Executive Officer and Director
John T. Buhler	52	President and Chief Operating Officer
Jonathan Kennedy	42	Senior Vice President and Chief Financial Officer
Austin F. Noll, III	46	Vice President and General Manager, Neurology SBU
Kenneth M. Traverso	52	Vice President and General Manager, Newborn Care SBU
Steven J. Murphy	61	Vice President Finance
D. Christopher Chung, M.D.	49	Vice President Medical Affairs, Quality & Regulatory

James B. Hawkins has served as Chief Executive Officer, and as a member of the Board of Directors, since joining Natus in April 2004, and formerly as President from April 2004 through January 2011. Mr. Hawkins has over 25 years of combined medical device and financial management experience. Prior to joining Natus, he was President and Chief Executive Officer of Nasdaq-traded Invivo Corporation for 19 years. Invivo Corporation, a maker of multi-parameter vital sign monitoring equipment used in hospitals, was acquired in early 2004 by Intermagnetics General Corporation. He earned a Bachelor of Commerce degree, specialized in Management from Santa Clara University and a Masters of Business Administration—Finance degree from San Francisco State University. Mr. Hawkins is a Director of Iridex Corp.

John T. Buhler has served as President and Chief Operating Officer since February, 2011. Mr. Buhler was employed by Avantis Medical Systems as President and Chief Executive officer from January 2011 to February 2011. He held various positions at SenoRx from May 2008 through July 2010, including President and Chief Executive Officer from March 2010 through July 2010, President and Chief Operating Officer from October 2009 to March 2010, Senior Vice President and Chief Commercial Officer from April 2009 to October 2009, Vice President of Global Sales and Business Development from October 2008 until April 2009, and Vice President of International Sales and Business Development from May 2008 until October 2008. CR Bard acquired SenoRx in July 2010 and Mr. Buhler served as consultant to CR Bard from July 2010 through December 2010. From August 2005 to May 2008, Mr. Buhler served as President and Chief Executive Officer at Ultrasonix Medical Corporation, a privately held manufacturer of diagnostic ultrasound imaging equipment. From 1998 to 2005, Mr. Buhler held various positions at General Electric, last serving as Vice President and General Manager of GE's Ultrasound Performance Technologies Division in Shanghai, China.

Jonathan Kennedy joined Natus on April 8, 2013 as Senior Vice President and Chief Financial Officer. Mr. Kennedy was previously employed by Intersil Corporation, where he served as Senior Vice President and Chief Financial Officer from April 2009 to March 2013, Interim Chief Financial Officer from December 2008 to April 2009, Corporate Controller from April 2005 to December 2008, and Director of Finance from June 2004 to April 2005. Prior to that time Mr. Kennedy served as Director of Finance and Information Technology of Alcon,

Inc. from July 2000 to June 2004 and held various finance and information technology positions at Autonomous Technologies and Harris Corporation. He received a Bachelor of Science degree in Business Administration and a Masters in Science in Accounting from University of Central Florida. Mr. Kennedy is a certified public accountant.

Austin F. Noll, III joined Natus in August 2012 as Vice President and General Manager, Neurology Strategic Business Unit. Mr. Noll has over 24 years' experience in the medical device industry. Mr. Noll previously served as President & CEO of Simpirica Spine, a California-based start-up company that developed and is commercializing a device for spinal stabilization. Prior to joining Simpirica Spine, Mr. Noll was President & CEO of NeoGuide Systems, a medical robotics company acquired by Intuitive Surgical in 2009. Prior to joining NeoGuide Systems, Mr. Noll held various positions at Medtronic over a 13-year period, where he served as the Vice President and General Manager of the Powered Surgical Solutions and the Neurosurgery businesses. Before Medtronic, he held sales positions at C.R. Bard and Baxter Healthcare. He received a Bachelor of Science degree in Business Administration from Miami University and a Master's in Business Administration from the University of Michigan.

Kenneth M. Traverso has served as our Vice President and General Manager, Newborn Care Strategic Business Unit since December 2012. He served as Vice President Marketing and Sales from April 2002 to December 2012. From September 2000 to April 2002, he served as our Vice President Sales. From October 1999 to July 2000, Mr. Traverso served as President of DinnerNow.com Inc., an internet aggregator for the restaurant industry. From January 1998 to September 1999, Mr. Traverso served as Vice President Sales, Western Region of Alere Medical, an outpatient chronic disease management company. From May 1995 to January 1998, Mr. Traverso served as Vice President Marketing and Sales of AbTox, Inc., a low temperature sterilization company. From August 1990 to May 1995, Mr. Traverso served in various capacities at Natus, including Vice President Sales. From September 1984 to July 1990 Mr. Traverso served various positions at Nellcor, a medical device company, including Regional Sales Manager, Western Region. Mr. Traverso holds a Bachelor of Science degree in Administration & Marketing from San Francisco State University.

Steven J. Murphy has served as our Vice President Finance since June 2003, and Chief Financial Officer from February 2006 to April 2013, and joined Natus in September 2002 as Director of Finance. From February 2002 through September 2002, Mr. Murphy was interim Controller at Travel Nurse International, a temporary staffing firm that was acquired by Medical Staffing Network in December 2002. From October 1998 through January 2002, Mr. Murphy was Controller of AdvisorTech Corporation, an international software development company providing IT-based solutions in the field of investments, where he was responsible for financial reporting of domestic, Asian and European operations with significant reporting responsibilities to the board of directors and investor groups. From 1996 to 1998 he was Vice President Finance of RWS Group, LLC, an international service company providing management of language-related projects. Mr. Murphy holds a Bachelor of Science degree in Business Administration from California State University, Chico. Mr. Murphy is a certified public accountant.

D. Christopher Chung, M.D., has served as our Vice President Medical Affairs, Quality and Regulatory since June 2011. From June 2003 until June 2011, Dr. Chung also served as our Vice President R&D and Engineering. Dr. Chung served as our Medical Director from October 2000 to February 2003. From 2000 to 2010, Dr. Chung served as a Pediatric Hospitalist at the California Pacific Medical Center in San Francisco. From June 1997 to June 2000, Dr. Chung trained as a pediatric resident at Boston Children's Hospital and Harvard Medical School. From May 1986 to July 1993, Dr. Chung worked as an Engineer at Nellcor, a medical device company. Dr. Chung holds a Bachelor of Arts degree in Computer Mathematics from the University of Pennsylvania and a Doctor of Medicine degree from the Medical College of Pennsylvania-Hahnemann University School of Medicine. He is board certified in Pediatrics and is a Fellow of the American Academy of Pediatrics.

Other Information

Natus was incorporated in California in May 1987 and reincorporated in Delaware in August 2000.

We maintain corporate offices at 1501 Industrial Road, San Carlos, California 94070. Our telephone number is (650) 802-0400. We maintain a corporate website at www.natus.com. References to our website address do not constitute incorporation by reference of the information contained on the website, and the information contained on the website is not part of this document.

We make available, free of charge on our corporate website, copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, and all amendments to these reports, as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act. We also show detail about stock trading by corporate insiders by providing access to SEC Forms 3, 4 and 5. This information may also be obtained from the SEC's on-line database, which is located at www.sec.gov. Our common stock is traded on the Nasdaq Stock Market under the symbol "BABY".

ITEM 1A. Risk Factors

We have completed a number of acquisitions and expect to complete additional acquisitions in the future. There are numerous risks associated with acquisitions and we may not achieve the expected benefit of any of our acquisitions

Our acquisitions of products, technology assets, or businesses may have a negative impact on our business if we fail to achieve the anticipated financial, strategic, and other benefits of acquisitions or investments, and our operating results may suffer because of this.

Our significant acquisitions are as follows: Neometrics in 2003; Fischer-Zoth in 2004; Bio-logic, Deltamed, and Olympic in 2006; Xltek in 2007; Sonamed, Schwarzer Neurology, and Neurocom in 2008; Hawaii Medical and Alpine Biomed in 2009, Medix in 2010, Embla in 2011 and Nicolet in 2012.

We expect to continue to pursue opportunities to acquire other businesses in the future. The acquisitions that we have completed may not result in improved operating results for us, or in our achieving a financial condition superior to that which we would have achieved had we not completed them. Our results of operations may be adversely impacted by costs associated with our acquisitions, including one-time charges associated with restructurings. Further, our acquisitions could fail to produce the benefits that we anticipate, or could have other adverse effects that we currently do not foresee. In addition, some of the assumptions that we have relied upon, such as achievement of operating synergies, may not be realized. In this event, one or more of the acquisitions could result in reduced earnings of Natus as compared to the earnings that would have been achieved by Natus if the acquisition had not occurred.

We have assumed contingent obligations associated with earnout provisions in some of our acquisitions. We believe these provisions help us to negotiate mutually agreeable purchase terms between us and the sellers. However, a disagreement between us and a seller about the terms of an earnout provision could result in our paying more for an acquisition than we intended. For example, such disagreements arose in connection with our acquisitions of Alpine Biomed and Schwarzer Neurology. Although we resolved these disputes under terms that were not unfavorable to us, we cannot be assured of such outcomes in the future.

We used a significant portion of our existing cash resources, in addition to borrowing under our credit facility, to complete the acquisition of the Nicolet business from CareFusion. This usage of cash will have an adverse impact on our liquidity, and will force us to place more reliance on cash flow from operations for our liquidity. If our cash flow from operations is not sufficient for our needs, our business could be adversely impacted.

If our cash flow from operations is not sufficient for our needs, our business could be adversely affected. If we are required to seek additional external financing to support our need for cash to fund future acquisitions, we may not have access to financing on terms that are acceptable to us, or at all. Alternatively, we may feel compelled to access additional financing on terms that are dilutive to existing holders of our common stock or that include covenants that restrict our business, or both. If the recent lack of liquidity in credit markets persists into the future, our ability to obtain debt financing for future acquisitions may be impaired.

If we fail to successfully manage the combined operations of Natus and the businesses we have acquired, we may not realize the potential benefits of our acquisitions. Our corporate headquarters are located in San Carlos, California. We also have the following operating divisions: Olympic in Washington; Neurocom in Oregon; Bio-logic in Illinois; Embla and Neometrics in New York; Nicolet in Wisconsin; Xltek in Canada; Medix in Argentina; Alpine Biomed in Denmark; Fischer-Zoth, Schwarzer Neurology, IT-Med, and Alpine Biomed Germany (collectively "Natus Europe") in Germany; and Deltamed and Alpine Biomed France (collectively "Natus France") in France. If we fail to manage these disparate operations effectively, our results of operations could be harmed, employee morale could decline, key employees could leave, and customers could cancel existing orders or choose not to place new ones. In addition, we may not achieve the synergies or other benefits of these and future acquisitions that we anticipate. We may encounter the following additional difficulties and delays involved in integrating and managing these operations, and the operations of companies we may acquire:

- Failure of customers to continue using the products and services of the combined company;
- Failure to successfully develop the acquired technology into the desired products or enhancements;
- Assumption of unknown liabilities;
- Failure to understand products or technologies with which we have limited previous experience;
- Failure to compete effectively in new markets;
- Decreased liquidity, restrictive bank covenants, and incremental financing costs associated with debt we may incur to complete future acquisitions; and
- Diversion of the attention of management from other ongoing business concerns.

Our reported operating results may suffer because of impairment charges incurred to write down the carrying amount of intangible assets, including goodwill, generated as a result of the acquisitions.

Our growth in recent years has depended substantially on the completion of acquisitions and we may not be able to complete acquisitions of this nature or of a relative size in the future to support a similar level of growth

The acquisitions that we have completed have been the primary source of our growth in revenue in recent years. We expend considerable effort in seeking to identify attractive acquisition candidates and, upon doing so, to convince the potential target to consider a sale to us and, ultimately, to negotiate mutually agreeable acquisition terms. If we are not successful in these efforts in the future, our growth rate will not increase at a rate corresponding to that which we have achieved in recent years. Further, as we grow larger it will be necessary to complete the acquisition of larger companies and product lines to support a growth similar to that which we have achieved in the past. The market for attractive acquisitions is competitive and others with greater financial resources than we have may be better positioned than we are to acquire desirable targets. Further, we may not be able to negotiate acquisition terms with target companies that will allow us to achieve positive financial returns from the transaction.

We have not filed with the SEC a timely amended Current Report on Form 8-K with respect to our Nicolet acquisition, and we did not file our Annual Report on Form 10-K for 2012 on a timely basis, which could adversely affect our ability to complete a registered offering of our securities

We have determined that as a result of our acquisition of Nicolet in July 2012 we were required to file with the Securities and Exchange Commission an amended Current Report on Form 8-K containing certain audited

financial statements of the acquired business. We did not complete the preparation of the required financial statements prior to the due date and are currently in the process of preparing these financial statements. Until these financial statements are submitted, we will not be able to file certain registration statements under the Securities Act of 1933 ("Securities Act") for public offerings of our securities, and thus will be unable to raise capital, or otherwise issue registered securities, in a public offering under the Securities Act. In addition, even after the filing of the amended report containing such financial statements, as a result of this delay and our failure to file our Annual Report on Form 10-K for 2012 on a timely basis, we may be ineligible for a period of 12 months following the due date of this Annual Report on Form 10-K, report to use a Registration Statement on Form S-3 to register securities. Were we to seek to issue securities in a public offering during this 12 month period it could be more costly and time consuming for us to do so as a result of the inability to use this abbreviated form of registration statement.

Adverse economic conditions in markets in which we operate may harm our business

Unfavorable changes in U.S. and international economic environments may adversely affect our business and financial results. Economic conditions in the countries in which we operate and sell products worsened and global financial markets subsequently experienced significant volatility and declines throughout much of 2009. Although these conditions have improved somewhat, unfavorable conditions continue to impact the U.S. and European economies. We are unable to foresee when, or if, these factors might return to historical levels. During challenging economic times, and in tight credit markets, our customers may delay or reduce capital expenditures. This could result in reductions in sales of our products, longer sales cycles, difficulties in collection of accounts receivable, slower adoption of new technologies, and increased price competition, all of which could impact our results of operations and financial condition. In addition, we expect these factors will cause us to be more cautious in evaluating potential acquisition opportunities, which could hinder our ability to grow through acquisition while these conditions persist.

We have initiated changes to our information systems that could disrupt our business and our financial results

We plan to continuously improve our information systems to support the form, functionality, and scale of our business. These types of transitions frequently prove disruptive to the underlying business of an enterprise and may cause us to incur higher costs than we anticipate. Failure to manage a smooth transition to the new systems and the ongoing operations and support of the new systems could materially harm our business operations.

For example, we are currently in the process of implementing the rollout of a world-wide, single-platform enterprise resource planning ("ERP") application including customer relationship management, product lifecycle management, demand management, consolidation and financial statement generation, and business intelligence. In 2012 we implemented this application in our North American operations, exclusive of the operations of Nicolet. We faced unexpected challenges in preparing our financial statements on a timely basis for the third and fourth quarters of 2012 that were resolved only by devoting additional resources to the close. We may experience difficulties in the implementation of the ERP in our operations outside of North America, which we plan to do in 2013, and we may fail to gain the efficiencies the implementation is designed to produce within the anticipated timeframe. The implementation could also be disruptive to our operations, including the ability to timely ship and track product orders to customers, project inventory requirements, manage our supply chain and otherwise adequately service our customers. Until we have completed this world wide implementation, we will be dependent on multiple platforms.

If we do not remediate a material weakness in our internal control over financial reporting, the accuracy and timeliness of our financial reporting may be adversely affected

Under Section 404 of the Sarbanes-Oxley Act of 2002 and rules promulgated by the SEC, companies are required to conduct a comprehensive evaluation of their internal control over financial reporting. As part of this

process, we are required to document and test our internal control over financial reporting; our management is required to assess and issue a report concerning our internal control over financial reporting; and our independent registered public accounting firm is required to attest to and report on the effectiveness of our internal control over financial reporting. Management's assessment of our internal control over financial reporting as of December 31, 2012, identified a control deficiency related to our implementation of the ERP application mentioned above that we and our independent registered public accounting firm regard as a material weakness. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected and corrected on a timely basis. This material weakness is more fully described in *Item 9A. Controls and Procedures—Management's Report on Internal Control Over Financial Reporting*. As further discussed in Item 9A, we are developing and implementing new control procedures regarding the roll out of the ERP outside of the U.S., and we are taking steps to remediate this material weakness as it relates to the implementation in the U.S. We will need to monitor and evaluate these procedures to ensure that they are operating effectively. We may be at risk for future material weaknesses, particularly if these new procedures do not operate effectively. The existence of this material weakness and of any other ineffective controls over our financial reporting could result in one or all of the following:

- Restatement of previously filed financial statements;
- Failure to meet our reporting obligations;
- Inability to efficiently raise capital through an equity offering;
- Loss of investor confidence; and
- Negative impact on the trading price of our common stock.

Future changes in technology or market conditions could result in adjustments to our recorded asset balance for intangible assets, including goodwill, resulting in additional charges that could significantly impact our operating results

Our balance sheet includes significant intangible assets, including goodwill and other acquired intangible assets. The determination of related estimated useful lives and whether these assets are impaired involves significant judgment. Our ability to accurately predict future cash flows related to these intangible assets might be hindered by events over which we have no control. Due to the highly competitive nature of the medical device industry, new technologies could impair the value of our intangible assets if they create market conditions that adversely affect the competitiveness of our products. Further, declines in our market capitalization may be an indicator that our intangible assets or goodwill carrying values exceed their fair values which could lead to potential impairment charges that could impact our operating results. For example, in 2011 we recorded a $20 million goodwill impairment charge related to our European reporting unit.

We may not be able to preserve the value of our intellectual property because we may not be able to protect access to it or we may lose our intellectual property rights due to expiration of our licenses or patents

If we fail to protect our intellectual property rights or if our intellectual property rights do not adequately cover the technology we employ, other medical device companies could sell products with features similar to ours, and this could reduce demand for our products. We protect our intellectual property through a combination of patent, copyright, trade secret and trademark laws. Despite our efforts to protect our proprietary rights, others may attempt to copy or otherwise improperly obtain and use our products or technology. Policing unauthorized use of our technology is difficult and expensive, and we cannot be certain that the steps we have taken will prevent misappropriation. Our means of protecting our proprietary rights may be inadequate. Enforcing our intellectual property rights could be costly and time consuming and may divert our management's attention and resources. Failing to enforce our intellectual property rights could also result in the loss of those rights.

If health care providers are not adequately reimbursed for procedures conducted with our devices or supplies, or if reimbursement policies change adversely, we may not be successful marketing and selling our products or technologies

Clinicians, hospitals, and government agencies are unlikely to purchase our products if they are not adequately reimbursed for the procedures conducted with our devices or supplies. Unless a sufficient amount of conclusive, peer-reviewed clinical data about our products has been published, third-party payors, including insurance companies and government agencies, may refuse to provide reimbursement. Furthermore, even if reimbursement is provided, it may not be adequate to fully compensate the clinicians or hospitals. Some third-party payors may impose restrictions on the procedures for which they will provide reimbursement. If health care providers cannot obtain sufficient reimbursement from third-party payors for our products or the screenings conducted with our products, we may not achieve significant market acceptance of our products. Acceptance of our products in international markets will depend upon the availability of adequate reimbursement or funding within prevailing healthcare payment systems. Reimbursement, funding, and healthcare payment systems vary significantly by country. We may not obtain approvals for reimbursement in a timely manner or at all.

Adverse changes in reimbursement policies in general could harm our business. We are unable to predict changes in the reimbursement methods used by third-party health care payors, particularly those in countries and regions outside the U.S. For example, some payors are moving toward a managed care system in which providers contract to provide comprehensive health care for a fixed cost per person. In a managed care system, the cost of our products may not be incorporated into the overall payment for patient care or there may not be adequate reimbursement for our products separate from reimbursement for other procedures.

Healthcare reforms, changes in healthcare policies, and changes to third-party reimbursements for our products may affect demand for our products

In March 2010 the U. S. government signed into law the *Patient Protection and Affordable Care Act* and the *Health Care & Education Reconciliation Act*. These laws are intended to, among other things, curb rising healthcare costs, including those that could significantly affect reimbursement for our products. The policies supporting these laws include: basing reimbursement policies and rates on clinical outcomes; the comparative effectiveness and costs of different treatment technologies and modalities; imposing price controls; and other measures. Future significant changes in the healthcare systems in the United States or elsewhere could also have a negative impact on the demand for our current and future products. These include changes that may reduce reimbursement rates for our products and changes that may be proposed or implemented by the U.S. Presidential administration or Congress.

There are numerous steps required to implement these laws. Because of the unsettled nature of these reforms, we cannot predict what additional healthcare reforms will be implemented at the federal or state level, or the effect that any future legislation or regulation will have on our business. There is also considerable uncertainty of the impact of these reforms on the medical device market as a whole. If we fail to effectively react to the implementation of health care reform, our business may be adversely affected.

If we fail in our efforts to educate clinicians, government agency personnel, and third-party payors on the effectiveness of our products, we may not achieve future sales growth

It is critical to the success of our sales efforts that we educate a sufficient number of clinicians, hospital administrators, and government agencies about our products and the costs and benefits of their use. The commercial success of our products depends upon clinician, government agency, and other third-party payer confidence in the economic and clinical benefits of our products as well as their comfort with the efficacy, reliability, sensitivity and specificity of our products. We believe that clinicians will not use our products unless they determine, based on published peer-reviewed journal articles and experience, that our products provide an accurate and cost-effective alternative to other means of testing or treatment. Our customers may choose to use

competitive products, which may be less expensive or may provide faster results than our devices. Clinicians are traditionally slow to adopt new products, testing practices and clinical treatments, partly because of perceived liability risks and the uncertainty of third-party reimbursement. If clinicians, government agencies and hospital administrators do not adopt our products, we may not maintain profitability. Factors that may adversely affect the medical community's acceptance of our products include:

- Publication of clinical study results that demonstrate a lack of efficacy or cost-effectiveness of our products;
- Changing governmental and physician group guidelines;
- Actual or perceived performance, quality, price, and total cost of ownership deficiencies of our products relative to other competitive products;
- Our ability to maintain and enhance our existing relationships and to form new relationships with leading physicians, physician organizations, hospitals, state laboratory personnel, and third-party payers;
- Changes in state and third-party payer reimbursement policies for our products; and
- Repeal of laws requiring universal newborn hearing screening and metabolic screening.

Sales through group purchasing organizations and sales to high volume purchasers may reduce our average selling prices, which could reduce our operating margins

We have entered, and expect in the future to enter into agreements with customers who purchase high volumes of our products. Our agreements with these customers may contain discounts from our normal selling prices and other special pricing considerations, which could cause our operating margins to decline. In addition, we have entered into agreements to sell our products to members of GPOs, which negotiate volume purchase prices for medical devices and supplies for member hospitals, group practices and other clinics. While we make sales directly to GPO members, the GPO members receive volume discounts from our normal selling price and may receive other special pricing considerations from us. Sales to members of all GPOs accounted for approximately 10%, 12% and 18% of our total revenue during 2012, 2011 and 2010, respectively. Others of our existing customers may be members of GPOs with which we do not have agreements. Our sales efforts through GPOs may conflict with our direct sales efforts to our existing customers. If we enter into agreements with new GPOs and some of our existing customers begin purchasing our products through those GPOs, our operating margins could decline.

Demand for some of our products depends on the capital spending policies of our customers, and changes in these policies could harm our business

A majority of customers for our products are hospitals, physician offices, and clinics. Many factors, including public policy spending provisions, available resources, and economic cycles have a significant effect on the capital spending policies of these entities and therefore the amount that they can spend on our equipment products. If budget resources limit the capital spending of our customers, they will be unlikely to either purchase any new equipment from us or upgrade to any of our newer equipment products. Lack of liquidity in credit markets and uncertainty about future economic conditions can have an adverse effect on the spending patterns of our customers. These factors can have a significant adverse effect on the demand for our products.

Our markets are very competitive and in the United States we sell certain of our products in a mature market

We face competition from other companies in all of our product lines. Our competitors range from small privately held companies to multinational corporations and their product offerings vary in scope and breadth. We do not believe that any single competitor is dominant in any of our product lines.

The markets for certain of our products in the U.S., including the newborn hearing screening and EEG monitoring markets, are mature and we are unlikely to see significant growth for such products in the U.S. In the U.S. we derive a significant portion of our revenue from the sale of disposable supplies that are used with our hearing screening devices. Because these disposable supply products can generate high margins, we expect that our products, particularly our hearing screening disposable supply products, could face increasing competition, including competitors offering lower prices, which could have an adverse effect on our revenue and margins.

Our competitors may have certain competitive advantages, which include the ability to devote greater resources to the development, promotion, and sale of their products. Consequently, we may need to increase our efforts, and related expenses for research and development, marketing, and selling to maintain or improve our position.

We expect recurring sales to our existing customers to generate a majority of our revenue in the future, and if our existing customers do not continue to purchase products from us, our revenue may decline.

Our operating results may decline if we do not succeed in developing, acquiring, and marketing additional products or improving our existing products

We intend to develop additional products and technologies, including enhancements of existing products, for the screening, detection, treatment, monitoring and tracking of common medical ailments. Developing new products and improving our existing products to meet the needs of current and future customers requires significant investments in research and development. If we fail to successfully sell new products, update our existing products, or timely react to changes in technology, our operating results may decline as our existing products reach the end of their commercial life cycles.

Our plan to expand our international operations will result in increased costs and is subject to numerous risks; if our efforts are not successful, this could harm our business

We have expanded our international operations through acquisitions and plan to expand our international sales and marketing efforts to increase sales of our products in foreign countries. We may not realize corresponding growth in revenue from growth in international unit sales, due to the lower average selling prices we receive on sales outside of the U.S. Even if we are able to successfully expand our international selling efforts, we cannot be certain that we will be able to create or increase demand for our products outside of the U.S. Our international operations are subject to other risks, which include:

- Impact of possible recessions in economies outside the U.S.;
- Political and economic instability, including instability related to war and terrorist attacks;
- Contractual provisions governed by foreign law, such as local law rights to sales commissions by terminated distributors;
- Decreased healthcare spending by foreign governments that would reduce international demand for our products;
- Continued strengthening of the U.S. dollar relative to foreign currencies that could make our products less competitive because approximately half of our international sales are denominated in U.S. dollars;
- Greater difficulty in accounts receivable collection and longer collection periods;
- Difficulties of staffing and managing foreign operations;
- Reduced protection for intellectual property rights in some countries and potentially conflicting intellectual property rights of third parties under the laws of various foreign jurisdictions;
- Difficulty in obtaining and maintaining foreign regulatory approval;

- Attitudes by clinicians, and cost reimbursement policies, towards use of disposable supplies that are potentially unfavorable to our business.
- Complying with U.S. regulations that apply to international operations, including trade laws, the U.S. Foreign Corrupt Practices Act, and anti-boycott laws, as well as international laws such as the U.K. Bribery Act;
- Loss of business through government tenders that are held annually in many cases; and
- Potentially negative consequences from changes in tax laws, including legislative changes concerning taxation of income earned outside of the U.S.

In particular, our international sales could be adversely affected by a strengthening of the U.S. dollar relative to other foreign currencies, which makes our products more costly to international customers for sales denominated in U.S. dollars.

Our operating results may suffer because of our exposure to foreign currency exchange rate fluctuations

Substantially all of our sales contracts with our U.S. based customers provide for payment in U.S. dollars. With the exception of our Canadian operations, substantially all of the revenue and expenses of our foreign subsidiaries are denominated in the applicable foreign currency. To date we have executed only limited foreign currency contracts to hedge these currency risks. Our future revenue and expenses may be subject to volatility due to exchange rate fluctuations that could result in foreign exchange gains and losses associated with foreign currency transactions and the translation of assets and liabilities denominated in foreign currencies.

Substantially all our sales from our U.S. operations to our international distributors provide for payment in U.S. dollars. A strengthening of the U.S. dollar relative to other foreign currencies could increase the effective cost of our products to our international distributors as their functional currency is typically not the U.S. dollar. This could have a potential adverse effect on our ability to increase or maintain average selling prices of our products to our foreign-based customers.

If guidelines mandating universal newborn hearing screening do not continue to develop in foreign countries and governments do not mandate testing of all newborns as we anticipate, or if those guidelines have a long phase-in period, our sales of newborn hearing screening products may not achieve the revenue growth we have achieved in the past

We estimate that approximately 95% of the children born in the U.S. are currently being tested for hearing impairment prior to discharge from the hospital. To date, there has been only limited adoption of newborn hearing screening prior to hospital discharge by foreign governments, and when newborn hearing screening programs are enacted by foreign governments there can be a phase-in period spanning several years. The widespread adoption of guidelines depends, in part, on our ability to educate foreign government agencies, neonatologists, pediatricians, third-party payors, and hospital administrators about the benefits of universal newborn hearing screening as well as the use of our products to perform the screening and monitoring. Our revenue from our newborn hearing screening product lines may not grow if foreign governments do not require universal newborn hearing screening prior to hospital discharge, if physicians or hospitals are slow to comply with those guidelines, or if governments provide for a lengthy phase-in period for compliance.

Because we rely on distributors or sub-distributors to sell our products in most of our markets outside of the U.S., our revenue could decline if our existing distributors reduce the volume of purchases from us, or if our relationship with any of these distributors is terminated

We currently rely on our distributors or sub-distributors for a majority of our sales outside the U.S. Some distributors also assist us with regulatory approvals and education of clinicians and government agencies. We

intend to continue our efforts to increase our sales in Europe, Japan, and other developed countries. If we fail to sell our products through our international distributors, we would experience a decline in revenues unless we begin to sell our products directly in those markets. We cannot be certain that we will be able to attract new international distributors to market our products effectively or provide timely and cost-effective customer support and service. Even if we are successful in selling our products through new distributors, the rate of growth of our revenue could be harmed if our existing distributors do not continue to sell a large dollar volume of our products. None of our existing distributors are obligated to continue selling our products.

We may be subject to foreign laws governing our relationships with our international distributors. These laws may require us to make payments to our distributors if we terminate our relationship for any reason, including for cause. Some countries require termination payments under local law or legislation that may supersede our contractual relationship with the distributor. Any required payments would adversely affect our operating results.

If we lose our relationship with any supplier of key product components or our relationship with a supplier deteriorates or key components are not available in sufficient quantities, our manufacturing could be delayed and our business could suffer

We contract with third parties for the supply of some of the components used in our products and the production of our disposable products. Some of our suppliers are not obligated to continue to supply us. We have relatively few sources of supply for some of the components used in our products and in some cases we rely entirely on sole-source suppliers. In addition, the lead-time involved in the manufacturing of some of these components can be lengthy and unpredictable. If our suppliers become unwilling or unable to supply us with components meeting our requirements, it might be difficult to establish additional or replacement suppliers in a timely manner, or at all. This would cause our product sales to be disrupted and our revenue and operating results to suffer.

Replacement or alternative sources might not be readily obtainable due to regulatory requirements and other factors applicable to our manufacturing operations. Incorporation of components from a new supplier into our products may require a new or supplemental filing with applicable regulatory authorities and clearance or approval of the filing before we could resume product sales. This process may take a substantial period of time, and we may not be able to obtain the necessary regulatory clearance or approval. This could create supply disruptions that would harm our product sales and operating results.

We depend upon key employees in a competitive market for skilled personnel, and, without additional employees, we cannot grow or maintain profitability

Our products and technologies are complex, and we depend substantially on the continued service of our senior management team. The loss of any of our key employees could adversely affect our business and slow our product development process. Our future success also will depend, in part, on the continued service of our key management personnel, software engineers, and other research and development employees, and our ability to identify, hire, and retain additional personnel, including customer service, marketing, and sales staff. Demand for these skilled employees in our industry is very competitive due to the limited number of people available with the necessary technical skills and understanding of our product technologies. We may be unable to attract and retain personnel necessary for the development of our business.

Our ability to market and sell products depends upon receipt of domestic and foreign regulatory approval of our products and manufacturing operations. Our failure to obtain or maintain regulatory approvals and compliance could negatively affect our business

Our products and manufacturing operations are subject to extensive regulation in the United States by the FDA and by similar regulatory agencies in other countries. Our products are classified as medical devices.

Medical devices are subject to extensive regulation by the FDA pursuant to regulations that are wide ranging and govern, among other things: design and development; manufacturing and testing; labeling; storage and record keeping; advertising, promotion, marketing, sales distribution and export; and surveillance and reporting of deaths or serious injuries.

Unless an exemption applies, each medical device that we propose to market in the U.S. must first receive one of the following types of FDA premarket review authorizations:

- Clearance via Section 510(k) of the Food, Drug, and Cosmetics Act of 1938, as amended; or
- Premarket approval via Section 515 of the Food, Drug, and Cosmetics Act if the FDA has determined that the medical device in question poses a greater risk of injury.

The FDA will clear marketing of a medical device through the 510(k) process if it is demonstrated that the new product is substantially equivalent to other 510(k)-cleared products. The premarket approval application process is much more costly, lengthy and uncertain than the 510(k) process, and must be supported by extensive data from preclinical studies and human clinical trials. The FDA may not grant either 510(k) clearance or premarket approval for any product we propose to market. Further, any modification to a 510(k)-cleared device that could significantly affect its safety or effectiveness, or that would constitute a major change in its intended use, design or manufacture, requires a new 510(k) clearance or, possibly, approval of a premarket approval application. The FDA requires every manufacturer to make this determination in the first instance, but the FDA may review any manufacturer's decision. If the FDA requires us to seek 510(k) clearance or premarket approval for modification of a previously cleared product for which we have concluded that new clearances or approvals are unnecessary, we may be required to cease marketing or to recall the modified product until we obtain clearance or approval, and we may be subject to significant regulatory fines or penalties. Further, our products could be subject to recall if the FDA determines, for any reason, that our products are not safe or effective.

Delays in receipt of, or failure to receive, clearances or approvals, the loss of previously received clearances or approvals, or the failure to comply with existing or future regulatory requirements could adversely impact our operating results. If the FDA finds that we have failed to comply with these requirements, the Agency can institute a wide variety of enforcement actions, ranging from a public warning letter to more severe sanctions such as:

- Fines, injunctions and civil penalties;
- Recall or seizure of our products;
- Issuance of public notices or warnings;
- Imposition of operating restrictions, partial suspension, or total shutdown of production;
- Refusal of our requests for Section 510(k) clearance or premarket approval of new products;
- Withdrawal of Section 510(k) clearance or premarket approvals already granted; or
- Criminal prosecution.

Domestic regulation of our products and manufacturing operations, other than that which is administered by the FDA, includes the Environmental Protection Act, the Occupational Safety and Health Act, and state and local counterparts to these Acts.

Our business would be harmed if the FDA determines that we have failed to comply with applicable regulations governing the manufacture of our products and/or we do not pass an inspection

We and our suppliers are required to demonstrate and maintain compliance with the FDA's Quality System Regulation. The Quality System Regulation sets forth the FDA's requirements for good manufacturing practices

of medical devices and includes requirements for, among other things, the design, testing, production processes, controls, quality assurance, labeling, packaging, storage and shipping of such products. In addition, we and our suppliers must engage in extensive recordkeeping and reporting and must make available our manufacturing facility and records for periodic unscheduled inspections by federal, state and foreign agencies, including the FDA. We cannot assure you that we and our suppliers are or will continue to be in full compliance with the Quality System Regulation, and that we will not encounter any manufacturing difficulties.

Failure of our third party suppliers and manufacturers or us to comply with applicable regulations could result in sanctions being imposed on us, including, among other things, fines, injunctions, civil penalties, failure of regulatory authorities to grant marketing approval of our products, delays, suspension or withdrawal of approvals, seizures or recalls of products and manufacturing restrictions, any of which could harm our business.

Our Olympic Cool-Cap product is subject to greater products liability exposure and FDA regulation

The FDA classifies medical devices into one of three classes depending on the degree of risk associated with each medical device and the extent of controls that are needed to ensure safety and effectiveness. Devices deemed to pose lower risk are placed in either Class I or Class II. Devices deemed by the FDA to pose the greatest risk, such as life-sustaining, life supporting or implantable devices, or a device deemed to not be substantially equivalent to a previously cleared 510(k) device are placed in class III, and generally require premarket approval from the FDA before they may be marketed.

Our Olympic Cool-Cap is a Class III minimally invasive medical device, and as such we may be subject to an increased product liability risk relative to our other Class I and Class II non-invasive products. In addition, this type of product is subject to greater FDA oversight than our other products and there is greater risk that sales of the product could be interrupted due to the premarket approval processes of the FDA and other regulatory bodies.

Our business may suffer if we are required to revise our labeling or promotional materials, or if the FDA takes an enforcement action against us for off-label uses

We are prohibited by the FDA from promoting or advertising our medical device products for uses not within the scope of our clearances or approvals, or from making unsupported promotional claims about the benefits of our products. If the FDA determines that our claims are outside the scope of our clearances, or are unsupported, it could require us to revise our promotional claims or take enforcement action against us. If we were subject to such an action by the FDA, our sales could be delayed, our revenue could decline, and our reputation among clinicians could be harmed. Likewise, if we acquire new products, either through the purchase of products, technology assets, or businesses, that are subsequently deemed to have inadequate supporting data, we may be required to (i) obtain adequate data, which could be costly and impede our ability to market these products, or (ii) modify the labeling on these products, which could impair their marketability, as described above.

If we deliver products with defects, we may incur costs to repair and, possibly, recall that product and market acceptance of our products may decrease.

The manufacturing and marketing of our products involve an inherent risk of our delivering a defective product or products that do not otherwise perform as we expect. We may incur substantial expense to repair any such products and may determine to recall such a product, even if not required to do so under applicable regulations. Any such recall would be time consuming and expensive. Product defects or recalls may adversely affect our customers' acceptance of the recalled and other of our products. As an example, in the second quarter of 2010 we discontinued selling the Sonamed Clarity newborn hearing screening product line and incurred costs associated with sales concessions awarded customers who traded in a Clarity device for one of our existing newborn hearing screening devices and the write-down of inventory. We also recorded an impairment charge to write-off the carrying value of the Sonamed and Clarity tradenames.

If we fail to comply with healthcare regulations, we could face substantial penalties and our business, operations and financial condition could be adversely affected.

We do not provide healthcare services, control the referral of patients for healthcare services, nor bill Medicare, Medicaid or other third-party payors; however, due to the breadth of many healthcare laws and regulations, we could be subject to healthcare fraud regulation and enforcement by both the federal government and the states in which we conduct our business. The laws that may affect our ability to operate include: (i) the federal healthcare programs Anti-Kickback Law, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual for, or the purchase, order or recommendation of, any good or service for which payment may be made under federal healthcare programs such as Medicare or Medicaid, (ii) federal false claims laws which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid, or other third-party payors that are false or fraudulent, and which may apply to entities like us which provide coding and billing advice to customers, and/or (iii) state law equivalents of each of the above federal laws, such as anti-kickback and false claims laws which may apply to items or services reimbursed by any third-party payor, including commercial insurers, many of which differ from their federal counterparts in significant ways, thus complicating compliance efforts.

If our operations are found to be in violation of any of the laws described above or any other governmental regulations that apply to us, we may be subject to penalties, including civil and criminal penalties, damages, fines and the curtailment or restructuring of our operations. Any penalties, damages, fines, curtailment or restructuring of our operations could adversely affect our ability to operate our business and our financial results. The risk of our being found in violation of these laws is increased by the fact that their provisions are open to a variety of interpretations. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business.

Our operating results would suffer if we were subject to a protracted infringement claim

The medical technology industry is characterized by a substantial amount of litigation and related administrative proceedings regarding patents and intellectual property rights. We expect that medical screening and diagnostic products may become increasingly subject to third-party infringement claims as the number of competitors in our industry grows and the functionality of products overlap. Third parties such as individuals, educational institutions, or other medical device companies may claim that we infringe their intellectual property rights. Any claims, with or without merit, could have any of the following negative consequences:

- Result in costly litigation and damage awards;
- Divert our management's attention and resources;
- Cause product shipment delays or suspensions; or
- Require us to seek to enter into royalty or licensing agreements.

A successful claim of infringement against us could result in a substantial damage award and materially harm our financial condition. Our failure or inability to license the infringed or similar technology, or design and build non-infringing products, could prevent us from selling our products and adversely affect our business and financial results.

We may also find it necessary to bring infringement actions against third parties to seek to protect our intellectual property rights. Litigation of this nature, even if successful, is often expensive and disruptive of our management's attention, and in any event may not lead to a successful result relative to the resources dedicated to any such litigation.

We license intellectual property rights from third parties and would be adversely affected if our licensors do not appropriately defend their proprietary rights or if we breach any of the agreements under which we license commercialization rights to products or technology from others

We license rights from third parties for products and technology that are important to our business. If our licensors are unsuccessful in asserting and defending their proprietary rights, including patent rights and trade secrets, we may lose the competitive advantages we have through selling products that we license from third parties. Additionally, if it is found that our licensors infringe on the proprietary rights of others, we may be prohibited from marketing our existing products that incorporate those proprietary rights. Under our licenses, we are subject to commercialization and development, sublicensing, royalty, insurance and other obligations. If we fail to comply with any of these requirements, or otherwise breach a license agreement, the licensor may have the right to terminate the license in whole or to terminate the exclusive nature of the license.

Product liability suits against us could result in expensive and time consuming litigation, payment of substantial damages, and an increase in our insurance rates

The sale and use of our products could lead to the filing of a product liability claim by someone claiming to have been injured using one of our products or claiming that one of our products failed to perform properly. A product liability claim could result in substantial damages and be costly and time consuming to defend, either of which could materially harm our business reputation or financial condition. Our product liability insurance may not protect our assets from the financial impact of defending a product liability claim. Any product liability claim brought against us, with or without merit, could increase our product liability insurance rates or prevent us from securing any coverage in the future.

We have experienced seasonality in the sale of our products

We experience seasonality in our revenue. For example, our sales typically decline from our fourth fiscal quarter to our first fiscal quarter, due to patterns in the capital budgeting and purchasing cycles of our customers, many of which are government agencies, and the compensation arrangements of our direct sales employees, as those arrangements are tied to calendar-year sales plans. We may also experience declining sales in the third fiscal quarter due to summer holiday and vacation schedules. We anticipate that we will continue to experience these seasonal fluctuations, which may lead to fluctuations in our quarterly operating results. We believe that you should not rely on our results of operations for interim periods as an indication of our expected results in any future period.

ITEM 1B. Unresolved Staff Comments.

None.

ITEM 2. Properties

Our corporate headquarters are located in San Carlos, California, in facilities covering 26,300 square feet pursuant to a lease that expires in June 2015.

We also utilize the following properties:

Company-owned Facilities:

- 44,900 square feet in Oakville, Ontario, Canada, utilized substantially for the operations of Xltek;
- 26,000 square feet in Mundelein, Illinois, utilized substantially for the operations of Bio-logic;
- 116,000 square feet in Buenos Aires, Argentina, utilized substantially for the operations of Medix;

- 42,600 square feet in Gort, Ireland, utilized substantially for the operations of Nicolet; and
- 6,400 square feet in Old Woking, England, utilized substantially for the operations of Nicolet.

Leased Facilities:

Following is a listing of our most significant leased properties; we have a number of smaller facilities under lease in various countries where we operate.

- 65,000 square feet in Seattle, Washington, pursuant to a lease that expires in December 2014, that is utilized substantially for the operations of Olympic Medical;
- 65,000 square feet in Middleton, Wisconsin, pursuant to a lease that expires in September 2014 that is utilized for the operations of Nicolet;
- 19,800 square feet in Skovlunde, Denmark, pursuant to a lease that expires with six-month notice that is utilized for the operations of Alpine Biomed;
- 43,000 square feet in Planegg, Germany , pursuant to a lease that expires in December 2021 that is utilized substantially for the operations of Fischer-Zoth, Schwarzer Neurology, Embla Europe, Nicolet Europe and Alpine Biomed sales and manufacturing.

ITEM 3. Legal Proceedings

We may from time to time become a party to various legal proceedings or claims that arise in the ordinary course of business. We are not currently involved in any legal or administrative proceedings that we believe are likely to have a material effect on our business, financial condition, or results of operations, although we cannot be assured of the outcome of such matters.

ITEM 4. Mine Safety Disclosures

The disclosure required by this item is not applicable.

PART II

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock trades on the Nasdaq Global Select Market under the symbol "BABY". The following table sets forth, for the periods indicated, the high and low sale price per share of our common stock, as reported on the Nasdaq Global Select Market.

	High	Low
Fiscal Year Ended December 31, 2012:		
Fourth Quarter	$13.15	$ 10.47
Third Quarter	13.42	11.71
Second Quarter	12.28	10.10
First Quarter	12.02	9.88
Fiscal Year Ended December 31, 2011:		
Fourth Quarter	$ 9.89	$ 7.43
Third Quarter	15.80	9.05
Second Quarter	17.50	14.90
First Quarter	17.00	13.12

As of April 1, 2013, there were 30,339,098 shares of our common stock issued and outstanding and held by approximately 38 stockholders of record. We estimate that there are approximately 7,100 beneficial owners of our common stock.

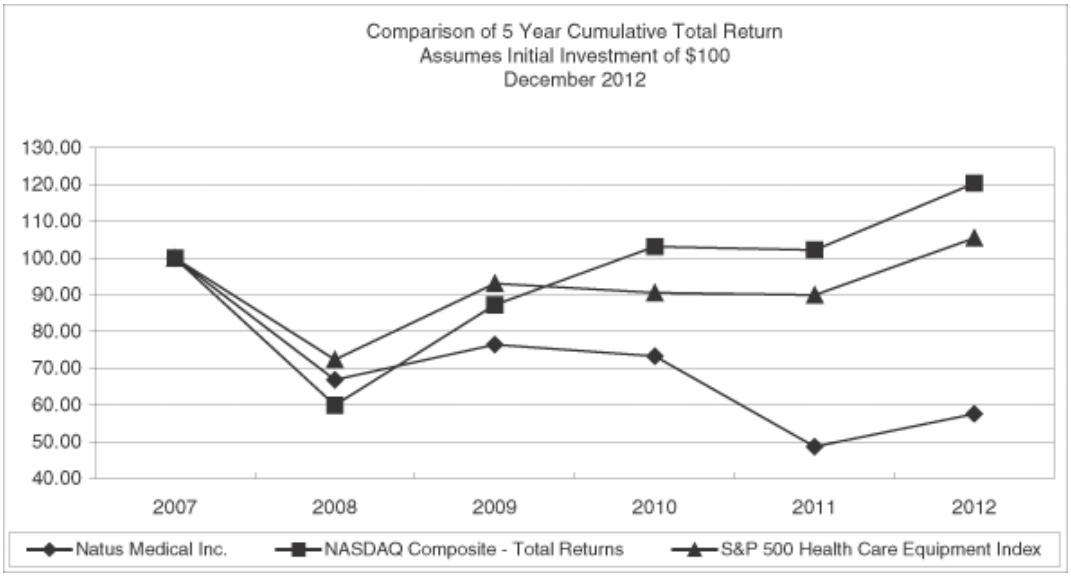
Dividends

We have never declared or paid cash dividends on our capital stock. We currently expect to retain future earnings, if any, for use in the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future. Based on the terms of our Amended and Restated Credit Agreement with Wells Fargo Bank, National Association, we are prevented from paying dividends without the prior approval of the bank.

Stock Performance Graph

The following information of Part II Item 5 is being furnished and shall not be deemed to be "soliciting material" or to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor will it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate such information by reference thereto.

The following graph shows a comparison, from January 1, 2007 through December 31, 2012, of cumulative total return for our common stock, the Nasdaq Composite Index and the Standard & Poor's 500 Health Care Equipment Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the Nasdaq Composite Index and the Standard & Poor's 500 Health Care Equipment Index assumes reinvestment of dividends.



		2007	2008	2009	2010	2011	2012
Natus Medical Inc.	Return %		-33.08	14.21	-4.12	-33.50	18.35
	Cum $	100.00	66.92	76.43	73.29	48.74	57.68
NASDAQ Composite-Total Returns	Return %		-39.98	45.36	18.15	-0.79	17.74
	Cum $	100.00	60.02	87.25	103.08	102.27	120.41
S&P 500 Health Care Equipment Index	Return %		-27.63	28.75	-2.70	-0.76	17.28
	Cum $	100.00	72.37	93.17	90.66	89.97	105.52

ITEM 6. Selected Financial Data

The following tables set forth certain selected consolidated financial data as of December 31, 2012, 2011, 2010, 2009 and 2008 and for each of the years in the five-year period ended December 31, 2012, and is derived from the consolidated financial statements of Natus Medical Incorporated and its subsidiaries. The consolidated financial statements as of December 31, 2012 and 2011 and for each of the years in the three-year period ended December 31, 2012 are included elsewhere in this report. The selected consolidated balance sheet data as of December 31, 2010, 2009 and 2008 and the consolidated statements of operations data for the years ended December 31, 2009 and 2008 are derived from our consolidated financial statements, which are not included in

this report. The selected consolidated financial data set forth below is qualified in its entirety by, and should be read in conjunction with, the Consolidated Financial Statements and Notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this report.

	Year ended December 31,				
	2012	2011	2010	2009	2008
	(in thousands, except per share data)				
Consolidated Statement of Operations Data (a) (d):					
Revenue	$ 292,280	$232,895	$218,412	$ 166,425	$ 161,831
Cost of Revenue	128,812	101,610	88,608	65,985	61,332
Gross profit	163,468	131,285	129,804	100,440	100,499
Operating expenses:					
Marketing and selling	77,285	63,048	54,838	45,267	39,998
Research and development	29,966	25,580	21,278	16,721	15,520
General and administrative (b)	50,963	32,990	35,754	22,999	19,808
Goodwill impairment charge (c)	—	20,000	—	—	—
Total operating expense	158,214	141,618	111,870	84,987	75,326
Income (loss) from operations	5,254	(10,333)	17,934	15,453	25,173
Other income (expense), net	(835)	(74)	(190)	1,696	2,142
Income (loss) before provision for income taxes	4,419	(10,407)	17,744	17,149	27,315
Provision for income tax expense	536	772	5,804	5,721	9,223
Net income (loss)	$ 3,883	$ (11,179)	$ 11,940	$ 11,428	$ 18,092
Earnings (loss) per share:					
Basic	$ 0.13	$ (0.39)	$ 0.43	$ 0.41	$ 0.72
Diluted	$ 0.13	$ (0.39)	$ 0.41	$ 0.40	$ 0.68
Weighted average shares used in the calculation of earnings (loss) per share:					
Basic	29,031	28,565	28,092	27,651	25,278
Diluted	29,837	28,565	29,217	28,476	26,557

	December 31,				
	2012	2011	2010	2009	2008
	(in thousands)				
Balance Sheet Data (d):					
Cash, cash equivalents, and short-term investments	$ 23,057	$ 32,816	$ 29,388	$ 33,551	$ 56,915
Working capital	70,265	89,497	85,657	75,835	97,593
Total assets	391,853	314,846	325,103	292,256	258,158
Long-term debt (including current portion) and short-term borrowings	32,860	898	1,001	1,163	1,228
Total stockholders' equity	268,752	258,313	264,132	244,413	227,122

(a) Results of operations and financial position of the businesses we have acquired are included from their acquisition dates as follows:, Sonamed in May 2008, Schwarzer Neurology in July 2008, Neurocom in October 2008, Hawaii Medical in July 2009, Alpine Biomed in September 2009, Medix in October 2010, Embla in September 2011, and Nicolet in July 2012.

(b) Includes restructuring charges of $8.8 million, $2.8 million and $3.1 million in the years ended December 31, 2012, 2011 and 2010, respectively.

(c) The $20.0 million goodwill impairment charge is related to our European reporting unit.

(d) The selected financial data gives effect to the corrections discussed in Note 20, *Immaterial Corrections to Prior Period Financial Statements* in the *Notes to Consolidated Financial Statements* of our Consolidated Financial Statements contained herein.

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our financial statements and the accompanying footnotes. MD&A includes the following sections:

- **Our Business**. A general description of our business.
- **Year 2012 Overview**. A summary of key information concerning the financial results for 2012 and changes from 2011.
- **Application of Critical Accounting Policies**. A discussion of the accounting policies that are most important to the portrayal of our financial condition and results of operations and that require critical judgments and estimates.
- **Results of Operations**. An analysis of our results of operations for the three years presented in the financial statements.
- **Liquidity and Capital Resources**. An analysis of capital resources, sources and uses of cash, investing and financing activities, and contractual obligations.

Business

Natus is a leading provider of healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments in newborn care, hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and balance and mobility disorders. Product offerings include computerized neurodiagnostic systems for audiology, neurology, polysomnography, and neonatology, as well as newborn care products such as hearing screening systems, phototherapy devices for the treatment of newborn jaundice, head-cooling products for the treatment of brain injury in newborns, incubators to control the newborn's environment, and software systems for managing and tracking disorders and diseases for public health laboratories.

We have completed a number of acquisitions since 2003, consisting of either the purchase of a company, substantially all of the assets of a company, or individual products or product lines. Our significant acquisitions are as follows: Neometrics in 2003, Fischer-Zoth in 2004, Bio-logic, Deltamed, and Olympic in 2006, Xltek in 2007, Sonamed, Schwarzer Neurology, and Neurocom in 2008, Hawaii Medical and Alpine Biomed in 2009, Medix in 2010, Embla in 2011 and Nicolet in 2012. We expect to continue to pursue opportunities to acquire other businesses in the future.

Year 2012 Overview

We continued to deal with a number of the same challenges in 2012 that had also impacted our operating results in 2011. Our operations and financial performance depend significantly on economic conditions in the United States and Europe. The U.S. economy continued to experience a slow economic recovery from recessionary economic conditions and we believe that concerns about the viability of the recovery impacted hospital spending. The European Union continued to struggle with its sovereign debt crisis, which we believe continued to impact healthcare spending by ministries of health within the EU.

We acquired Nicolet for $55.5 million in cash in July 2012. The Nicolet business develops clinically differentiated neurodiagnostic and monitoring products, including a portfolio of electroencephalography (EEG)

and electromyography (EMG) systems and related accessories, as well as vascular and obstetric Doppler sensors and connectivity products. Nicolet represents our largest acquisition to date in terms of both revenue and employees.

Our consolidated revenue increased $59.4 million for the year ended December 31, 2012 compared to 2011. Nicolet and Embla that we acquired in September 2011 contributed $68.7 million of incremental revenue in 2012. We experienced revenue declines across other business units in the United States, Europe, South America, and Canada in 2012.

Certain Nicolet and Embla products serve the same market as some of our existing Neurology products and to some extent the decline in revenue from existing business units in 2012 was due to our emphasizing sales of the newly acquired products.

We incurred $8.8 million of restructuring charges in 2012 as we took additional steps to improve efficiencies in operations and eliminate redundant costs from our recent acquisitions.

During 2012 we completed the launch of the Medix NatalCare LX incubator into the U.S. market, and introduced the following new products: the Dantec Keypoint Focus compact EMG/NCS/CP system, Xltek Trex HD video ambulatory EEG, and Neurocom VSR Sport balance assessment solution for athletics.

Application of Critical Accounting Policies

We prepare our financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In so doing, we must often make estimates and use assumptions that can be subjective and, consequently, our actual results could differ from those estimates. For any given individual estimate or assumption we make, there may also be other estimates or assumptions that are reasonable.

We believe that the following critical accounting policies require the use of significant estimates, assumptions, and judgments. The use of different estimates, assumptions, and judgments could have a material effect on the reported amounts of assets, liabilities, revenue, expenses, and related disclosures as of the date of the financial statements and during the reporting period.

Revenue recognition

Revenue, net of discounts, is recognized from sales of medical devices and supplies, including sales to distributors, when the following conditions have been met: a purchase order has been received, title has transferred, the selling price is fixed or determinable, and collection of the resulting receivable is reasonably assured. Terms of sale for most domestic sales are FOB origin, reflecting that title and risk of loss are assumed by the purchaser at the shipping point; however, terms of sale for some domestic customers are FOB destination, reflecting that title and risk of loss are assumed by the purchaser upon delivery. Terms of sales to international distributors are generally EXW, reflecting that goods are shipped "ex works," in which title and risk of loss are assumed by the distributor at the shipping point.

We have historically applied the software revenue recognition rules as prescribed by Accounting Standards Codification ("ASC") Subtopic 985-605 to sales of certain of our diagnostic neurology and hearing systems ("products containing embedded software"). In October 2009, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. ("ASU") 2009-14, *Certain Revenue Arrangements That Include Software Elements*, which amended ASC Subtopic 985-605, and we prospectively adopted the provisions of ASU 2009-14 on January 1, 2010. This ASU removes tangible products containing software components and non-software components that function together to deliver the product's essential functionality from the scope of the software revenue recognition rules. In the case of the Company's products containing embedded software, we have determined that the hardware and software components function together to deliver the products' essential

functionality, and therefore, the revenue from the sale of these products no longer falls within the scope of the software revenue recognition rules. Our revenue recognition policies for sales of these products are now substantially the same as for our other tangible products.

Revenue from sales of certain of our products that remain within the scope of the software revenue recognition rules under ASC Subtopic 985-605 is not significant.

We previously accounted for arrangements with multiple deliverables under ASC Topic 605, where revenue was allocated to the deliverables based on vendor specific objective evidence ("VSOE"). In October 2009 the FASB issued ASU 2009-13, *Multiple Deliverable Revenue Arrangements*, which amends ASC Topic 605, and we prospectively adopted the provisions of ASU 2009-13 on January 1, 2010. Under the revenue recognition rules for tangible products as amended by ASU 2009-13, we now allocate revenue from arrangements with multiple deliverables to each of the deliverables based upon their relative selling prices as determined by a selling-price hierarchy. A deliverable in an arrangement qualifies as a separate unit of accounting if the delivered item has value to the customer on a stand-alone basis. The principal deliverables in our multiple deliverable arrangements that qualify as separate units of accounting consist of (i) sales of medical devices and supplies, (ii) installation services, (iii) extended service and maintenance agreements, and (iv) upgrades to embedded software.

The new rules establish a hierarchy to determine the selling price to be used for allocating revenue to deliverables as follows: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE"), and (iii) best estimate of the selling price ("ESP"). VSOE of fair value is defined as the price charged when the same element is sold separately, or if the element has not yet been sold separately, the price for the element established by management having the relevant authority when it is probable that the price will not change before the introduction of the element into the marketplace. We have established VSOE for substantially all of the undelivered elements in our multiple element arrangements and ESPs on delivered elements. In the future we may rely on ESPs, reflecting our best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis, to establish the amount of revenue to allocate to the undelivered elements. TPE generally does not exist for our products because of their uniqueness.

For products shipped under FOB origin or EXW terms, delivery is generally considered to have occurred when shipped. Undelivered elements in our sales arrangements, which are not considered to be essential to the functionality of a product, generally include installation or training services that are performed after the related products have been delivered. Revenue related to undelivered installation services is deferred until such time as installation is complete at the customer's site. Revenue related to training services is recognized when the service is provided. Fair value for installation or training services is based on the price charged when the service is sold separately. The fair value of installation and training services is based upon billable hourly rates and the estimated time to complete the service.

Revenue from extended service and maintenance agreements, for both medical devices and data management systems, is recognized ratably over the service period. Freight charges billed to customers are included in revenue and freight-related expenses are charged to cost of revenue. Advance payments from customers are recorded as deferred revenue and recognized as revenue as otherwise described above. We generally do not provide rights of return on products. We accept trade-ins of our own and competitive medical devices. Trade-ins are recorded as a reduction of the replacement medical device sale. Provisions are made for initial standard warranty obligations that are generally one year in length.

Inventory is carried at the lower of cost or market value

We may be exposed to a number of factors that could result in portions of our inventory becoming either obsolete or being held in quantities that exceed anticipated usage. These factors include, but are not limited to: technological changes in our markets, competitive pressures in products and prices, and our own introduction of new product lines.

We regularly evaluate our ability to realize the value of our inventory based on a combination of factors, including historical usage rates, forecasted sales, product life cycles, and market acceptance of new products. When we identify inventory that is obsolete or in excess of anticipated usage we write it down to realizable salvage value. The estimates we use in projecting future product demand may prove to be incorrect. Any future determination that our inventory is overvalued could result in increases to our cost of sales and decreases to our operating margins and results of operations.

Carrying value of intangible assets and goodwill

We amortize intangible assets with finite lives over their useful lives; any future changes that would limit their useful lives or any determination that these assets are carried at amounts greater than their estimated fair value could result in additional charges. We carry goodwill and any other intangible assets with indefinite lives at original cost but do not amortize them. Any future determination that these assets are carried at amounts greater than their estimated fair value could result in additional charges, which could significantly impact our operating results.

We test our definite-lived intangible assets for impairment whenever changes in circumstances indicate the carrying value of these assets may be impaired. Impairment indicators include, but are not limited to, net book value as compared to market capitalization, significant negative industry and economic trends, and significant underperformance relative to historical and projected future operating results. Impairment is considered to have occurred when the estimated undiscounted future cash flows related to the asset are less than its carrying value. Estimates of future cash flows involve consideration of many factors including the marketability of new products, product acceptance and lifecycle, competition, appropriate discount rates, and operating margins.

Goodwill and indefinite-lived intangible assets are tested for impairment at least annually as of October 1st; this assessment is also performed whenever there is a change in circumstances that indicates the carrying value of these assets may be impaired. The determination of whether any potential impairment of goodwill exists is based upon a two-step process. In the first analysis, the fair value of the reporting unit is compared to the unit's carrying value, including goodwill, to determine if there is a potential impairment. If the fair value exceeds the carrying amount, the goodwill of the reporting unit is considered not impaired and no further analysis or action is required. If the first analysis indicates that the carrying value exceeds the fair value, a second analysis is performed to determine the amount of the goodwill impairment loss, if any.

In step two of the impairment test, the implied fair value of a reporting unit's goodwill is compared to the carrying amount of that goodwill. The implied fair value of the goodwill is determined in the same manner as the amount of goodwill recognized in a business combination is determined. That is, the fair value of a reporting unit is allocated to all the assets and liabilities of that reporting unit, including unrecognized intangible assets as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the price paid to acquire the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of that goodwill.

To determine the estimated fair value of reporting units, three valuation methodologies are utilized: (i) discounted cash flow analyses, (ii) market multiples, and (iii) comparative transactions. The valuations indicated by these three methodologies are averaged, with the greatest weight placed on discounted cash flow analyses. Discounted cash flow analyses are dependent upon a number of quantitative and qualitative factors including estimates of forecasted revenue, profitability, earnings before interest, taxes, depreciation and amortization (i.e. EBITDA) and terminal values. The discount rates applied in the discounted cash flow analyses also have an impact on the estimates of fair value, as use of a higher rate will result in a lower estimate of fair value. The estimated total fair value of reporting units is reconciled to the Company's market capitalization.

As of the October 1, 2012 testing date, we determined that goodwill was not impaired; however, we determined that certain trade names of our European reporting unit were impaired and we recorded an impairment charge of $560,000.

Key assumptions used to determine the fair value were: (i) expected cash flow for the period from October 1, 2012 to December 31, 2022; and (ii) discount rates for the respective reporting units ranging from 12% to 14% that were based on management's best estimate of the after-tax weighted average cost of capital for each reporting unit.

Because the fair values of our reporting units significantly exceeded their book value as of October 1, 2012, we did not perform sensitivity analysis as part of the annual impairment test. For our European reporting unit, which had the lowest excess of fair value over book value on a percentage basis, the excess was approximately 17%.

If the forecasted revenue growth rate had been 200 basis points lower and the discount rate was 100 basis points higher and all other assumptions held constant, the indefinite lived trade name impairment test would have resulted in an additional impairment of $400,000 for the Biologic division and $300,000 for the Neurocom division.

Future changes in the judgments and estimates underlying our analysis of goodwill for possible impairment, including expected future cash flows and discount rate, could result in a significantly different estimate of the fair value of the reporting units and could result in additional impairment of goodwill.

Liability for product warranties

Our medical device products are generally covered by a standard one-year product warranty. A liability has been established for the expected cost of servicing our medical device products during this service period. We base the liability on actual warranty costs incurred to service those products. On new products, additions to the reserve are based on a combination of factors including the percentage of service department labor applied to warranty repairs, actual service department costs, and other judgments, such as the degree to which the product incorporates new technology. As warranty costs are incurred, the reserve is reduced.

The estimates we use in projecting future product warranty costs may prove to be incorrect. Any future determination that our product warranty reserves are understated could result in increases to our cost of sales and reductions in our operating profits and results of operations.

Share-based compensation

We record the fair value of share-based compensation awards as expenses in the consolidated statement of operations. In order to determine the fair value of stock options on the date of grant, we apply the Black-Scholes option-pricing model. Inherent in this model are assumptions related to expected dividend yield, risk-free interest rate, expected stock-price volatility, expected term, and forfeiture rate. While the risk-free interest rate and dividend yield are less subjective assumptions, typically based on factual data derived from public sources, expected stock-price volatility, expected life, and forfeiture rate assumptions require a greater level of judgment which makes them critical accounting estimates. If we used different assumptions, we would have recorded different amounts of share-based compensation.

Results of Operations

The discussion to follow gives effect to the correction of errors detailed in Note 20, *Immaterial Corrections to Prior Period Financial Statements* in the *Notes to Consolidated Financial Statements* of our Consolidated Financial Statements contained herein.

The following table sets forth for the periods indicated selected consolidated statement of operations data as a percentage of total revenue. Our historical operating results are not necessarily indicative of the results for any future period.

	Percent of Revenue Years Ended December 31,		
	2012	2011	2010
Revenue	100.0%	100.0%	100.0%
Cost of revenue	44.1	43.6	40.6
Gross profit	55.9	56.4	59.4
Operating expenses:			
Marketing and selling	26.4	27.1	25.1
Research and development	10.3	11.0	9.7
General and administrative	17.4	14.2	16.4
Goodwill impairment charge	—	8.6	—
Total operating expenses	54.1	60.9	51.2
Income (loss) from operations	1.8	(4.5)	8.2
Other income (expense), net	(0.3)	(0.0)	(0.1)
Income (loss) before provision for income tax	1.5	(4.5)	8.1
Income tax provision	0.2	0.3	2.6
Net income (loss)	1.3%	(4.8)%	5.5%

Acquisitions

We completed three significant acquisitions during 2012, 2011 and 2010, and the timing of these acquisitions had an impact on the comparison of our results of operations for the years ended December 31, 2012, 2011 and 2010.

- **Nicolet**—Completed on July 2, 2012. Nicolet reported revenue from its neurology business of approximately $95 million during its last completed fiscal year prior to the acquisition.
- **Embla**—Completed on September 15, 2011. Embla reported revenue of approximately $29.7 million during its last completed fiscal year prior to the acquisition.
- **Medix**—Completed on October 12, 2010. Medix reported revenue of approximately $25.2 million during its last completed fiscal year prior to the acquisition.

The pre-acquisition revenue of our acquired companies may not be indicative of their contribution to revenue in the future.

Comparison of 2012 and 2011

Operating Results

Because our acquisitions have been significant, we measure the contribution to consolidated revenue of the businesses we acquire. We also analyze our revenue as coming from two sources: devices and systems, and supplies and services. We report freight revenue separate from these two sources.

For the year ended December 31, 2012, our consolidated revenue increased by $59.4 million, or 25% to $292.3 million, compared to $232.9 million for the year ended December 31, 2011. The increase was attributable to our recent acquisitions. Nicolet, acquired in July 2012, contributed $51.5 million of revenue in 2012. Embla, acquired in September 2011, contributed $28.8 million of revenue in 2012, compared to $10.9 million of revenue

in 2011, or an increase of $17.9 million. Revenue from our products other than Nicolet and Embla decreased by $10 million in 2012, compared to 2011, due in large part to our emphasizing the sale of the newly acquired products that serve the same markets as certain of our Xltek, Bio-logic and Schwarzer products.

Revenue from our neurology products increased $64.4 million, or 64% to $164.5 million in the year ended December 31, 2012, compared to $100.1 million in 2011. Revenue from our neurology products, other than Nicolet and Embla products, decreased by $4.4 million in 2012 compared to 2011. This decline was attributable to weak economic conditions in Europe and to our emphasizing the sales of our newly acquired neurology products. Revenue from our newborn care products decreased by $5.0 million, or 4% to $127.8 million in 2012, compared to $132.8 million in 2011. This decline was primarily attributed to lower sales of newborn and diagnostic hearing, balance monitoring and supplies.

Revenue from neurology devices and systems was $96.4 million in 2012, representing an increase of 46% or $30.2 million, from $66.1 million reported in 2011. Nicolet and Embla contributed to $32.6 million of the increase in neurology devices and systems while revenue from our neurology products other than Nicolet and Embla decreased by $2.4 million in 2012 compared to 2011, primarily attributable to a decline in EMG system revenue. Revenue from newborn care and other devices and systems was $78.1 million in 2012, representing a decrease of 4% or $3.1 million, from $81.2 million reported in 2011. This decline in newborn care devices and systems revenue was comprised of newborn hearing, balance monitoring and distributed product revenue.

Revenue from devices and systems was 60% of consolidated revenue in 2012 compared to 63% of total revenue in 2011.

Revenue from neurology supplies and services was $67.5 million in 2012, representing an increase of 104% or $34.4 million, from $33.1 million reported in 2011. Nicolet and Embla contributed to $36 million of the increase in neurology supplies and services. Neurology supplies and services revenue other than Nicolet and Embla decreased by $1.6 million in the year ended December 31, 2012 compared to the year ended December 31, 2011. This decline was primarily attributable to weak economic conditions in Europe. Revenue from newborn care supplies and services was $48 million in 2012, representing a decrease of 2% or $1.1 million, from $49.1 million reported in 2011. This decline was comprised of both domestic newborn care supplies and services revenue.

Revenue from supplies and services was 39% of consolidated revenue in 2012 compared to 35% of total revenue in 2011.

No single customer accounted for more than 10% of our revenue in either 2012 or 2011. Revenue from domestic sales increased 24% to $163.0 million in 2012, from $131.3 million in 2011. Revenue from international sales increased 27% to $129.3 million in 2012, compared to $101.6 million in 2011. Revenue from domestic sales was 56% of total revenue in 2012 compared to 56% of total revenue in 2011, and revenue from international sales was 44% of total revenue in 2012 compared to 44% of total revenue in 2011. Freight revenue was 1% of total revenue in 2012 compared to 2% of total revenue in 2011.

Our cost of revenue increased $27.2 million, or 27%, to $128.8 million in 2012, from $101.6 million in 2011. Of this increase, $27.1 million was attributable to Nicolet and Embla. Gross profit increased $32.2 million, or 25%, to $163.5 million in 2012 from $131.3 million in 2011 also as a result of our increased sales. Gross profit as a percentage of revenue was 56% in both 2012 and 2011.

Total operating costs increased $16.6 million, or 12%, to $158.2 million in 2012, from $141.6 million in 2011.The operating expense of Nicolet and the incremental expense of Embla contributed to $28.1 million in operating costs and we recorded $8.8 million of restructuring charges. These increases were partially offset by reduced employee compensation costs resulting from the restructuring activities implemented early in 2012. In 2011 we recorded a $20.0 million goodwill impairment charge related to our European reporting unit for which there was no similar charge in 2012.

Our marketing and selling expenses increased $14.2 million, or 23%, to $77.3 million in 2012, from $63.0 million in 2011. Marketing and selling expenses as a percent of total revenue decreased to 26% in 2012 from 27% in 2011. The marketing and selling expenses of Nicolet and the incremental expenses of Embla were $12.8 million. The remainder of the increase in marketing and selling expenses was primarily related to higher sales commission and sales related costs associated with the increase in our revenue, $724,000 of amortization of backlog recognized through purchase accounting associated with the Nicolet acquisition, and a $560,000 impairment charge of certain trade names.

Our research and development expenses increased $4.4 million, or 17%, to $30.0 million in 2012 from $25.6 million in 2011. Research and development expenses as a percent of total revenue decreased to 10% in 2012 from 11% in 2011. The research and development expenses of Nicolet and the incremental expense of Embla were $6.1 million, partially offset by lower employee compensation costs resulting from cost cutting activities initiated early in 2012.

Our general and administrative expenses increased $18.0 million, or 54%, to $51 million in 2012 from $33 million in 2011. General and administrative expenses as a percent of revenue increased from 14.2% in 2011 to 17.4% in 2012. The general and administrative expense of Nicolet and the incremental expense of Embla was $9.2 million, which amount was partially offset by lower general and administrative costs otherwise achieved due to the effects of our 2012 restructuring efforts. The cost of restructuring activities and direct costs of acquisitions increased by $6 million and $2.4 million, respectively, in 2012 compared to 2011.

Other income (expense), net consists of investment income, interest expense, net currency exchange gains and losses, and other miscellaneous income and expense. We reported other income (expense), net of $(835,000) in 2012, compared to $(74,000) in 2011. Investment income of $56,000 in 2012 was $28,000 more than the amount reported for 2011. We reported $221,000 of foreign currency exchange losses in 2012 versus $15,000 of foreign exchange gains in 2011. Interest expense was $489,000 in 2012 compared to $268,000 in 2011 due primarily to borrowings to fund the Nicolet acquisition.

We recorded income tax expense of $536,000 and $772,000 in 2012 and 2011, respectively. The lower income tax expense in 2012 is primarily the result of the settlement of foreign and U.S. state income tax audits and the expiration of the statute of limitations on uncertain tax positions that were recorded as a component of income tax expense in prior years. Although we reported a pre-tax loss of approximately $10.4 million in 2011, we recorded income tax expense of $772,000, as only $1.6 million of the $20.0 million goodwill impairment charge is expected to be deductible for tax purposes.

Comparison of 2011 and 2010

Operating Results

For the year ended December 31, 2011, our consolidated revenue increased by $14.5 million, to $232.9 million, compared to $218.4 million for the year ended December 31, 2010. The increase was attributable to our recent acquisitions. Embla contributed $10.9 million of revenue in 2011. Medix, acquired in September 2010, contributed $22.6 million of revenue in 2011, compared to $7.2 million of revenue in 2010, or an increase of $15.4 million. Together, Embla and Medix contributed to $26.3 million of incremental revenue for the year ended December 31, 2011, compared to the same period in 2010. Revenue from our products other than Embla and Medix decreased by $12.3 million in 2011, compared to 2010.

Revenue from our neurology products increased $10.3 million to $107.7 million in the year ended December 31, 2011, compared to $97.4 million in 2010. Revenue from our neurology products, other than Embla products, decreased by $600,000 in the year ended December 31, 2011 compared to the year ended December 31, 2010. This decline in revenue was primarily attributable to weak economic conditions in Europe. Revenue from our newborn care products increased by $13.6 million to $56.1 million in 2011, compared to $42.5 million in

2010. Revenue from our newborn care products, other than Medix products, decreased by $1.9 million in 2011, compared to 2010. During 2010 we received two large orders for our newborn care products from the ministries of health in Saudi Arabia and Iraq totaling $2.8 million; however, we received no similar orders in 2011. Revenue from our hearing products declined $9.4 million to $60.4 million in the year ended December 31, 2011, compared to $69.8 million in 2010. During 2010, we received three large orders for our newborn hearing screening products from the ministries of health in Saudi Arabia, Australia, and Canada totaling $5.5 million, and several large orders of lesser magnitude from three countries in Europe; however, we received no similar orders in 2011. In addition, early in 2011 a private-label customer of our newborn hearing screening products discontinued sales of this product line.

Revenue from devices and systems was $148.9 million in 2011, representing an increase of 11% or $14.3 million, from $134.6 million reported in 2010. Revenue from supplies and services was $84 million in 2011 compared to $80.1 million in 2010.

Revenue from devices and systems was 63% of consolidated revenue in 2011 compared to 62% of total revenue in 2010, and revenue from supplies and services was 35% of total revenue in 2011 compared to 36% of revenue in 2010. Freight revenue of $3.8 million in 2011 and $3.6 million in 2010 represented 2% of total revenue in both 2011 and 2010.

No single customer accounted for more than 10% of our revenue in either 2011 or 2010. Revenue from domestic sales increased 4% to $131.3 million in 2011, from $126.6 million in 2010. Revenue from international sales increased 10% to $101.6 million in 2011, compared to $92 million in 2010. Revenue from domestic sales was 56% of total revenue in 2011, compared to 58% in 2010, and revenue from international sales was 44% of total revenue in 2011 compared to 42% of revenue in 2010. The changes in the percentages from 2011 to 2010 resulted primarily from the contributions of Medix whose sales are primarily in South America and related international markets and Embla with significant business in Europe.

Our cost of revenue increased $13 million, or 15%, to $101.6 million in 2011, from $88.6 million in 2010. The increase was due mainly to our increased sales. Gross profit increased $1.5 million, or 1%, to $131.3 million in 2011 from $129.8 million in 2010. Gross profit as a percentage of revenue was 56% in 2011 compared with 59% in 2010, reflecting higher trade materials and manufacturing overhead costs coupled with lower gross profit margins of our Medix division, which we owned for only three months in 2010. Medix realized a gross profit much lower than our consolidated average during 2011 because 44% of its revenue was generated through products that it sells in Argentina as a distributor for other companies.

Total operating costs increased $29.7 million, or 27%, to $141.6 million in 2011, from $111.9 million in 2010. We recorded a $20.0 million goodwill impairment charge related to our European reporting unit, representing 67% of the increase in total operating costs. The operations of Embla and Medix contributed to a $12.8 million increase in operating costs, offset by a reduction in the fair value of a contingent liability associated with the acquisition of Medix and a decrease in incentive compensation associated with lower earnings.

Our marketing and selling expenses increased $8.2 million, or 15%, to $63.0 million in 2011, from $54.8 million in 2010. Marketing and selling expenses as a percent of total revenue increased to 27 % in 2011, from 25% in 2010. The operations of Embla and Medix contributed to $6.0 million of the increase and the remainder of the increase was primarily related to higher sales commission and sales related costs associated with the increase in our revenue and a $700,000 impairment charge relating to trade names in 2011 compared with a $300,000 impairment of trade names in 2010.

Our research and development expenses increased $4.3 million, or 20%, to $25.6 million in 2011 from $21.3 million in 2010. Research and development expenses as a percent of total revenue increased to 11% in 2011 from 10% in 2010. The operations of Embla and Medix contributed to $2.9 million of research and development expense coupled with costs in sustaining engineering to improve existing products.

Our general and administrative expenses decreased $2.8 million, or 8%, to $33 million in 2011 from $35.8 million in 2010. General and administrative expenses as a percent of revenue decreased from 16% in 2010 to 14% in 2011. The operations of Embla and Medix contributed to $4.0 million of general and administrative expenses offset by a reduction in the fair market value of a contingent liability associated with the acquisition of Medix in the amount of $2.0 million, lower restructuring and severance related costs of $544,000 in 2011 compared to 2010 and the remainder attributed to lower incentive compensation associated with lower earnings in 2011 compared to 2010.

Other income (expense), net consists of investment income, interest expense, net currency exchange gains and losses, and other miscellaneous income and expense. We reported other income (expense), net of $(74,000) in 2011, compared to $(190,000) in 2010. Investment income of $28,000 in 2011 was $8,000 less than the amount reported for 2010 reflecting lower interest rates. We reported $15,000 of foreign currency exchange gains in 2011 versus $593,000 of foreign exchange losses in 2010 due primarily to the dollar strengthening against the euro. Interest expense was $268,000 in 2011 compared to $128,000 in 2010 due primarily to short-term borrowings at Medix.

We recorded income tax expense of $772,000 in 2011 even though we reported a pre-tax loss of approximately $10.4 million, because only $1.6 million of the $20 million goodwill impairment charge is expected to be deductible for tax purposes. We reported $5.8 million of income tax expense in 2010, representing an effective tax rate of approximately 33%.

Liquidity and Capital Resources

Liquidity is our ability to generate sufficient cash flows from operating activities to meet our obligations and commitments. In addition, liquidity includes the ability to obtain appropriate financing and to raise capital. Therefore, liquidity cannot be considered separately from capital resources that consist of our current funds and the potential to increase those funds in the future. We plan to use these resources in meeting our commitments and in achieving our business objectives.

As of December 31, 2012, we had cash and cash equivalents of $23.1 million, stockholders' equity of $268.8 million, and working capital of $70.3 million compared with cash and cash equivalents of $32.8 million, stockholders' equity of $258.3 million, and working capital of $89.5 million as of December 31, 2011.

As of December 31, 2012, we had cash and cash equivalents outside the U.S. in certain of our foreign operations of approximately $13.4 million. We currently intend to permanently reinvest the cash held by our foreign subsidiaries. If, however, a portion of these funds were needed for and distributed to our operations in the United States, we would be subject to additional U.S. income taxes and foreign withholding taxes. The amount of taxes due would depend on the amount and manner of repatriation, as well as the location from where the funds are repatriated.

We believe that our current cash and cash equivalents and any cash generated from operations will be sufficient to meet our ongoing operating and capital requirements for the foreseeable future. We completed the acquisition of Nicolet at the beginning of the third quarter of 2012, one acquisition in 2011, one acquisition in 2010, two acquisitions in 2009, four acquisitions in 2008, one in 2007, and three in 2006. We intend to continue to acquire additional technologies, products, or businesses and these acquisitions could be significant. These actions would likely affect our future capital requirements and the adequacy of our available funds. In order to finance future acquisitions, we may be required to raise additional funds through public or private financings, strategic relationships or other arrangements. Any equity financing may be dilutive to stockholders and debt financing, if available, may involve restrictive covenants and increase our cost of capital.

We have a revolving credit facility with Wells Fargo Bank, National Association ("Wells Fargo") that provided for a maximum borrowing capacity of $50 million throughout 2012. In January 2013, Wells Fargo increased the borrowing capacity under the facility to $60 million to provide funding for an acquisition we

completed on February 2 2013. See *Note 21—Subsequent Events* to the Consolidated Financial Statements contained herein for a description of the acquisition. The capacity on the facility is scheduled to revert to $50 million on April 30, 2013. The revolving credit facility contains covenants, including covenants relating to liquidity and other financial measurements, and provides for events of default, including failure to pay any interest when due, failure to perform or observe covenants, bankruptcy or insolvency events and the occurrence of a material adverse effect, and restricts our ability to pay dividends. We have granted Wells Fargo a security interest in substantially all of our assets. We have $32.1 million of debt outstanding and have $17.9 million of revolving credit available under the revolving credit facility as of December 31, 2012. In addition, we have $726,000 of debt outstanding in the form of a building loan. We have no other significant credit facilities.

Comparison of 2012 and 2011

Cash provided by operations decreased by $3.4 million for the year ended December 31, 2012 to $19.4 million, compared to $22.8 million in 2011. The sum of our net income (loss) and certain non-cash expense items, such as reserves, depreciation and amortization, goodwill and intangible asset impairment charges, and share based compensation was approximately $27 million in 2012, compared to $29.7 million in 2011. The aggregate impact of changes in certain operating assets and liabilities was a cash outflow of $7.7 million in 2012 compared to a cash outflow of $7 million in 2011.

Cash used in investing activities was $62.5 million for the year ended December 31, 2012, compared to $19.4 million in 2011. We used $7.3 million of cash to acquire property and equipment during the year ended December 31, 2012 and $4.2 million to acquire property and equipment during the year ended December 31, 2011. We used $55.1 million of cash to acquire businesses during the year ended December 31, 2012 compared with $15.1 million during the year ended December 31, 2011. During the year ended December 31, 2012 we capitalized $5.3 million of internal use software development costs compared with $666,000 in 2011. In addition, we sold $1.0 million of marketable securities during the year ended December 31, 2011.

Cash provided by financing activities was $33.4 million in the year ended December 31, 2012 and $1.7 million in the year ended December 31, 2011. We borrowed $31 million relating to the funding of the Nicolet acquisition and $5.3 million for working capital. We received cash from sales of our stock pursuant to our stock awards plans and our employee stock purchase plan in the amount of $1.9 million and $2.3 million in the years ended December 31, 2012 and 2011, respectively. Our after-tax cost of stock-based compensation was $381,000 and $160,000 more than the tax benefit we received from those arrangements on the exercise of employee stock options in 2012 and 2011, respectively. These amounts were recorded as a decrease to stockholders' equity. We repaid $4.4 million and $3.0 million under term loan agreements in the years ended December 31, 2012 and 2011, respectively.

Comparison of 2011 and 2010

Cash provided by operations increased by $11.3 million for the year ended December 31, 2011 to $22.8 million, compared to $11.5 million in 2010. The sum of our net income (loss) and certain non-cash expense items, such as reserves, depreciation and amortization, goodwill and intangible asset impairment charges, and share based compensation was approximately $29.7 million in 2011, compared to $27.6 million in 2010. The aggregate impact of changes in certain operating assets and liabilities was a cash outflow of $7 million in 2011 compared to a cash outflow of $16.1 million in 2010, in particular accounts receivable, inventories and accounts payable and accrued expenses.

Cash used in investing activities was $19.4 million for the year ended December 31, 2011, compared to $17.9 million in 2010. We used $4.2 million of cash each year to acquire property and equipment, during the years ended December 31, 2011 and 2010, respectively. We used $15.1 million of cash to acquire businesses during the year ended December 31, 2011 compared with $13.4 million during the year ended December 31, 2010. During the year ended December 31, 2011 we capitalized $666,000 of internal use software development

costs compared with $344,000 in 2010. In addition, we sold $1.0 million of marketable securities in 2011 and purchased and sold $975,000 of marketable securities during the year ended December 31, 2010.

Cash provided by financing activities was $1.7 million in the years ended December 31, 2011 and 2010. We received cash from sales of our stock pursuant to our stock awards plans and our employee stock purchase plan in the amount of $2.3 million and $2.5 million in the years ended December 31, 2011 and 2010, respectively. In 2011 our after-tax cost of stock-based compensation was $160,000 more than the tax benefit we received from those arrangements, compared with an excess tax benefit of $551,000 in 2010 on the exercise of employee stock options. These amounts were recorded as a decrease to stockholders' equity in 2011 and as an increase to stockholders' equity in 2010. We repaid $3.0 million and $1.4 million under term loan agreements in the years ended December 31, 2011 and 2010, respectively.

Future Liquidity

Our future liquidity and capital requirements will depend on numerous factors, including the:

- Amount and timing of revenue;
- Extent to which our existing and new products gain market acceptance;
- Extent to which we make acquisitions;
- Cost and timing of product development efforts and the success of these development efforts;
- Cost and timing of marketing and selling activities; and
- Availability of borrowings under line of credit arrangements and the availability of other means of financing.

Contractual Obligations

In the normal course of business, we enter into obligations and commitments that require future contractual payments. The commitments result primarily from purchase orders placed with contract vendors that manufacture some of the components used in our medical devices and related disposable supply products, purchase orders placed for employee benefits and outside services, as well as commitments for leased office space and equipment, leased vehicles and bank debt. The following table summarizes our contractual obligations and commercial commitments as of December 31, 2012 (in thousands):

		Payments Due by Period			
	Total	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years
Unconditional purchase obligations	$27,206	$25,037	$ 2,121	$ 48	$ —
Operating and financing lease obligations	24,768	3,880	8,459	3,991	8,438
Long-term debt (including current portion and interest)	34,490	9,563	24,927	—	—
Total	$86,464	$ 38,480	$35,507	$ 4,039	$ 8,438

Purchase obligations are defined as agreements to purchase goods or services that are enforceable and legally binding. Included in the purchase obligations category above are obligations related to purchase orders for inventory purchases under our standard terms and conditions and under negotiated agreements with vendors. We expect to receive consideration (products or services) for these purchase obligations. The purchase obligation amounts do not represent all anticipated purchases in the future, but represent only those items for which we are contractually obligated. The table above does not include obligations under employment agreements for services rendered in the ordinary course of business.

We are not able to reasonably estimate the timing of any potential payments for uncertain tax positions under ASC 740, *Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement 109.* As a result, the preceding table excludes any potential future payments related to our ASC 740 liability for uncertain tax positions. See Note 14 of our consolidated financial statements for further discussion on income taxes.

Quantitative and Qualitative Disclosures about Market Risk

We develop products in the U.S, Canada, Europe, and Argentina, and sell those products into more than 100 countries throughout the world. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. Most of our sales in Europe and Asia are denominated in the U.S. Dollar and Euro and with the acquisitions of Xltek in November 2007, Medix in 2010 and Nicolet in 2012, a small portion of our sales are now denominated in Canadian dollar, Argentine peso and British pound. As our sales in currencies other than the U.S. dollar increase, our exposure to foreign currency fluctuations may increase.

In addition, changes in exchange rates also may affect the end-user prices of our products compared to those of our foreign competitors, who may be selling their products based on local currency pricing. These factors may make our products less competitive in some countries.

If the U.S. Dollar uniformly increased or decreased in strength by 10% relative to the currencies in which our sales were denominated, our net income would have correspondingly increased or decreased by an immaterial amount for the year ended December 31, 2012. Our interest income is sensitive to changes in the general level of interest rates in the U.S. However, because current market conditions have resulted in historically low rates of return on our investments, a hypothetical decrease of 10% in market interest rates would not result in a material decrease in interest income earned on investments held at December 31, 2012.

When able, we invest excess cash in bank money-market funds or discrete short-term investments. The fair value of our short-term investments and cash equivalents ("investments") is sensitive to changes in the general level of interest rates in the U.S., and the fair value of these investments will fall if market interest rates increase. However, since we generally have the ability to hold the investments to maturity, these declines in fair value may never be realized. If market interest rates were to increase by 10% from levels at December 31, 2012, the fair value of our investments would decline by an immaterial amount.

All of the potential changes noted above are based on sensitivity analyses performed on our financial position as of December 31, 2012. Actual results may differ as our analysis of the effects of changes in interest rates does not account for, among other things, sales of securities prior to maturity and repurchase of replacement securities, the change in mix or quality of the investments in the portfolio, and changes in the relationship between short-term and long-term interest rates.

Off-Balance Sheet Arrangements

Under our bylaws, we have agreed to indemnify our officers and directors for certain events or occurrences arising as a result of the officer or director's serving in such capacity. We have a directors and officers liability insurance policy that limits our exposure and enables us to recover a portion of any future amounts paid resulting from the indemnification of our officers and directors. In addition, we enter into indemnification agreements with other parties in the ordinary course of business. In some cases we have obtained liability insurance providing coverage that limits our exposure for these other indemnified matters. We have not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. We believe the estimated fair value of these indemnification agreements is minimal and have not recorded a liability for these agreements as of December 31, 2012. We had no other off-balance sheet arrangements during any of fiscal 2012, 2011 or 2010 that had, or are reasonably likely to have, a material effect on our consolidated financial condition, results of operations, or liquidity.

Recent Accounting Pronouncements

See *Note 1—Organization and Significant Accounting Policies* to the Consolidated Financial Statements contained herein for a full description of recent accounting pronouncements including the respective expected dates of adoption and effects on results of our operations and financial condition.

Cautionary Information Regarding Forward Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 about Natus Medical Incorporated. These statements include, among other things, statements concerning our expectations, beliefs, plans, intentions, future operations, financial condition and prospects, and business strategies. The words "may," "will," "continue," "estimate," "project," "intend," "believe," "expect," "anticipate," and other similar expressions generally identify forward-looking statements. Forward-looking statements in this Item 7 include, but are not limited to, statements regarding the following: our ability to capitalize on improving market conditions, the sufficiency of our current cash, cash equivalents and short-term investment balances, and any cash generated from operations to meet our ongoing operating and capital requirements for the foreseeable future, and our intent to acquire additional technologies, products or businesses.

Forward-looking statements are not guarantees of future performance and are subject to substantial risks and uncertainties that could cause the actual results predicted in the forward-looking statements as well as our future financial condition and results of operations to differ materially from our historical results or currently anticipated results. Investors should carefully review the information contained under the caption "Risk Factors" contained in Item 1A of this report for a description of risks and uncertainties. All forward-looking statements are based on information available to us on the date hereof, and we assume no obligation to update forward-looking statements.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

The information required by this Item is set forth in the section entitled *Management's Discussion and Analysis of Financial Condition and Results of Operations—Quantitative and Qualitative Disclosures About Market Risk,* and is incorporated by reference in this section.

ITEM 8. Financial Statements and Supplementary Data

The Consolidated Financial Statements and Supplementary Data required by this Item are set forth where indicated in Item 15 of this report.

Selected Quarterly Financial Data (Unaudited)

The following table presents our operating results for each of the eight quarters in the period ended December 31, 2012. The information for each of these quarters is unaudited and has been prepared on the same basis as our audited financial statements appearing elsewhere in this report. As discussed in Note 20, *Immaterial Corrections to Prior Period Financial Statements* in the *Notes to Consolidated Financial Statements* of our Consolidated Financial Statements contained herein, subsequent to the issuance of our consolidated financial statements for the fiscal year ended December 31, 2011 we discovered immaterial errors in previously issued financial statements. These errors were corrected for all quarters and years that were affected. The quarterly information presented below reflects the correction of these errors. The impact of the errors was immaterial to all of the periods presented.

In the opinion of our management, all necessary adjustments, consisting only of normal recurring adjustments, other than the correction discussed in the preceding paragraph, have been included to present fairly the unaudited quarterly results when read in conjunction with our audited consolidated financial statements and the related notes appearing elsewhere in this report. These operating results are not necessarily indicative of the results of any future period.

	Quarters Ended							
	Dec. 31, 2012	Sept. 30, 2012	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	March 31, 2011
	(in thousands, except per share)							
Revenue	$ 90,821	$ 81,019	$ 61,032	$ 59,408	$ 64,354	$ 51,338	$ 58,095	$ 59,108
Cost of revenue	39,575	36,456	26,695	26,086	28,505	23,713	25,024	24,368
Gross profit	51,246	44,563	34,337	33,322	35,849	27,625	33,071	34,740
Gross profit percentage	56.4%	55.0%	56.2%	56.1%	55.7%	53.8%	56.9%	58.8%
Operating expenses:								
Marketing and selling	22,592	21,805	16,245	16,643	18,243	14,685	15,749	14,371
Research and development	8,122	8,513	6,585	6,746	7,006	6,118	6,170	6,286
General and administrative	11,757	18,811	10,890	9,505	8,105	7,807	8,010	9,068
Goodwill impairment charge	—	—	—	—	20,000	—	—	—
Total operating expenses	42,471	49,129	33,720	32,894	53,354	28,610	29,929	29,725
Income (loss) from operations	8,775	(4,566)	617	428	(17,505)	(985)	3,142	5,015
Other income (expense), net	(1,094)	(218)	297	180	(41)	(50)	(107)	124
Income (loss) before provision (benefit) for income tax	7,681	(4,784)	914	608	(17,546)	(1,035)	3,035	5,139
Provision for income tax expense (benefit)	2,664	(3,037)	590	319	(480)	(1,327)	710	1,869
Net income (loss)	$ 5,017	$ (1,747)	$ 324	$ 289	$(17,066)	$ 292	$ 2,325	$ 3,270
Earnings (loss) per share:								
Basic	$ 0.17	$ (0.06)	$ 0.01	$ 0.01	$ (0.60)	$ 0.01	$ 0.08	$ 0.12
Diluted	$ 0.17	$ (0.06)	$ 0.01	$ 0.01	$ (0.60)	$ 0.01	$ 0.08	$ 0.11
Weighted average shares used in the calculation of net earnings (loss) per share:								
Basic	29,282	29,062	28,921	28,856	28,826	28,643	28,439	28,346
Diluted	29,974	29,062	29,697	29,533	28,826	29,387	29,739	29,513
Impact of error corrections:								
Net income (loss)								
As previously reported	—	$ (1,949)	$ 445	$ 358	$(17,316)	$ 154	$ 2,361	$ 3,104
As corrected	—	$ (1,747)	$ 324	$ 289	$(17,066)	$ 292	$ 2,325	$ 3,270
Diluted earnings (loss) per share								
As previously reported	—	$ (0.07)	$ 0.01	$ 0.01	$ (0.60)	$ 0.01	$ 0.08	$ 0.11
As corrected	—	$ (0.06)	$ 0.01	$ 0.01	$ (0.60)	$ 0.01	$ 0.08	$ 0.11

We acquired Nicolet in July 2012, Embla in September 2011 and Medix in October 2010. Results of operations of each of the acquired entities are included in the above table from the date of acquisition forward.

ITEM 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the rules of the Securities and Exchange Commission, "disclosure controls and procedures" are controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of our chief executive officer and our chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our management, including our chief executive officer and chief financial officer, has concluded that our disclosure controls and procedures were not effective at a reasonable assurance level as of December 31, 2012. This conclusion was based on the material weakness in our financial reporting further described below.

Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Our management's annual report on internal control over financial reporting is set forth below.

Management's Report on Internal Control Over Financial Reporting

Our management, under the supervision of our chief executive officer and our chief financial officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2012. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in the Internal Control-Integrated Framework ("COSO Framework"). Based on our evaluation under the criteria set forth in the COSO Framework, our management concluded that as of December 31, 2012 our internal control over financial reporting was not effective due to the identification of a material weakness related to our controls over the implementation of a single-platform enterprise resource planning ("ERP") application for our operations in North America exclusive of Nicolet. In particular, we did not perform adequate user acceptance testing prior to implementing this application to identify processes that were later discovered to not operate as designed. This resulted in an inadequate segregation of duties and inadequate controls over approval of certain journal entries based on the roles assigned to users of the ERP. In addition, given the system implementation issues, we were not able to timely prepare account analyses and reconciliations.

These factors prevented us from completing our financial close and preparation of financial statements on a timely basis, which, in turn, made us unable to file our financial statements by the due date required by the applicable rules and regulations established by the Securities and Exchange Commission.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

We excluded from our assessment the internal control over financial reporting of the Nicolet business, which was acquired on July 2, 2012, whose financial statements constitute 21% of total assets and 18% of total revenues of the consolidated financial statement amounts as of and for the year ended December 31, 2012.

Our independent registered public accounting firm, Deloitte & Touche LLP, has audited the consolidated financial statements and financial statement schedule included in this annual report. They also audited our internal control over financial reporting as of December 31, 2012 as stated in their report included in this annual report.

Remediation Efforts to Address Material Weakness

To remediate the material weakness in our internal control over financial reporting described above, we are developing and implementing new control procedures regarding our ongoing implementation of the ERP application, including the following: (i) devoting additional resources to fixing processes associated with the financial close that were not operating as designed, (ii) revising user roles to provide adequate separation of duties, appropriate approval levels, and review of manual transaction details, and (iii) developing detailed reports to facilitate accurate account analyses and timely reconciliation of accounts. However, the material weakness will not be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

Changes in Internal Control over Financial Reporting

As noted above, during the year ended December 31, 2012 we completed the North American phase of our global ERP implementation, exclusive of the operations of the Nicolet business that we acquired on July 2, 2012. As a result, we implemented changes to our overall internal control over financial reporting during the fourth quarter of 2012. These changes had a material impact on our internal control over financial reporting.

Attestation Report of the Independent Registered Public Accounting Firm

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Natus Medical Incorporated
San Carlos, California

We have audited Natus Medical Incorporated and its' subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in Management's Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting of the Nicolet business, which was acquired on July 2, 2012, whose financial statements constitute 21% of total assets and 18% of total revenue of the consolidated financial statement amounts as of and for the year ended December 31, 2012. Accordingly, our audit did not include the internal control over financial reporting of the Nicolet business. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financing Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on that risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment: the Company's internal control over financial reporting was not effective due to a material weakness related to the Company's controls over the implementation of a single-platform enterprise resource planning application ("ERP") for its operations in North

America exclusive of Nicolet. In particular, the Company did not perform adequate user acceptance testing prior to implementing this application to identify processes that were later discovered to not operate as designed. This resulted in an inadequate segregation of duties and inadequate controls over approval of certain journal entries based on the roles assigned to users of the ERP. In addition, given the system implementation issues, the Company was not able to timely prepare account analyses and reconciliations. These factors prevented the Company from completing its financial close and preparation of financial statements on a timely basis. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements and financial statement schedule at Item 15(a)(2) as of and for the year ended December 31, 2012, of the Company and this report does not affect our report on such financial statements and financial statement schedule at Item 15(a)(2).

In our opinion, because of the effect of the material weakness identified above on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule at Item 15(a)(2) of this annual report as of and for the year ended December 31, 2012, of the Company and our report dated April 10, 2013 expressed an unqualified opinion on those financial statements and financial statement schedule.

/s/ Deloitte & Touche LLP

San Francisco, CA
April 10, 2013

PART III

This Part incorporates certain information from our definitive Proxy Statement for our 2013 Annual Meeting of Stockholders that is to be filed with the Securities and Exchange Commission not later than 120 days after the end of our fiscal year covered by this Report on Form 10-K.

ITEM 10. Directors, Executive Officers, and Corporate Governance

The information required by this Item concerning our directors is incorporated by reference to our Proxy Statement including but not necessarily limited to the section entitled *Election of Directors*. Certain information required by this item concerning executive officers is set forth in Part I of this Report in *Business—Executive Officers*. The information required by this item concerning compliance with Section 16(a) of the Exchange Act of 1934, as amended (the "Exchange Act"), is incorporated by reference to the Proxy Statement including but not necessarily limited to the section entitled *Section 16(a) Beneficial Ownership Reporting Compliance*.

Audit Committee and Audit Committee Financial Expert

The members of the Audit Committee of our Board of Directors are Ken Ludlum, Robert A. Gunst, and Mark D. Michael. Our Board of Directors has determined that Ken Ludlum is an audit committee financial expert as defined in Item 407(d) of Regulation S-K. All of the members of our audit committee are considered "independent" as the term is used in Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act.

Code of Conduct and Ethics

We have a code of conduct and ethics that applies to all of our employees, including our principal executive officer, principal financial officer, and principal accounting officer or controller. This code of conduct and ethics is posted on our internet website. The internet address for our website is *www.natus.com*, and the code of conduct and ethics may be found in the "Governance" section of our "Investor" webpage.

We intend to satisfy the disclosure requirement under Item 10 of Form 8-K regarding certain amendments to, or waivers from, provisions of this code of conduct and ethics by posting such information on our website, at the address and location specified above, or as otherwise required by The Nasdaq Stock Market.

The information required by this Item concerning our corporate governance is incorporated by reference to our Proxy Statement including but not necessarily limited to the section entitled *Corporate Governance*.

ITEM 11. Executive Compensation

The information required by this Item is incorporated by reference to our 2013 Proxy Statement including but not necessarily limited to the section entitled *Executive Compensation*.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Equity Compensation Plan Information

The following table sets forth information about the number of shares of common stock that can be issued under our 2011 Stock Awards Plan and our 2011 Employee Stock Purchase Plan as of December 31, 2012.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants, Awards and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants Awards and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	3,932,289	$ 11.71	4,294,416
Equity compensation plans not approved by security holders	—	—	—
Total	3,932,289	$ 11.71	4,294,416

Additional information required by this Item concerning ownership of our securities by certain beneficial owners and management is incorporated by reference to our 2013 Proxy Statement including but not necessarily limited to the section entitled *Beneficial Ownership of Common Stock*. Information concerning securities authorized for issuance under equity compensation plans is incorporated by reference to our 2013 Proxy Statement including but not necessarily limited to the section entitled *Equity Compensation Plan Information*.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated by reference to the 2013 Proxy Statement including but not necessarily limited to the section entitled *Corporate Governance Principles and Board Matters—Certain Relationships and Policies on Related Party Transactions* .

ITEM 14. Principal Accountant Fees and Services

The information required by this Item is incorporated by reference to the 2013 Proxy Statement including but not necessarily limited to the section entitled *Audit Fees*.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a)(1) Financial Statements

The following consolidated financial statements are filed as part of this Report:

(a)(2) Financial Statement Schedule

SCHEDULE II: VALUATION AND QUALIFYING ACCOUNTS
For the years ended December 31, 2012, 2011 and 2010
(in thousands)

	Balance at Beginning of Period	Assumed Through Acquisitions	Additions Charged to Expense	Deductions	Balance at End of Period
Year ended December 31, 2012					
Allowance for doubtful accounts	$ 941	$ —	$ 1,676	$ —	$ 2,617
Accrued warranty costs	$ 2,157	$ 615	$ 1,452	$ (1,964)	$ 2,260
Year ended December 31, 2011					
Allowance for doubtful accounts	$ 1,643	$ —	$ —	$ (702)	$ 941
Accrued warranty costs	$ 696	$ 1,244	$ 1,468	$ (1,251)	$ 2,157
Year ended December 31, 2010					
Allowance for doubtful accounts	$ 1,515	$ —	$ 592	$ (464)	$ 1,643
Accrued warranty costs	$ 694	$ 43	$ 331	$ (372)	$ 696

(a)(3) Exhibits

Exhibit No.	Exhibit	Incorporated By Reference			
		Filing	Exhibit No.	File No.	File Date
3.1	Natus Medical Incorporated Amended and Restated Certificate of Incorporation	S-1	3.1.1	333-44138	08/18/2000
3.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation	8-K	3.1	000-33001	09/13/2012
3.3	Natus Medical Incorporated Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock	8-A	3.1.2	000-33001	09/06/2002
3.4	Bylaws of Natus Medical Incorporated	8-K	3.1	000-33001	06/18/2008
3.5	Amended Bylaws of Natus Medical Incorporated	10-Q	3.1	000-33001	05/09/2012

Exhibit No.	Exhibit	Incorporated By Reference			
		Filing	Exhibit No.	File No.	File Date
10.1	Form of Indemnification Agreement between Natus Medical Incorporated and each of its directors and officers	S-1	10.1	333-44138	08/18/2000
10.3*	Natus Medical Incorporated Amended and Restated 2000 Stock Awards Plan	8-K	10.1	000-33001	01/04/2006
10.3.1*	Form of Option Agreement under the Amended and Restated 2000 Stock Awards Plan	S-1	10.3.1	333-44138	08/18/2000
10.3.2*	Form of Restricted Stock Purchase Agreement under the Amended and Restated 2000 Stock Awards Plan	10-Q	10.2	000-33001	08/09/2006
10.3.3*	Form of Restricted Stock Unit Agreement under the Amended and Restated 2000 Stock Awards Plan	10-K	10.3.3	000-33001	03/14/2008
10.4*	Natus Medical Incorporated 2000 Director Option Plan	10-Q	10.02	000-33001	05/09/2008
10.4.1*	Form of Option Agreement under the 2000 Director Option Plan	S-1	10.4.1	333-44138	08/18/2000
10.5*	Natus Medical Incorporated 2000 Supplemental Stock Option Plan	S-1	10.15	333-44138	08/18/2000
10.5.1*	Form of Option Agreement for 2000 Supplemental Stock Option Plan	S-1	10.15.1	333-44138	08/18/2000
10.6*	Natus Medical Incorporated 2000 Employee Stock Purchase Plan and form of subscription agreement thereunder	8-K	10.2	000-33001	01/04/2006
10.7*	2011 Stock Awards Plan	14-A	—	000-33001	04/20/2011
10.7.1*	Form of Stock Option Award Agreement under the 2011 Stock Plan	10-Q	10.1	000-33001	11/07/2011
10.7.2*	Form of Restricted Stock Award Purchase Agreement	10-Q	10.2	000-33001	11/07/2011
10.7.3*	Form of Restricted Stock Unit Agreement	10-Q	10.3	000-33001	11/07/2011
10.8*	2011 Employee Stock Purchase Plan	14-A	—	000-33001	04/20/2011
10.8.1*	2011 Employee Stock Purchase Plan Subscription Agreement	14-A	—	000-33001	04/20/2011
10.10*	Form of Employment Agreement between Natus Medical Incorporated and each of its executive officers	10-K	10.1	000-33001	03/10/2009
10.11*	Form of Employment Agreement between Natus Medical Incorporated and John T. Buhler dated February 14, 2011	10-Q	10.1	000-33001	05/06/2011

Exhibit No.	Exhibit	Incorporated By Reference			
		Filing	Exhibit No.	File No.	File Date
10.12*	Amended Employment Agreement between Natus Medical Incorporated and James B. Hawkins dated April 25, 2008	8-K	99.1	000-33001	04/29/2008
10.13	Third Amended and Restated Credit Agreement dated as of March 2, 2012 between Natus Medical Incorporated and Wells Fargo Bank, National Association	8-K	10.1	000-33001	03/05/2012
10.14	Second Amendment to the Third Amended and Restated Credit Agreement dated as of June 29, 2012 between Natus Medical Incorporated and Wells Fargo Bank, National Association	8-K	10.2	000-33001	07/03/2012
10.15	Stock and Asset Purchase Agreement, dated April 20, 2012, by and among Natus Medical Incorporated, CareFusion 303, Inc. and CareFusion 2200, Inc.	8-K	10.1	000-33001	04/24/2012
10.16	Amendment to the Stock and Asset Purchase Agreement, dated April 20, 2012, by and among Natus Medical Incorporated, CareFusion 303, Inc. and CareFusion 200, Inc.	8-K	10.1	000-33001	07/03/2012
21.1	Subsidiaries of the Registrant				
24.1	Power of Attorney (included on signature page)				
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.INS**	XBRL Instance Document				
101.SCH**	XBRL Taxonomy Extension Schema Document				
101.CAL**	XBRL Taxonomy Extension Label Calculation Linkbase Document				
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document				
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document				
101.DEF**	XBRL Taxonomy Extension Definition Document				

* Indicates a management contract or compensatory plan or arrangement

** Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K shall not be deemed to be "filed" for purposes of section 18 of the Exchange Act, or

otherwise subject to the liability of that section, and shall not be deemed part of a registration statement, prospectus or other document filed under the Securities Act or Exchange Act, except as may be expressly set forth by specific reference in such filings.

(b) Exhibits

See Item 15(a)(3) above.

(c) Financial Statement Schedules

See Item 15(a)(2) above.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned thereunto duly authorized.

NATUS MEDICAL INCORPORATED

By /s/ JAMES B. HAWKINS
James B. Hawkins
President and Chief Executive Officer

By /s/ JONATHAN KENNEDY
Jonathan Kennedy
Senior Vice President and Chief Financial Officer

Dated: April 10, 2013

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James B. Hawkins and Jonathan Kennedy and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed by the following persons on behalf of the registrant and in the capacity and dates indicated:

Signature	Title	Date
/s/ JAMES B. HAWKINS **(James B. Hawkins)**	Chief Executive Officer and Director (Principal Executive Officer)	April 10, 2013
/s/ JONATHAN KENNEDY **(Jonathan Kennedy)**	Senior Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	April 10, 2013
/s/ ROBERT A. GUNST **(Robert A. Gunst)**	Chairman of the Board of Directors	April 10, 2013
/s/ DORIS ENGIBOUS **(Doris Engibous)**	Director	April10, 2013
/s/ KEN LUDLUM **(Ken Ludlum)**	Director	April 10, 2013
/s/ MARK D. MICHAEL **(Mark D. Michael)**	Director	April 10, 2013
/s/ WILLIAM M. MOORE **(William M. Moore)**	Director	April 10, 2013

NATUS MEDICAL INCORPORATED

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Natus Medical Incorporated
San Carlos, California

We have audited the accompanying consolidated balance sheets of Natus Medical Incorporated and subsidiaries (the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2012. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2). These financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Natus Medical Incorporated and subsidiaries at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2012, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 10, 2013, expressed an adverse opinion thereon.

/s/ Deloitte & Touche LLP

San Francisco, CA
April 10, 2013

NATUS MEDICAL INCORPORATED

CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)

	December 31, 2012	December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	$ 23,057	$ 32,816
Accounts receivable, net of allowance for doubtful accounts of $2,617 and $941	89,960	55,421
Inventories	40,756	32,810
Prepaid expenses and other current assets	6,379	4,743
Deferred income tax	8,719	5,025
Total current assets	168,871	130,815
Property and equipment, net	26,512	26,092
Intangible assets, net	96,594	70,211
Goodwill	92,048	80,375
Other assets	7,828	7,353
Total assets	$ 391,853	$ 314,846
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 32,537	$ 16,404
Short-term borrowings	11,300	—
Current portion of long-term debt	8,526	188
Accrued liabilities	32,938	17,122
Deferred revenue	13,305	7,604
Total current liabilities	98,606	41,318
Long-term liabilities		
Other liabilities	3,038	6,015
Long-term debt	13,034	710
Deferred income tax	8,423	8,490
Total liabilities	123,101	56,533
Commitments and contingencies (Note 18)		
Stockholders' equity:		
Common stock, $0.001 par value; 120,000,000 shares authorized; shares issued and outstanding 30,106,933 in 2012 and 29,439,272 in 2011	275,395	267,499
Retained earnings	11,638	7,755
Accumulated other comprehensive (loss)	(18,281)	(16,941)
Total stockholders' equity	268,752	258,313
Total liabilities and stockholders' equity	$ 391,853	$ 314,846

The accompanying notes are an integral part of these consolidated financial statements.

NATUS MEDICAL INCORPORATED

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(In thousands, except per share amounts)

	Years Ended December 31,		
	2012	2011	2010
Revenue	$292,280	$232,895	$218,412
Cost of revenue	128,812	101,610	88,608
Gross profit	163,468	131,285	129,804
Operating expenses:			
Marketing and selling	77,285	63,048	54,838
Research and development	29,966	25,580	21,278
General and administrative (a)	50,963	32,990	35,754
Goodwill impairment charge	—	20,000	—
Total operating expenses	158,214	141,618	111,870
Income (loss) from operations	5,254	(10,333)	17,934
Other income (expense), net	(835)	(74)	(190)
Income (loss) before provision for income tax	4,419	(10,407)	17,744
Provision for income tax	536	772	5,804
Net income (loss)	$ 3,883	$ (11,179)	$ 11,940
Foreign currency translation adjustment	(1,340)	(3,267)	(719)
Comprehensive income (loss)	$ 2,543	$ (14,446)	$ 11,221
Net income (loss) per share:			
Basic	$ 0.13	$ (0.39)	$ 0.43
Diluted	$ 0.13	$ (0.39)	$ 0.41
Weighted average shares used in the calculation of net income (loss) per share:			
Basic	29,031	28,565	28,092
Diluted	29,837	28,565	29,217

(a) Includes restructuring charges of $8.8 million, $2.8 million and $3.1 million in the years ended December 31, 2012, 2011 and 2010, respectively.

The accompanying notes are an integral part of these consolidated financial statements.

NATUS MEDICAL INCORPORATED

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except share amounts)

	Common Stock		Retained Earnings / (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity
	Shares	Amount			
Balances, December 31, 2009, as corrected (See Note 20)	28,414,229	$ 250,374	$ 6,994	$ (12,955)	$ 244,413
Tax expense of option exercises		551			551
Vesting of restricted stock units	8,750	31			31
Issuance of restricted stock	209,600				
Employee stock purchase plan	68,050	866			866
Stock-based compensation expense		5,399			5,399
Exercise of stock options	222,038	1,651			1,651
Foreign currency translation adjustment				(719)	(719)
Net income			11,940		11,940
Balances, December 31, 2010	28,922,667	258,872	18,934	(13,674)	264,132
Tax expense of options exercises		(160)			(160)
Vesting of restricted stock units	21,375				
Issuance of restricted stock	216,162				
Employee stock purchase plan	84,414	859			859
Stock-based compensation expense		6,468			6,468
Exercise of stock options	194,654	1,460			1,460
Foreign currency translation adjustment				(3,267)	(3,267)
Net income			(11,179)		(11,179)
Balances, December 31, 2011	29,439,272	267,499	7,755	(16,941)	258,313
Tax expense of options exercises		(381)			(381)
Vesting of restricted stock units	7,075				
Issuance of restricted stock	350,015				
Employee stock purchase plan	85,699	807			807
Stock-based compensation expense		6,420			6,420
Exercise of stock options	224,872	1,050			1,050
Foreign currency translation adjustment				(1,340)	(1,340)
Net income			3,883		3,883
Balances, December 31, 2012	30,106,933	$275,395	$ 11,638	$ (18,281)	$268,752

The accompanying notes are an integral part of these consolidated financial statements.

NATUS MEDICAL INCORPORATED

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2012	2011	2010
Operating activities:			
Net income (loss)	$ 3,883	$(11,179)	$ 11,940
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for losses on accounts receivable	1,319	(358)	592
Excess tax (benefit)/expense on the exercise of stock options	381	160	(551)
Depreciation and amortization	12,615	10,192	9,103
Goodwill impairment charge	—	20,000	—
Impairment of intangible assets	560	700	300
(Gain)/loss on disposal of property and equipment	414	267	452
Warranty reserve	1,452	1,468	331
Change in fair value of contingent obligation	—	2,000	—
Share-based compensation	6,420	6,468	5,399
Changes in operating assets and liabilities, net of assets and liabilities acquired in acquisitions:			
Accounts receivable	(22,031)	3,673	(3,460)
Inventories	5,117	3,741	(8,255)
Other assets	(686)	714	(1,161)
Accounts payable	11,311	(7,062)	(5,468)
Accrued liabilities	5,135	(7,138)	(194)
Deferred revenue	1,712	2,112	723
Deferred taxes	(8,210)	(3,006)	1,704
Net cash provided by operating activities	19,392	22,752	11,455
Investing activities:			
Acquisition of businesses, net of cash acquired	(55,123)	(15,072)	(13,415)
Acquisition of property and equipment	(7,340)	(4,180)	(4,152)
Acquisition of intangible assets	—	(825)	(344)
Purchases of long-term investments	—	(300)	—
Purchases of short-term investments	—	—	(975)
Sales of short-term investments	—	1,005	975
Net cash used in investing activities	(62,463)	(19,372)	(17,911)
Financing activities:			
Proceeds from stock option exercises and ESPP	1,857	2,319	2,548
Excess tax benefit (expense) on the exercise of stock options	(381)	(160)	551
Proceeds from short-term borrowings	11,300	2,553	—
Proceeds from long-term borrowings	25,000	—	—
Payments on borrowings	(4,359)	(3,013)	(1,403)
Net cash provided by financing activities	33,417	1,699	1,696
Exchange rate effect on cash and cash equivalents	(105)	(646)	557
Net increase (decrease) in cash and equivalents	(9,759)	4,433	(4,203)
Cash and cash equivalents, beginning of year	32,816	28,383	32,586
Cash and cash equivalents, end of year	$ 23,057	$ 32,816	$ 28,383
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 489	$ 114	$ 130
Cash paid for income taxes	$ 6,942	$ 1,878	$ 5,050
Non-cash investing activities:			
Contingent earnout obligations classified as liabilities	$ —	$ —	$ 2,000
Fixed assets included in accounts payable	$ 392	$ 174	$ —

The accompanying notes are an integral part of these consolidated financial statements.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2011, 2010 and 2009

1—ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization

Natus Medical Incorporated ("Natus", the "Company", "we", "our") was incorporated in California in May 1987 and reincorporated in Delaware in August 2000. Natus is a leading provider of healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments in newborn care, hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and balance and mobility disorders. Product offerings include computerized neurodiagnostic systems for audiology, neurology, polysomnography, and neonatology, as well as newborn care products such as hearing screening systems, phototherapy devices for the treatment of newborn jaundice, head-cooling products for the treatment of brain injury in newborns, incubators to control the newborn's environment, and software systems for managing and tracking disorders and diseases for public health laboratories. The Company's headquarters are in San Carlos, California.

We have completed a number of acquisitions since 2003, consisting of either the purchase of a company, substantially all of the assets of a company or individual products or product lines. Our significant acquisitions are as follows: Neometrics in 2003; Fischer-Zoth in 2004; Bio-logic, Deltamed, and Olympic in 2006; Xltek in 2007; Sonamed, Schwarzer Neurology, and Neurocom in 2008; Hawaii Medical and Alpine Biomed in 2009; Medix in 2010; Embla in 2011 and Nicolet on 2012.

Principles of Consolidation—The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities in the consolidated financial statements and the reported amount of revenue and expenses during the reporting period. Such estimates include allowances for potentially uncollectible accounts receivable, valuation of inventory, intangible assets, goodwill, share-based compensation, deferred income taxes, reserves for warranty obligations, and the provision for income taxes. Actual results could differ from those estimates.

Revenue Recognition—Revenue, net of discounts, is recognized from sales of medical devices and supplies, including sales to distributors, when the following conditions have been met: a purchase order has been received, title has transferred, the selling price is fixed or determinable, and collection of the resulting receivable is reasonably assured. Terms of sale for most domestic sales are FOB origin, reflecting that title and risk of loss are assumed by the purchaser at the shipping point; however, terms of sale for some neurology, sleep-diagnostic, and head cooling systems are FOB destination, reflecting that title and risk of loss are assumed by the purchaser upon delivery. Terms of sales to international distributors are generally EXW, reflecting that goods are shipped "ex works," in which title and risk of loss are assumed by the distributor at the shipping point.

We have historically applied the software revenue recognition rules as prescribed by Accounting Standards Codification ("ASC") Subtopic 985-605 to sales of certain of our diagnostic neurology and hearing systems ("products containing embedded software"). In October 2009, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. ("ASU") 2009-14, *Certain Revenue Arrangements That Include Software Elements*, which amended ASC Subtopic 985-605. This ASU removes tangible products containing software components and non-software components that function together to deliver the product's essential functionality from the scope of the software revenue recognition rules. We adopted the provisions of

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

ASU 2009-14 prospectively on January 1, 2010 for new or significantly modified revenue arrangements. The adoption did not have a significant impact on our revenue or results of operations for the year ended December 31, 2010. In the case of the Company's products containing embedded software, we have determined that the hardware and software components function together to deliver the products' essential functionality, and therefore, the revenue from the sale of these products no longer falls within the scope of the software revenue recognition rules. Our revenue recognition policies for sales of these products are now substantially the same as for our other tangible products.

Revenue from sales of certain of our products that remain within the scope of the software revenue recognition rules under ASC Subtopic 985-605 is not significant.

We previously accounted for arrangements with multiple deliverables under ASC Topic 605, where revenue was allocated to the deliverables based on vendor specific objective evidence ("VSOE"). In October 2009 the FASB issued ASU 2009-13, *Multiple Deliverable Revenue Arrangements*, which amends ASC Topic 605. We adopted the provisions of ASU 2009-13 prospectively on January 1, 2010 for new or significantly modified revenue arrangements. The adoption did not have a significant impact on our revenue or results of operations for the year ended December 31, 2010. Under the revenue recognition rules for tangible products as amended by ASU 2009-13, we now allocate revenue from arrangements with multiple deliverables to each of the deliverables based upon their relative selling prices as determined by a selling-price hierarchy. A deliverable in an arrangement qualifies as a separate unit of accounting if the delivered item has value to the customer on a stand-alone basis. The principal deliverables in our multiple deliverable arrangements that qualify as separate units of accounting consist of (i) sales of medical devices and supplies, (ii) installation services, (iii) extended service and maintenance agreements, and (iv) upgrades to embedded software.

The new rules establish a hierarchy to determine the selling price to be used for allocating revenue to deliverables as follows: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE"), and (iii) best estimate of the selling price ("ESP"). VSOE of fair value is defined as the price charged when the same element is sold separately, or if the element has not yet been sold separately, the price for the element established by management having the relevant authority when it is probable that the price will not change before the introduction of the element into the marketplace. VSOE generally exists only when we sell the deliverable separately and is the price actually charged for that deliverable. We have established VSOE for substantially all of the undelivered elements in our multiple element arrangements and ESPs on delivered elements. In the future we may rely on ESPs, reflecting our best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis, to establish the amount of revenue to allocate to the undelivered elements. TPE generally does not exist for our products because of their uniqueness.

For products shipped under FOB origin or EXW terms, delivery is generally considered to have occurred when shipped. Undelivered elements in our sales arrangements, which are not considered to be essential to the functionality of a product, generally include installation or training services that are performed after the related products have been delivered. Revenue related to undelivered installation services is deferred until such time as installation is complete at the customer's site. Revenue related to training services is recognized when the service is provided. Fair value for installation or training services is based on the price charged when the service is sold separately. The fair value of installation and training services is based upon billable hourly rates and the estimated time to complete the service.

Revenue from extended service and maintenance agreements, for both medical devices and data management systems, is recognized ratably over the service period. Freight charges billed to customers are included in revenue and freight-related expenses are charged to cost of revenue. Advance payments from

customers are recorded as deferred revenue and recognized as revenue as otherwise described above. We generally do not provide rights of return on products. We accept trade-ins of our own and competitive medical devices. Trade-ins are recorded as a reduction of the replacement medical device sale. Provisions are made for initial standard warranty obligations that are generally one year in length.

Group Purchasing Organizations ("GPO"s), negotiate volume purchase prices for member hospitals, group practices, and other clinics. Our agreements with GPOs typically contain preferential terms for the GPO and its members, including provisions for some, if not all, of the following:

- Negotiated pricing for all group members;
- Volume discounts and other preferential terms on their member's direct purchases from us;
- Promotion of Natus' products by the GPO to its members;
- Payment of marketing fees by Natus to the GPO, usually based on purchasing experience of group members; and
- Non-recourse cancellation provisions.

We do not sell products to GPOs. Hospitals, group practices, and other clinics that are members of a GPO purchase products directly from the Company under the terms negotiated by the GPO. Negotiated pricing and discounts are recognized as a reduction of the selling price of products at the time of the sale. Revenue from sales to members of GPOs is otherwise consistent with general revenue recognition policies as previously described.

Cash Equivalents—All highly liquid instruments purchased with an original maturity of three months or less are classified as cash equivalents.

Allowance for Doubtful Accounts—We assess the sufficiency of the allowance for estimated uncollectible accounts receivable. Estimates are based on historical collection experience within the markets in which we operate and other customer-specific information, such as bankruptcy filings or liquidity problems of customers. When it is determined that an account receivable is uncollectible, it is written off and relieved from the reserve. Any future determination that the allowance for estimated uncollectible accounts receivable is not properly stated could result in changes in operating expense and results of operations.

Fair Value of Financial Instruments—Financial instruments include cash and cash equivalents, accounts receivable, accounts payable and long-term debt. Cash and cash equivalents are reported at their respective fair values on the balance sheet dates. The recorded carrying amount of accounts receivable and accounts payable approximates their fair value due to their short-term maturities. The carrying amount of long-term debt approximates fair value as determined by reference to market rates available to us for debt with similar terms and conditions.

Inventories—Inventories are stated at the lower of standard cost, which approximates actual cost on a first-in, first-out basis, or market. We may be exposed to a number of factors that could result in portions of our inventory becoming either obsolete or in excess of anticipated usage. These factors include, but are not limited to, technological changes, competitive pressures in products and prices, and the introduction of new product lines. We regularly evaluate our ability to realize the value of inventory based on a combination of factors, including historical usage rates, forecasted sales, product life cycles, and market acceptance of new products. When inventory that is obsolete or in excess of anticipated usage is identified, it is written down to realizable salvage value or an inventory valuation reserve is established.

Investments—Investments that do not have readily determinable fair value are stated at cost and are reported in other assets.

Property and Equipment—Property and equipment are stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives of the respective assets, which are three to five years for office furniture and equipment, three to five years for computer software and hardware, three to six years for demonstration and loaned equipment, and 40 years for buildings. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life. Land is not depreciated. Costs associated with acquiring and installing software to be used for internal purposes are capitalized.

Long-Lived Assets and Goodwill—Intangible assets with finite lives are amortized over their useful lives; any future changes that would limit their useful lives or any determination that these assets are carried at amounts greater than their estimated fair value could result in impairment charges. Goodwill and any other intangible assets with indefinite lives are recorded at original cost and are not amortized. Any future determination that these assets are carried at amounts greater than their estimated fair value could result in additional charges, which could impact operating results.

Definite-lived intangible assets are tested for impairment whenever changes in circumstances indicate the carrying value of these assets may be impaired. Impairment indicators include, but are not limited to, net book value as compared to market capitalization, significant negative industry and economic trends, and significant underperformance relative to historical and projected future operating results. Impairment is considered to have occurred when the estimated undiscounted future cash flows related to the asset are less than its carrying value. Estimates of future cash flows involve consideration of many factors including the marketability of new products, product acceptance and lifecycle, competition, appropriate discount rates, and operating margins.

Intangible assets with definite lives are amortizing using the straight-line and graded methods over periods ranging from five to 20 years.

Goodwill and indefinite-lived intangible assets are tested for impairment at least annually as of October 1st; this assessment is also performed whenever there is a change in circumstances that indicates the carrying value of these assets may be impaired. The determination of whether any potential impairment of goodwill exists is based upon a two-step process. In the first analysis, the fair value of the reporting unit is compared to the unit's carrying value, including goodwill, to determine if there is a potential impairment. If the fair value exceeds the carrying amount, the goodwill of the reporting unit is considered not impaired and no further analysis or action is required. If the first analysis indicates that the carrying value exceeds the fair value, a second analysis is performed to determine the amount of the goodwill impairment loss, if any.

In step two of the impairment test, the implied fair value of a reporting unit's goodwill is compared to the carrying amount of that goodwill. The implied fair value of the goodwill is determined in the same manner as the amount of goodwill recognized in a business combination is determined. That is, the fair value of a reporting unit is allocated to all the assets and liabilities of that reporting unit, including unrecognized intangible assets as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the price paid to acquire the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of that goodwill.

To determine the estimated fair value of reporting units, three valuation methodologies are utilized: (i) discounted cash flow analyses, (ii) market multiples, and (iii) comparative transactions. The valuations

indicated by these three methodologies are averaged, with the greatest weight placed on discounted cash flow analyses. Discounted cash flow analyses are dependent upon a number of quantitative and qualitative factors including estimates of forecasted revenue, profitability, earnings before interest, taxes, depreciation and amortization (i.e. EBITDA) and exit values. The discount rates applied in the discounted cash flow analyses also have an impact on the estimates of fair value, as use of a higher rate will result in a lower estimate of fair value. The estimated total fair value of reporting units is reconciled to the Company's market capitalization taking into account a control premium of 30%.

Research & Development and Capitalized Software Development Costs —Costs incurred in research and development are charged to operations as incurred. Some of our products include imbedded software which is essential to the product's functionality. In accordance with FASB ASC 985-20, *Costs of Software to be Sold, Leased or Marketed*, costs incurred in the research and development of new software components and enhancements to existing software components are expensed as incurred until technological feasibility has been established. We capitalize software development costs when the project reaches technological feasibility and cease capitalization when the project is ready for release. Software development costs are amortized on a straight-line basis over the estimated useful life of the product. Amortization begins when the product is available for general release to the customer.

Internal Use Software Development Costs—We account for internal use software development costs in accordance with ASC 350-40-15, *Internal Use Software*. In accordance with ASC 350-40-15, costs to develop internal use computer software during the application development stage are capitalized and reported as a component of intangible assets and amortized on a straight-line basis over the estimated useful lives of the related software applications.

Share-Based Compensation—We recognize share-based compensation expense associated with employee stock options under the single-option straight line method over the requisite service period, which is generally a four-year vesting period pursuant to ASC Topic 718, *Compensation-Stock Compensation*. See Note 11.

For employee stock options, the value of each option is estimated on the date of grant using the Black-Scholes option pricing model, which was developed for use in estimating the value of freely traded options. Our employee stock options have characteristics significantly different from those of traded options. Similar to other option pricing models, the Black-Scholes method requires the input of highly subjective assumptions, including stock price volatility. Changes in the subjective input assumptions can materially affect the estimated fair value of our employee stock options.

Forfeitures of employee stock options are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from initial estimates. Share-based compensation expense is recorded net of estimated forfeitures, such that expense is recorded only for those share-based awards that are expected to vest.

The cash flow resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) is classified as a cash inflow from financing activities and a cash outflow from operating activities in our Statements of Cash Flows. We treat tax deductions from certain stock option exercises as being realized when they reduce taxes payable in accordance with relevant tax law.

We also recognize share-based compensation associated with Restricted Stock Awards and Restricted Stock Units in accordance with ASC Topic 718, *Compensation-Stock Compensation*.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

Uncertain Tax Positions—We recognize the tax benefit of uncertain tax positions in the financial statements in accordance with ASC Topic 740, *Income Tax.* When the tax position is deemed more likely than not of being sustained, we recognize the largest amount of tax benefit that is greater than 50 percent likely of being ultimately realized upon settlement, in accordance with ASC 740-10-05.

Foreign Currency—The functional currency of our subsidiaries outside of North America is generally the local currency of the country where the subsidiary is located. Accordingly, foreign currency translation adjustments relating to the translation of foreign subsidiary financial statements are included as a component of accumulated other comprehensive income (loss). We recorded $1.3 million, $3.3 million, and $719,000 of foreign currency translation losses for the years ended December 31, 2012, 2011 and 2010, respectively.

Gains and losses from transactions denominated in currencies other than the functional currencies of the Company and its subsidiaries are included in other income and expense. In 2012, 2011 and 2010, net foreign currency transaction gains (losses) were $(221,000), $15,000, and $(593,000), respectively. Foreign currency gains and losses result primarily from fluctuations in the exchange rate between the U.S. Dollar, Canadian Dollar, Euro, Argentine Peso, British Pound, and Danish Kroner.

Comprehensive Income—We report by major components and as a single total the change in our net assets during the period from non-owner sources in accordance with ASC Topic 220, *Comprehensive Income*. The consolidated statement of comprehensive income (loss) has been included with the consolidated statements of operations. Accumulated other comprehensive income (loss) consists of translation gains and losses on foreign subsidiary financial statements.

Basic and Diluted Net Income per Share—We compute net income per share in accordance with ASC Topic 260, *Earnings per Share.* Basic net income per share is based upon the weighted average number of common shares outstanding during the period. Diluted net income per share is based upon the weighted average number of common shares outstanding and dilutive common stock equivalents outstanding during the period. Common stock equivalents are options granted and shares of restricted stock issued under our stock awards plans and are calculated under the treasury stock method. Common equivalent shares from unexercised stock options and restricted stock are excluded from the computation when there is a loss as their effect is anti-dilutive, or if the exercise price of such options is greater than the average market price of the stock for the period.

For the year ended December 31, 2012, common stock equivalents of 806,572 shares were included in the weighted average shares outstanding used to calculate diluted income per share, while 1,899,873 shares were excluded from the calculation because of their anti-dilutive effect. For the year ended December 31, 2011, common stock equivalents of 959,159 shares were not used to calculate diluted net loss per share because of their anti-dilutive effect. For the year ended December 31, 2010, common stock equivalents of 1,125,006 were included in the weighted average shares outstanding used to calculate diluted income per share, while 1,090,401 shares were excluded from the calculation because of their anti-dilutive effect.

Certain Significant Risks and Uncertainties—Financial instruments that potentially subject us to credit risk consist principally of cash and cash equivalents, accounts receivable, and long-term debt. Cash and cash equivalents consist primarily of cash in bank accounts and investments in money market funds.

We sell our products primarily to hospitals and medical institutions. Customers are generally not required to provide collateral or other security to support accounts receivable. Allowances for estimated potential bad debt losses are maintained. No single customer or distributor accounted for more than 10% of accounts receivable at December 31, 2012, 2011 or 2010.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

Recent Accounting Pronouncements

Testing Indefinite-Lived Intangibles for Impairment—In July 2012, the Financial Accounting Standards Board ("FASB") amended guidance on *Testing Indefinite-Lived Intangibles for Impairment*. The new guidance addresses the process for testing for impairment of indefinite-lived intangible assets provides an entity the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of such assets are less than their carrying amounts. If an entity determines that it is more likely than not that the fair value of each asset exceeds its carrying amount, it would not need to calculate the fair value of the asset in that year. If the entity concludes otherwise, it is required to perform an impairment test comparing the carrying value of the intangible asset with its fair value and recognize an impairment loss if necessary. The new guidance will be effective for us on January 1, 2013 and early adoption is permitted. Adoption of this guidance is not expected to have an impact on our financial position, results of operations, or cash flows.

2—BUSINESS COMBINATIONS

Common

The assets acquired and liabilities assumed at the date of acquisition are recorded in the consolidated financial statements at their respective fair values as of the acquisition date. The excess of the purchase price over the fair value of the acquired net assets is recorded as goodwill.

The determination of estimated fair value of acquired assets and liabilities requires management to make significant estimates and assumptions. We determine the fair value by applying established valuation techniques, based on information that management believes to be relevant to this determination. The Company also utilizes independent third parties to assist in the valuation of goodwill, intangible assets, and real estate.

The results of operations of our acquisitions are included in the consolidated financial statements from the date of the acquisition.

Nicolet

We acquired the Nicolet neurodiagnostic business ("Nicolet") from CareFusion on July 2, 2012 pursuant to a Share and Acquisition Purchase Agreement. The Nicolet business develops clinically differentiated neurodiagnostic and monitoring products, including a portfolio of electroencephalography (EEG) and electromyography (EMG) systems and related accessories, as well as vascular and obstetric Doppler sensors and connectivity products. The acquisition strengthens the Company's existing neurology portfolio and provides new product categories. The acquisition also better positions the Company in international markets, as over 50 percent of the CareFusion Nicolet business was in markets outside of the United States.

We acquired all of the outstanding common shares of CareFusion subsidiaries comprising the Nicolet business in the United States, Ireland, and the United Kingdom, and certain assets and liabilities of Nicolet sales divisions principally in China, Brazil, Germany, Italy, the Netherlands, and Spain for $57.9 million in cash at closing, excluding direct costs of the acquisition. In December 2012 we recorded a reduction in the purchase consideration based on a working capital provision of the purchase agreement that resulted in CareFusion returning $2.4 million to the Company. A total of $2.6 million of direct costs associated with the acquisition was expensed as incurred and reported as a component of general and administrative expenses.

The acquisition has been accounted for as a business combination. Under the acquisition method of accounting, the assets acquired and liabilities assumed from Nicolet are recorded in the consolidated financial

statements at their respective fair values as of the acquisition date. The excess of the purchase price over the fair value of the acquired net assets has been recorded as goodwill. Nicolet's results of operations are included in the consolidated financial statements from the date of the acquisition.

Valuing certain components of the acquisition, primarily inventories, deferred taxes and accrued expenses required us to make significant estimates that may be adjusted in the future; consequently, the purchase price allocation is considered preliminary. Final determination of these estimates could result in an adjustment to the preliminary purchase price allocation, with an offsetting adjustment to goodwill.

During the fourth quarter of 2012, we recorded adjustments to the preliminary purchase price allocation for cash, inventories, deferred tax assets, property, plant and equipment, accounts payable, accrued expenses, deferred revenue, and deferred tax liability that resulted in a net decrease to goodwill of $4.9 million. The adjustment to the purchase consideration related to the working capital provision reduced goodwill by an additional $2.4 million.

The following table summarizes the preliminary purchase price allocation of the fair value of the assets acquired and liabilities assumed at the date of acquisition, as adjusted (in thousands):

Cash	$ 364
Accounts receivable	14,680
Inventories	13,158
Current deferred tax asset	237
Prepaid and other assets	569
Other long-term assets	52
Non-current deferred tax asset	1,094
Identifiable intangible assets:	
Developed technology	11,600
Customer-related	8,300
Trademarks and trade names	9,000
Backlog	720
Land and building	1,177
Other property and equipment	1,739
Goodwill	11,733
Accounts payable	(5,322)
Accrued expenses	(8,613)
Deferred revenue	(3,943)
Non-current deferred tax liability	(1,058)
Total purchase price	$55,487

Identifiable intangible assets. Intangible assets included in the purchase price allocation consist of: (i) developed technology of $11.0 million assigned a weighted average economic life of 18 years being amortized on the straight line method and developed technology of $600,000 assigned a weighted average economic life of 4 years being amortized on the straight line method (ii) customer-related intangible assets of $8.3 million assigned an economic life of 16 years being amortized on the straight line method, (iii) trademarks and trade names of $9.0 million that have an indefinite life and are not being amortized, and (iv) backlog of $720,000 assigned an economic life of three months being amortized on the straight line method. All straight-line method of amortization above is based on the expected pattern of future benefits related to those respective intangible assets.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

Accounts receivable, net of allowance for doubtful accounts and other liabilities are stated at their historical carrying value, which approximate fair value given the short-term nature of these assets and liabilities. The fair value of the inventory was derived from model-based valuations for which all significant inputs and value drivers are observable directly or indirectly ("Level 2 inputs") in accordance with a fair value hierarchy as described in Note 19 —*Fair Value Measurements.* The fair value of the non-financial assets, summarized above, were derived from significant unobservable inputs ("Level 3 inputs") determined by management based on market analysis, income analysis and discounted cash flow model. The fair value of fixed assets ("Level 2 inputs") was determined using market data for similar assets. The fair value of purchased identifiable intangible assets was determined using our discounted cash flow models from income projections prepared by management, using weighted average cost of capital plus up to a 9% premium.

Goodwill. Approximately $11.6 million has been allocated to goodwill. Goodwill is calculated as the difference between the acquisition date fair value of the consideration transferred and the provisional values assigned to the assets acquired and liabilities assumed and represents primarily the expected synergies of combining the operations of the Company and the Nicolet business. None of the goodwill is expected to be deductible for tax purposes. In accordance with ASC 350-20, goodwill will not be amortized but instead will be tested for impairment at least annually (more frequently if certain indicators are present). In the event that management determines that the value of goodwill has become impaired, we will incur an accounting charge for the amount of impairment during the fiscal quarter in which the determination is made.

Deferred income tax. Preliminary estimates of deferred taxes are as follows: $237,000 current deferred tax asset, $1.1 million non-current deferred tax asset, and $1.1 million non-current deferred tax liability. These deferred taxes result primarily from differences between the fair value of tangible and intangible assets acquired under financial reporting and their tax basis.

Pro forma financial information

The following unaudited pro forma information combines our results of operations for the twelve months ended December 31, 2012 and 2011 with the results of operations for Nicolet as if the acquisition had occurred on January 1, 2011.

Unaudited Pro forma Financial Information
(in thousands)

	2012	2011
Revenue	$342,081	$323,259
Income (loss) from operations	$(64,548)	$ (12,348)

The unaudited pro forma financial information is provided for comparative purposes only and is not necessarily indicative of what actual results would have been had the acquisitions occurred on the dates indicated, nor does it give effect to synergies, cost savings, and other changes expected to result from the acquisitions. Accordingly, the pro forma financial results do not purport to be indicative of results of operations as of the date hereof, for any period ended on the date hereof, or for any other future date or period.

Nicolet's revenue of $51.5 million and income from operations of $7.4 million are included in our consolidated statement of operations and comprehensive income (loss) for the period from July 2, 2012 (acquisition date) to December 31, 2012.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

For purposes of preparing the unaudited pro forma financial information for the year ended December 31, 2012, Nicolet's consolidated statement of revenue and direct expenses for the period January 1, 2012 through July 2, 2012 was combined with the Company's Consolidated Statement of Operations and Comprehensive Income (Loss) for the year ended December 31, 2012. For purposes of preparing the unaudited pro forma financial information for the year ended December 31, 2011, Nicolet's consolidated statement of revenue and direct expenses for the year ended December 31, 2011 was combined with the Company's Consolidated Statement of Operations and Comprehensive Income (Loss) for the year ended December 31, 2011. Since the former owner did not maintain separate stand-alone financial statements for the Nicolet business, expenses include only cost of goods sold and operating expenses directly attributable to the operations of the business.

The unaudited pro forma consolidated results reflect the historical information of Natus and Nicolet in 2012 and 2011, adjusted for the following pre-tax amounts:

- Elimination of Nicolet's historical intangible asset amortization expense (approximately $423,000 through June 30, 2012 and $1.2 million in 2011);
- Additional amortization expense related to Nicolet (approximately $574,000 through June 30, 2012 and $1.9 million in 2011) related to the fair value of identifiable intangible assets acquired;
- Decrease of Nicolet's depreciation expense (approximately $793,000 through June 30, 2012 and $801,000 in 2011) related to the fair value adjustment to property and equipment acquired;
- Adjustments to general and administrative expense relating to Nicolet's direct acquisition costs (approximately $2.6 million in 2011 and $(2.6) million in 2012);
- Adjustments to cost of goods sold relating to Nicolet's fair value inventory adjustments (approximately $687,000 in 2011 and $(687,000) in 2012).

Embla Systems LLC

We acquired Embla Systems LLC ("Embla") on September 15, 2011 pursuant to an Equity Purchase Agreement. Embla, with corporate headquarters in Denver, Colorado develops, manufactures, and sells devices focused on diagnostic sleep analysis (Polysomnography or PSG) with products sold into the hospital and dedicated sleep lab as well as home sleep testing devices. The acquisition broadened our existing PSG product offerings and allows us to further leverage our existing sales channels both in the United States and internationally.

The Company acquired all of the capital stock of Embla for $16.1 million in cash at closing, excluding direct costs of the acquisition. The Company paid an additional $472,000 of purchase consideration in October 2011 pursuant to a purchase price adjustment clause in the purchase agreement tied to Embla cash as of the purchase date. A total of $322,000 of direct costs associated with the acquisition was expensed as incurred and reported as a component of general and administrative expenses.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

The following table summarizes the purchase price allocation of the fair value of the assets acquired and liabilities assumed at the date of acquisition, as adjusted (in thousands):

Cash	$ 887
Accounts receivable	4,393
Inventories	4,180
Prepaid and other assets	544
Deferred income tax	534
Identifiable intangible assets:	
Core Technology	600
Developed Technology	1,200
Customer-related	2,900
Tradenames	3,500
In-Process Research and Development	100
Property and equipment	101
Goodwill	3,838
Accounts payable	(2,396)
Accrued expenses	(2,658)
Deferred income tax	(134)
Deferred revenue	(1,017)
Total purchase price	$16,572

Identifiable intangible assets. Intangible assets included in the purchase price allocation consist of: (i) technology of $1.8 million assigned an average economic life of 18 years being amortized on the straight line method, (ii) customer-related intangible assets of $2.9 million assigned an economic life of 14 years being amortized on the straight line method, and (iii) tradenames of $3.5 million that have an indefinite life and are not being amortized.

IPR&D. A portion of the purchase price was allocated to in-process research and development ("IPR&D") in the amount of $100,000. The fair value of the IPR&D was determined through estimates and valuation techniques through an analysis of data provided by Embla concerning developmental products, their stage of development, the time and resources needed to complete them, their expected income generating ability and associated risks. IPR&D is accounted for as an indefinite-lived intangible asset until completion or abandonment of the associated research and development efforts. IPR&D will be tested for impairment annually or when impairment indicators are present.

Goodwill. Approximately $3.8 million has been allocated to goodwill. Goodwill represents the excess of the purchase price over the fair value of the underlying net tangible and intangible assets. This goodwill is expected to be non-deductible for tax purposes. Goodwill will not be amortized but instead will be tested for impairment at least annually (more frequently if certain indicators are present). In the event that management determines that the value of goodwill has become impaired, we will incur an accounting charge for the amount of the impairment during the quarter in which the determination is made.

Deferred income tax. A preliminary estimate of $534,000 has been allocated to non-current deferred tax assets and $134,000 has been allocated to non-current deferred tax liabilities, which results primarily from investment tax credits and a portion of customer-related intangible assets.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

Proforma financial information

The following unaudited proforma combined results of operations of the Company for the twelve months ended December 31, 2011 and 2010 are presented as if the acquisition of Embla had occurred on January 1, 2010:

Unaudited Proforma Financial Information
(in thousands)

	December 31,	
	2011	2010
Revenue	$252,997	$248,084
Income (loss) from operations	$ (9,577)	$ 17,930

The unaudited proforma financial information is provided for comparative purposes only and is not necessarily indicative of what actual results would have been had the acquisitions occurred on the dates indicated, nor do they give effect to synergies, cost savings, and other changes expected to result from the acquisitions. Accordingly, the proforma financial results do not purport to be indicative of results of operations as of the date hereof, for any period ended on the date hereof, or for any other future date or period.

Embla's revenue of $10.9 million and income from operations of $2.0 million are included in our Consolidated Statement of Operations and Comprehensive Income (Loss) for the period from September 15, 2011 (acquisition date) to December 31, 2011.

For purposes of preparing the unaudited proforma financial information for the year ended December 31, 2011, Embla's Consolidated Statement of Income for the period January, 1, 2011 through September 15, 2011 was combined with the Company's Consolidated Statement of Operations and Comprehensive Income (Loss) for the period January 1, 2011 through December 31, 2011 which included the results of Embla from the date of acquisition. For purposes of preparing the unaudited proforma financial information for the year ended December 31, 2010, Embla's Statement of Income for the year ended December 31, 2010 was combined with the Company's Consolidated Statement of Operations and Comprehensive Income (Loss) for the year ended December 31, 2010.

The unaudited proforma consolidated results reflect the historical information of Natus and Embla in 2011 and 2010, adjusted for the following pre-tax amounts:

- Elimination of Embla's historical intangible asset amortization expense (approximately $148,000 through December 31, 2011 and $210,000 in 2010).
- Additional amortization expense related to Embla (approximately $225,000 through December 31, 2011 and $317,000 in 2010) related to the fair value of identifiable intangible assets acquired.
- Decrease of Embla's depreciation expense (approximately $279,000 through December 31, 2011 and $393,000 in 2010) related to the fair value adjustment to property and equipment acquired.
- Actual 2011 Embla acquisition related transaction costs of $322,000 were excluded from the 2011 proforma results above and included in the 2010 proforma as if these costs were incurred during the 2010 period.

- Fair value adjustment relating to inventory of $163,000, of which $77,000 was sold from the acquisition date to December 31, 2011 and thus excluded from the 2011 proforma results above. The 2010 proforma included the entire $163,000 as if the inventory as of the acquisition date was entirely sold in the 2010 period.

Medix Industrial y Commercial S.A.

We acquired Medix Industrial y Commercial S.A. ("Medix") on October 12, 2010 for $14.1 million in cash pursuant to an Agreement and Plan of Merger. Medix develops, manufactures, and sells devices for newborn care, primarily in Latin America. Medix, based in Argentina, manufactures incubators for use in hospital nurseries and NICU's, transport incubators for use in ambulances and other emergency vehicles, infant warmers, and LED based phototherapy devices. Medix also acts as a distributor in Latin America for products of other companies. The acquisition broadened our product offerings, as we did not previously have an incubator product, and allows us to further leverage our existing sales channels both in the United States and internationally.

The Company is obligated to pay additional purchase consideration to the former shareholders of Medix related to revenue targets for the two twelve-month periods ending October 31, 2011 and 2012. At the time of the acquisition the Company recorded an estimate of the fair value of the contingent earnout obligation in the amount of $2.0 million based on future revenue projections of the Medix business under various potential scenarios applying weighted probability assumptions of their outcomes. As of December 31, 2011, the original estimate has been adjusted to zero as no payments are anticipated to be made against the contingent earnout obligation.

The following table summarizes the purchase price allocation of the fair value of the assets acquired and liabilities assumed at the date of acquisition, as adjusted (in thousands):

Cash	$ 700
Accounts receivable	9,104
Inventories	8,190
Prepaid and other assets	128
Deferred income tax	152
Identifiable intangible assets:	
Technology	1,600
Customer-related	2,300
Tradenames	1,000
Land and building	7,160
Other property and equipment	359
Goodwill	4,846
Accounts payable	(13,485)
Accrued expenses	(1,725)
Other liabilities	(1,791)
Contingent earnout obligation-short-term	(1,252)
Deferred income tax	(2,446)
Contingent earnout obligation-long-term	(748)
Total purchase price	$ 14,092

Identifiable intangible assets. Intangible assets included in the purchase price allocation consist of: (i) technology of $1.6 million assigned an average economic life of 20 years being amortized on the straight line

method, (ii) customer-related intangible assets of $2.3 million assigned an economic life of nine years being amortized on the straight line method, and (iii) tradenames of $1.0 million that have an indefinite life and are not being amortized.

Goodwill. Approximately $4.8 million has been allocated to goodwill. Goodwill represents the excess of the purchase price over the fair value of the underlying net tangible and intangible assets. This goodwill is expected to be non-deductible for tax purposes. In accordance with ASC 350-20, goodwill will not be amortized but instead will be tested for impairment at least annually (more frequently if certain indicators are present). In the event that management determines that the value of goodwill has become impaired, we will incur an accounting charge for the amount of impairment during the fiscal quarter in which the determination is made.

Deferred income tax. Approximately $152,000 has been allocated to non-current deferred tax assets and $2.4 million has been allocated to non-current deferred tax liabilities, which results primarily from the fair market value assigned to various assets including intangibles, land, and building.

Proforma financial information

The following unaudited proforma combined results of operations of the Company for the twelve months ended December 31, 2010 are presented as if the acquisition of Medix had occurred on January 1, 2010:

Unaudited Proforma Financial Information
(in thousands)

	December 31, 2010
Revenue	$236,209
Income from operations	$ 20,539

The unaudited proforma financial information is provided for comparative purposes only and is not necessarily indicative of what actual results would have been had the acquisitions occurred on the dates indicated, nor do they give effect to synergies, cost savings, and other changes expected to result from the acquisitions. Accordingly, the proforma financial results do not purport to be indicative of results of operations as of the date hereof, for any period ended on the date hereof, or for any other future date or period.

For purposes of preparing the unaudited proforma financial information for the year ended December 31, 2010, Medix's Statement of Income for the period January 1, 2010 through October 11, 2010 was combined with the Company's Consolidated Statement of Operations and Comprehensive Income (Loss) for the year ended December 31, 2010 which included the results of Medix from the date of acquisition.

The unaudited proforma consolidated results reflect the historical information of Natus and Medix in 2010, adjusted for additional amortization expense (approximately $294,000 through December 31, 2010) related to the fair value of identifiable intangible assets acquired.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

3—INVENTORIES

Inventories consist of (in thousands):

	December 31,	
	2012	2011
Raw materials and subassemblies	$ 21,373	$ 11,550
Work in process	3,085	—
Finished goods	19,795	26,196
Total Inventories	44,253	37,746
Less: Non-current Inventories	(3,497)	(4,936)
Inventories	$ 40,756	$ 32,810

At December 31, 2012 and 2011 the Company has classified $3.5 million and $4.5 million, respectively, of inventories as non-current. This inventory consists primarily of service components used to repair products held by our customers pursuant to warranty obligations and extended service contracts, including service components for products we are not currently selling. Management believes that these inventories will be utilized for their intended purpose.

4—PROPERTY AND EQUIPMENT

Property and equipment consist of (in thousands):

	December 31,	
	2012	2011
Land	$ 4,371	$ 4,420
Buildings	11,422	10,814
Leasehold improvements	3,450	2,815
Office furniture and equipment	11,601	10,657
Computer software and hardware	10,114	7,593
Demonstration and loaned equipment	11,505	11,111
	52,463	47,410
Accumulated depreciation	(25,951)	(21,318)
Total	$ 26,512	$ 26,092

Depreciation expense of property and equipment was $4.6 million, $4 million and $3.6 million in the years ending December 31, 2012, 2011 and 2010, respectively.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

5—GOODWILL

The carrying amount of goodwill and the changes in those balances are as follows (in thousands):

Balance, January 1, 2011	$96,819
Goodwill as a result of acquisition	2,874
Goodwill impairment charge	(20,000)
Purchase accounting adjustments	972
Foreign currency translation	(290)
Balance, December 31, 2011	80,375
Goodwill as a result of acquisition	11,733
Foreign currency translation	(60)
Balance, December 31, 2012	$ 92,048

Goodwill is tested for impairment at least annually as of October 1st of each year; this assessment is also performed whenever there is a change in circumstances that indicates the carrying value of these assets may be impaired. The determination of whether any potential impairment of goodwill exists is based upon a two-step process. In step one of the analysis, the fair value of the reporting unit is compared to the unit's carrying value, including goodwill, to determine if there is a potential impairment. If the fair value exceeds the carrying amount, the goodwill of the reporting unit is considered not impaired and no further analysis or action is required. If the analysis in step one indicates that the carrying value exceeds the fair value, step two of the test is performed to determine the amount of the goodwill impairment loss, if any.

In step two of the test, the implied fair value of a reporting unit's goodwill is compared to the carrying amount of that goodwill. The implied fair value of the goodwill is determined in the same manner as the amount of goodwill recognized in a business combination is determined. That is, the fair value of a reporting unit is allocated to all the assets and liabilities of that reporting unit, including unrecognized intangible assets as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the price paid to acquire the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of that goodwill.

To determine the estimated fair value of reporting units, three valuation methodologies are utilized: (i) discounted cash flow analyses, (ii) market multiples, and (iii) comparative transactions. The valuations indicated by these three methodologies are averaged, with the greatest weight placed on discounted cash flow analyses. Discounted cash flow analyses are dependent upon a number of quantitative and qualitative factors including estimates of forecasted revenue, profitability, earnings before interest, taxes, depreciation and amortization (i.e. EBITDA), and terminal values. The discount rates applied in the discounted cash flow analyses also have an impact on the estimates of fair value, as use of a higher rate will result in a lower estimate of fair value. The estimated total fair value of reporting units is reconciled to the Company's market capitalization.

For the test as of October 1, 2012 measurement date we determined that the fair value of all of our reporting units exceeded their book value, indicating that no potential goodwill impairment existed. Key assumptions used to determine the fair values of our reporting units as of October 1, 2012 included expected cash flow for the period from October 1, 2012 to December 31, 2022 and associated discount rates ranging from 12% to 14%, which were based on management's best estimate of the after-tax weighted average cost of capital for each reporting unit.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

For the test as of the October 1, 2011 measurement date we determined that the carrying amount of our European reporting unit exceeded its fair value, indicating potential goodwill impairment existed. Having determined the goodwill of the European reporting unit was potentially impaired, we performed step two and as a result, during the fourth quarter of 2011 we recorded an impairment charge of $20.0 million related to the European reporting unit. The outcome of the test was impacted primarily by a significant decrease in our market capitalization as of the measurement date and the continuing deterioration of economic conditions in the fourth quarter 2011 within member states of the European Union. Accumulated goodwill impairment as of December 31, 2011 is $20.0 million.

Key assumptions used to determine the fair values of our European and other reporting units as of the annual testing date of October 1, 2011 included expected cash flow for the period from October 1, 2011 to December 31, 2021 and associated discount rates ranging from 12% to 15%, which were based on management's best estimate of the after-tax weighted average cost of capital for each reporting unit.

As of October 1, 2011, if forecasted earnings before interest, taxes, depreciation and amortization within the discounted cash flow analysis had been 10% lower than estimated for each reporting unit except the European reporting unit and all other assumptions were held constant, the goodwill impairment test would have resulted in the same conclusion. If the discount rates applied in our analysis had been 100 basis points higher than estimated for each reporting unit and all other assumptions were held constant, the goodwill impairment test would have resulted in the same conclusion.

Because the fair values of our reporting units significantly exceeded their book value as of October 1, 2012, we did not perform sensitivity analysis as part of the annual impairment test. For our European reporting unit, which had the lowest excess of fair value over book value on a percentage basis, the excess was approximately 17%.

We recognized an income tax benefit of $352,000 associated with the 2011 goodwill impairment related to the tax deductible portion of the goodwill impairment.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

6—INTANGIBLE ASSETS

The following table summarizes the components of gross and net intangible asset balances (in thousands):

	December 31, 2012				December 31, 2011			
	Gross Carrying Amount	Accumulated Impairment	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Impairment	Accumulated Amortization	Net Book Value
Intangible assets with definite lives:								
Technology	$ 62,850	—	$ (21,307)	$ 41,543	$ 51,245	—	$ (17,610)	$ 33,635
Customer related	26,627	—	(6,692)	19,935	18,296	—	(4,602)	13,694
Internally developed software	9,729	—	(4,020)	5,709	4,414	—	(2,694)	1,720
Patents	2,752	—	(2,171)	581	2,757	—	(1,949)	808
Backlog	724	—	(724)	—	—	—	—	—
Definite lived intangible assets	102,682		(34,914)	67,768	76,712		(26,855)	49,857
Intangible assets with indefinite lives:								
Tradenames	30,386	(1,560)	—	28,826	21,354	(1,000)	—	20,354
Total intangibles assets	$ 133,068	$ (1,560)	$ (34,914)	$96,594	$98,066	$ (1,000)	$(26,855)	$ 70,211

Definite lived intangible assets are amortized over their weighted average lives of 14 years for patents, 15 years for technology, 12 years for customer-related intangibles, and 6 years for internally developed software. Intangible assets with indefinite lives are not subject to amortization.

Internally developed software consists of approximately $8.8 million relating to costs incurred for development of internal use computer software and $943,000 for development of software to be sold.

During the years ended December 31, 2012 and 2011 the Company recorded charges of $560,000 and $700,000, respectively, related to the impairment of certain trade names of its U.S. and European business units.

Amortization expense related to intangible assets with definite lives was as follows (in thousands):

	Years Ended December 31,		
	2012	2011	2010
Technology	$3,697	$ 3,090	$3,550
Customer Related	2,090	1,586	926
Software	1,326	1,302	827
Patents	222	203	151
Backlog	724	—	—
Total amortization	$8,059	$6,181	$5,454

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

Expected annual amortization expense related to amortizable intangible assets is as follows (in thousands):

2013	$ 7,196
2014	6,896
2015	6,561
2016	5,742
2017	5,365
Thereafter	36,008
Total expected annual amortization expense	$67,768

7—ACCRUED LIABILITIES

Accrued liabilities consist of (in thousands):

	December 31,	
	2012	2011
Compensation and related benefits	$15,775	$ 7,452
Accrued federal, state, and local taxes	5,870	2,124
Warranty reserve	2,260	2,157
Accrued professional fees	1,834	608
Other	7,199	4,781
Total	$ 32,938	$17,122

8—LONG-TERM OTHER LIABILITIES

Long-term other liabilities consist of (in thousands):

	December 31,	
	2012	2011
Contingent tax obligations	$1,865	$4,798
Non-current deferred revenue	1,173	1,217
Total	$ 3,038	$6,015

9—RESERVE FOR PRODUCT WARRANTIES

We provide a warranty on all medical device products that is generally one year in length. We also sell extended service agreements on our medical device products. Service for domestic customers is provided by Company-owned service centers that perform all service, repair and calibration services. Service for international customers is provided by a combination of Company-owned facilities and third-party vendors on a contract basis.

We have accrued a warranty reserve, included in accrued liabilities on the accompanying balance sheets, for the expected future costs of servicing products during the initial warranty period. We base the liability on actual warranty costs incurred to service those products. On new products, additions to the reserve are based on a combination of factors including the percentage of service department labor applied to warranty repairs, as well as actual service department costs, and other judgments, such as the degree to which the product incorporates new technology. The reserve is reduced as costs are incurred to honor existing warranty obligations or when current facts indicate that the original estimates of expected future costs of servicing products were overstated.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

Detail of activity in product warranty reserve is as follows, (in thousands):

	Balance at Beginning of Period	Assumed Through Acquisitions	Additions Charged to Expense	Reductions	Balance at End of Period
December 31, 2012	$2,157	$ 615	$ 1,452	$(1,964)	$2,260
December 31, 2011	$ 696	$ 1,244	$ 1,468	$(1,251)	$2,157
December 31, 2010	$ 694	$ 43	$ 331	$ (372)	$ 696

The estimates we use in projecting future product warranty costs may prove to be incorrect. Any future determination that our product warranty reserves are understated could result in increases to our cost of sales and reductions in our operating profits and results of operations.

10—STOCKHOLDERS' EQUITY

Common Stock—We have 120,000,000 shares of common stock authorized at a par value or $0.001 per share.

Preferred Stock—We have 10,000,000 shares of preferred stock authorized at a par value of $0.001 per share. In accordance with the terms of the amended and restated certificate of incorporation, the Board of Directors is authorized to provide for the issuance of one or more series of preferred stock, including increases or decreases to the series. The Board of Directors has the authority to set the rights, preferences, and terms of such shares. As of December 31, 2012, no shares of preferred stock were issued and outstanding.

11—SHARE-BASED COMPENSATION

Share-Based Compensation Expense—We account for share-based compensation in accordance with ASC Topic 718, *Compensation—Stock Compensation*. Share-based compensation was recognized as follows in the consolidated statement of operations, (in thousands, except per share):

	December 31,		
	2012	2011	2010
Cost of revenue	$ 214	$ 298	$ 177
Marketing and sales	1,199	1,503	1,432
Research and development	500	526	425
General and administrative	4,507	4,141	3,365
Total expense	6,420	6,468	5,399
Income tax effect	(777)	(548)	(1,776)
Decrease in net income	$ 5,643	$5,920	$ 3,623

As of December 31, 2012, unrecognized compensation related to the unvested portion of our stock options and other stock awards was approximately $8.6 million, which is expected to be recognized over a weighted average period of 2.7 years.

Stock Awards Plans—Our 2011 Stock Awards Plan (the "Plan") provides for the granting of the following:

- Incentive stock options to employees;
- Non-statutory stock options to employees, directors and consultants;

- Restricted stock awards and restricted stock units;
- Stock bonuses; and
- Stock appreciation rights.

As of December 31, 2012, there were 2,820,868 shares available for future awards under the plan.

Under the Plan, stock options may be issued at not less than the fair market value of the common stock on the date of grant, as determined by the Board of Directors. Options issued under the Plan become exercisable as determined by the Board of Directors and expire no more than six years after the date of grant. Most options vest ratably over four years. Since 2005, our option awards have consisted solely of non-statutory stock options. Stock awards are typically granted to existing employees once a year at the time of the Company's annual shareholder meeting.

Stock Option Activity—Stock option activity under our stock awards plans for the year ended December 31, 2012 is summarized as follows:

	Number of Shares	Weighted Average Exercise Price
Outstanding, December 31, 2010 (2,683,816 shares exercisable at a weighted average exercise price of $9.66 per share)	3,638,957	$ 10.94
Granted (weighted average fair value of $5.67 per share)	580,350	$ 15.64
Exercised	(194,654)	$ 7.50
Cancelled	(234,787)	$ 15.14
Outstanding, December 31, 2011 (2,836,938 shares exercisable at a weighted average exercise price of $10.46 per share)	3,789,866	$ 11.57
Granted (weighted average fair value of $3.43 per share)	737,640	$ 10.79
Exercised	(224,872)	$ 4.67
Cancelled	(420,395)	$ 12.62
Outstanding, December 31, 2012 (2,809,325 shares exercisable at a weighted average exercise price of $11.34 per share)	3,882,239	$ 11.71

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

The following table summarizes information concerning outstanding and exercisable options outstanding at December 31, 2012:

	Options Outstanding			Options Exercisable	
Range of Exercise Price	Number Outstanding as of 12/31/12	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number Exercisable as of 12/31/12	Weighted Average Exercise Price
$3.50 - $4.11	411,834	$ 4.00	1.05	411,834	$ 4.00
$4.51 - $9.67	394,872	$ 5.47	1.55	357,622	$ 5.06
$10.03 - $10.03	414,500	$ 10.03	2.17	414,500	$ 10.03
$10.69 - $10.69	629,973	$ 10.69	8.65	125,385	$ 10.69
$10.73 - $10.73	484,829	$ 10.73	2.26	430,504	$ 10.73
$10.78 - $15.92	534,627	$ 14.59	3.26	364,077	$ 15.34
$15.97 - $16.78	716,729	$ 16.57	3.62	411,465	$ 16.60
$16.89 - $18.59	18,500	$ 17.94	1.52	17,563	$ 18.00
$18.74 - $18.74	4,000	$ 18.74	1.01	4,000	$ 18.74
$20.09 - $20.09	272,375	$ 20.09	1.34	272,375	$ 20.09
$3.50 - $20.09	3,882,239	$ 11.71	3.41	2,809,325	$ 11.34

The intrinsic value of options exercised, representing the difference between the closing stock price of Company's common stock on the date of the exercise and the exercise price, in the years ended December 31, 2012, 2011 and 2010, was $1.5 million, $394,000, and $1.5 million, respectively.

As of December 31, 2012, there were: (i) 3,727,376 options vested and expected to vest with a weighted average exercise price of $11.69, an intrinsic value of $6.1 million, and a weighted average remaining contractual term of 3.2 years; (ii) of the 3,727,376 options vested and expected to vest, there are 2,809,325 options exercisable with a weighted average exercise price of $11.34, an intrinsic value of $5.9 million, and a weighted average remaining contractual term of 2.1 years.

Cash received from option exercises for the years ended December 31, 2012 and 2011 was $1.1 and $1.5 million, respectively.

Black-Scholes Inputs—The fair value of option grants was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	Years Ended December 31,		
	2012	2011	2010
Expected life in years	4.4	5.0	4.2
Risk-free interest rate	.58%	1.5%	1.5%
Expected volatility	39%	38%	38%
Expected forfeiture rate	11.2%	8.6%	11.5%
Dividend yield	None	None	None

The expected life of options is based primarily on historical share option exercise experience of our employees for options granted by the Company. All options are treated as a single group in the determination of expected life, as we do not currently expect substantially different exercise or post-vesting termination behavior

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

among our employee population. The risk-free interest rate is based on the U.S. Treasury yield for a term consistent with the expected life of the awards in effect at the time of grant. Expected volatility is based primarily on historical volatility data of our common stock. We have no history or expectation of paying dividends on our common stock.

Share-based compensation expense associated with options is based on awards ultimately expected to vest. At the time of an option grant, we estimate the expected future rate of forfeitures based on historical experience. These estimates are revised, if necessary, in subsequent periods if actual forfeiture rates differ from those estimates. If the actual forfeiture rate is lower than estimated we will record additional expense and if the actual forfeiture is higher than estimated we will record a recovery of prior expense.

Restricted Stock Awards Activity—The following table summarizes the activity for restricted stock awards during the years ended December 31, 2012 and 2011:

	Shares	Weighted Average Grant Date Fair Value
Unvested at December 31, 2010	590,050	$ 14.30
Forfeited	(39,963)	$ 14.67
Vested	(221,655)	$ 13.58
Granted	260,375	$ 16.17
Unvested at December 31, 2011	588,807	$ 15.37
Forfeited	(31,455)	$ 14.55
Vested	(247,932)	$ 15.00
Granted	381,470	$ 10.81
Unvested at December 31, 2012	690,890	$ 13.02

The fair market value of outstanding restricted stock awards at December 31, 2012 was $7.7 million. The weighted average remaining recognition period for unvested restricted stock awards at December 31, 2012 was 2.6 years.

Restricted Stock Units Activity—The following table summarizes restricted stock units activity for the years ended December 31, 2012 and 2011:

	2012	2011
Beginning outstanding balance	56,525	71,300
Awarded	18,600	42,300
Released	(7,075)	(21,375)
Forfeited	(18,000)	(35,700)
Ending outstanding balance	50,050	56,525

The aggregate intrinsic value of outstanding restricted stock units at December 31, 2012 was $559,000. The weighted average remaining recognition period for unvested restricted stock units at December 31, 2012 was 2.8 years.

Employee Stock Purchase Plan—Under our 2011 Employee Stock Purchase Plan (the “ESPP”), our U.S. employees can elect to have salary withholdings of up to 15% of their eligible compensation to a maximum of

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

$12,500 per offering period, to purchase shares of common stock on April 30 and October 31 of each year. The purchase price for shares acquired under the ESPP is 85% of the fair market value on the last day of the offering period. As of December 31, 2012, there were 362,127 shares reserved for future issuance under the ESPP.

Because the ESPP does not have a "look back" feature, the compensation expense associated with the Plan is not measured by the use of the Black-Scholes pricing model, but rather by measuring the difference between the fair market value of our common stock on the last day of the offering period and the purchase price for the offering period, which is 85% of the fair market value. Compensation expense associated with the ESPP for the years ended December 31, 2012, 2011 and 2010, respectively, was $136,000, $122,000, and $133,000.

Cash received from purchases under the ESPP for the years ended December 31, 2012, 2011 and 2010, respectively, was approximately $807,000, $859,000 and $866,000.

12—RESTRUCTURING RESERVE

In January 2011, we adopted a reorganization plan that was designed to improve efficiencies in the operations of Medix, which we acquired in October 2010. During the three months ended September 30, 2011 we also initiated similar restructuring activities in Embla, which we acquired in September 2011. These restructuring activities were substantially completed as of December 31, 2012. These plans are collectively referred to as the "2011 Plans" below.

In July 2012, we initiated an integration and reorganization plan related to the acquisition of Nicolet that is designed to eliminate redundant costs, improve efficiencies in operations, and to move to an indirect sales model in certain countries in Europe, where Nicolet had previously sold under a direct sales model. As a result of the Nicolet acquisition, we also initiated restructuring activities in Xltek. Substantially all of the costs associated with the integration and reorganization plan are associated with employee severance costs. Substantially all of the staff reductions were completed by March 31, 2013.

The balance of the restructuring reserve is included in accrued liabilities on the accompanying balance sheets. Employee termination benefits expensed are included as a part of general and administrative expenses.

Activity in the restructuring reserves for these plans for the year ended December 31, 2012 is as follows (in thousands):

	Integration and Reorganization Plans		
	2011 Plans	July 2012 Plan	Totals
Balances at December 31, 2011	$ 774	$ —	$ 774
Expensed	1,655	7,159	8,814
Cash payments	(2,346)	(4,497)	(6,843)
Balances at December 31, 2012	$ 83	$ 2,662	$ 2,745

The costs associated with the reorganization plan were recorded as a component of general and administrative expense.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

13—OTHER INCOME (EXPENSE), NET

Other income (expense), net consisted of (in thousands):

	Years Ended December 31,		
	2012	2011	2010
Investment income	$ 56	$ 28	$ 36
Interest expense	(489)	(268)	(128)
Foreign currency exchange gain (loss)	(221)	15	(593)
Other	(181)	151	495
Total other income (expense), net	$(835)	$ (74)	$(190)

14—INCOME TAXES

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. In the event we were to determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we would make an adjustment to the valuation allowance which would reduce the provision for income taxes.

Income (loss) before provision (benefit) for income tax (in thousands):

	Years Ended December 31,		
	2012	2011	2010
U.S.	$ 6,500	$ (9,550)	$ 4,043
Foreign	(2,081)	(857)	13,701
Total income (loss)	$ 4,419	$(10,407)	$17,744

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

The components of income tax expense for the years ended December 31, 2012, 2011 and 2010 consisted of the following (in thousands):

	Years Ended December 31,		
	2012	2011	2010
Current			
U.S. Federal	$ 3,112	$ 3,118	$1,991
U.S. State and local	1,167	486	779
Non-U.S.	239	1,030	1,382
Total current tax expense	4,518	4,634	4,152
Deferred			
U.S. Federal	(1,872)	(1,410)	(574)
U.S. State and local	(490)	(23)	(89)
Non-U.S.	(1,620)	(2,429)	2,315
Total deferred tax expense (benefit)	(3,982)	(3,862)	1,652
Total income tax expense	$ 536	$ 772	$ 5,804

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of our deferred tax assets and liabilities as of December 31, 2012 and 2011 are as follows (in thousands):

	December 31,	
	2012	2011
Deferred tax assets:		
Net operating loss carryforwards	$ 6,559	$ 4,438
Credit carryforwards	5,830	5,823
Accruals deductible in different periods	10,216	7,062
Employee benefits	4,143	3,510
Total deferred tax assets	26,748	20,833
Valuation allowance	(4,339)	(3,190)
Total net deferred tax assets	$ 22,409	$ 17,643
Deferred tax liabilities:		
Foreign earnings to be repatriated	$ (965)	$ —
Basis difference in fixed and intangible assets	(17,399)	(19,323)
Total deferred tax liabilities	(18,364)	(19,323)
Total net deferred tax assets (liabilities)	$ 4,045	$ (1,680)

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

The income tax expense (benefit) in the accompanying statements of operations differs from the provision calculated by applying the U.S. federal statutory income tax rate of 35% in 2012, and 34% in 2011 and 2010, to income before taxes due to the following:

	Years Ended December 31,		
	2012	2011	2010
Federal statutory tax expense (benefit)	$ 1,547	$(3,538)	$6,032
State tax expense	264	187	532
Foreign taxes at rates less than U.S. rates	(561)	(788)	(875)
Stock compensation expense on incentive stock options	90	167	123
Contingent earnout adjustment	—	(666)	—
Goodwill impairment charge	—	6,448	—
U.S. tax credit	(278)	(290)	(194)
Lapse of statute and audit settlement on uncertain tax position	(1,699)	(260)	—
Change of valuation allowance on foreign tax credit	1,074	—	—
Other	99	(488)	186
Total expense	$ 536	$ 772	$5,804

At December 31, 2012 we had no U.S. federal and state net operating loss carryforwards because all operating losses were utilized during the fiscal year. We had $2.8 million of foreign tax credit carryforwards that can be used to offset the 2012 and future U.S. tax liabilities related to foreign source taxable income.

At December 31, 2012, certain of our foreign subsidiaries had tax net operating loss carryforwards as follows: $8.2 million in Canada, $5.2 million in France, $5.8 million in Germany, $1.1 million in Denmark, $4.4 million in Argentina and $2.4 million in Ireland. These foreign net operating loss carryforwards, if not utilized to offset taxable income in future periods, will expire in various amounts beginning in 2016. In addition, we had foreign investment tax credits of $2.4 million in Canada and $714,000 in Argentina that will expire in various amounts from 2013 through 2023.

A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Accordingly, valuation allowances of $4.3 million and $3.2 million were recorded during the years ended December 31, 2012 and 2011, respectively. The increase of $1.1 million of valuation allowance was primarily due to an increase of the 2012 foreign tax credit resulting from insufficient foreign source taxable income to fully utilize the credit.

We receive tax deductions from the gains realized by employees on the exercise of certain non-qualified stock options for which the benefit is recognized as a component of stockholders' equity. As of December 31, 2012, we recorded approximately $553,000 of additional paid in capital related to exercises or sales of certain stock options by employees. In addition, we recorded a credit of $(857,000) to paid-in capital related to the cancellation of stock options as of December 31, 2012.

We have not provided for U.S. federal income and foreign withholding taxes on the majority of undistributed earnings from non-U.S. operations as of December 31, 2012 because such earnings are intended to be reinvested indefinitely. As of December 31, 2012, the tax impact of undistributed earnings from non-U.S. operations has not been estimated as the determination is not practicable.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

The American Taxpayer Relief Act of 2012 ("The Act") was signed into law on January 2, 2013. The Act retroactively restored several expired business tax provisions, including the research and experimentation credit. A change in tax law is accounted for in the period of enactment, therefore the retroactive effect of the Act on our U.S. federal taxes for 2012 would have been a benefit of approximately $340,000, which will be recognized in 2013.

Uncertain Tax Positions—We account for uncertain tax positions in accordance with ASC 740-10-05, *Accounting for Income Taxes—an interpretation of FASB Statement 109*. This interpretation establishes the criteria that must be met prior to recognition of the financial statement benefit of a position taken in a tax return and is based on a benefit-recognition model. Provided that the tax position is deemed more likely than not of being sustained, we recognize the largest amount of tax benefit that is greater than 50 percent likely of being ultimately realized upon settlement. The tax position is derecognized when it is no longer more likely than not of being sustained.

A reconciliation of the beginning and ending amount of unrecognized tax benefits (excluding interest and penalties) is as follows (in thousands):

Balance at January 1, 2010	$ 5,390
Additions for tax positions related to the current year	241
Lapse of statutes of limitations	(145)
Balance at January 1, 2011	5,486
Additions for tax positions related to the current year	208
Lapse of statutes of limitations	(2,060)
Balance at January 1, 2012	3,634
Additions for tax positions related to the current year	145
Lapse of statutes of limitations	(2,075)
Balance at December 31, 2012	$ 1,704

The unrecognized tax benefits of $1.7 million include $1.1 million of uncertain tax positions that would impact our effective tax rate if recognized. We expect a range from approximately zero to $550,000 of unrecognized tax benefit that will impact the effective tax rate in the next 12 months due to the lapse of statute of limitations provided that no taxing authority conducts a new examination.

For the year ended December 31, 2012, our unrecognized tax benefits decreased by $1.9 million and we recorded approximately $1.0 million of tax benefit in our income tax provision due to a lapse of the statute of limitations and the conclusion of certain state and foreign tax examinations. In addition, for the year ended December 31, 2012, we recorded a $715,000 tax benefit in our income tax provision related to the reversal of cumulative interest and penalties on uncertain tax positions that were either expired or settled.

At December 31, 2012, 2011 and 2010, we had cumulatively accrued approximately $307,000, $940,000 and $932,000 for estimated interest and penalties related to uncertain tax positions. We record interest and penalties related to unrecognized tax positions as a component of income tax expense, which totaled approximately $75,000, $275,000 and $285,000 for the years ended December 31, 2012, 2011 and 2010, respectively.

We are currently unaware of any uncertain tax positions that could result in significant additional payments, accruals, or other material deviation in this estimate over the next 12 months.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

Our tax returns remain open to examination as follows: U.S. federal, 2008 through 2012; U.S. states, generally 2007 through 2012; significant foreign jurisdictions, generally 2008 through 2012. We are currently under examination by the Canadian taxing authority for the tax years 2010 and 2011. We are not aware of any unrecognized tax position at the early stage of the examination.

15—EMPLOYEE BENEFIT PLAN

We have a 401(k) tax-deferred savings plan under which eligible U.S. employees may elect to have a portion of their salary deferred and contributed to the plan. Employer matching contributions are determined by management and are discretionary. Employer matching contributions were approximately $1.2 million, $541,000 and $492,000, respectively, in the years ended December 31, 2012, 2011, and 2010. For new hires, employer contributions vest ratably over the first two years of employment.

16—SEGMENT, CUSTOMER, AND GEOGRAPHIC INFORMATION

We operate in one reportable segment in which we provide healthcare products used for the screening, detection, treatment, monitoring and tracking of common medical ailments in newborn care, hearing impairment, neurological dysfunction, epilepsy, sleep disorders, and balance and mobility disorders.

Our end-user customer base includes hospitals, clinics, laboratories, physicians, nurses, audiologists, and governmental agencies. Most of our international sales are to distributors who resell our products to end users or sub-distributors.

Revenue and long-lived asset information by geographic region is as follows (in thousands):

	Years Ended December 31,		
	2012	2011	2010
Revenue:			
United States	$ 163,022	$ 131,322	$126,437
Foreign countries	129,258	101,573	91,975
	$ 292,280	$232,895	$218,412
Long-lived assets:			
United States	$ 9,813	$ 9,428	$ 7,862
Foreign countries	16,699	16,664	16,760
	$ 26,512	$ 26,092	$ 24,622

Long-lived assets consist principally of property and equipment (net). During the years ended December 31, 2012, 2011 and 2010, no single customer or foreign country contributed to more than 10% of revenue, and revenue from services was less than 10% of revenue.

During the years ended December 31, 2012, 2011 and 2010, respectively, revenue from devices and systems was $174.5 million, $148.9 million and $134.6 million, while revenue from supplies and services was $115.6 million, $84 million and $80.1 million, respectively.

17—DEBT AND CREDIT ARRANGEMENTS

At December 31, 2012 the Company had a $50 million revolving credit facility with Wells Fargo Bank, National Association (“Wells Fargo”). The revolving credit facility contains covenants, including covenants

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

relating to liquidity and other financial measurements, and provides for events of default, including failure to pay any interest when due, failure to perform or observe covenants, bankruptcy or insolvency events, and the occurrence of a material adverse effect, and restricts our ability to pay dividends. We have granted Wells Fargo a security interest in substantially all of our assets. We have no other significant credit facilities.

We funded the Nicolet acquisition with a combination of our existing cash and $31 million borrowed under the credit facility, including $25 million due in equal quarterly installments through June 30, 2015 and $6 million of revolving debt. We borrowed an additional $5.3 million of revolving debt during the second half of 2012. We did not draw on the facility during 2011.

Long-term debt is comprised of the following (2012 and 2011 columns in thousands):

	December 31,	
	2012	2011
Term loan $25 million, interest at LIBOR plus 1.5%, due June 30, 2015 with term loan principal repayable in quarterly installments of $2.1 million	$ 20,834	$ —
Term loan $2.9 million Canadian ("CAD"), interest at cost of funds plus 2.5%, due September 15, 2014 with principle repayable in monthly installments of $16,000 until August 15, 2014, and one final payment of $406,000 collateralized by a first lien on the land and building owned by Xltek	726	898
Total long-term debt (including current portion)	21,560	898
Less: current portion of long-term debt	(8,526)	(188)
Total long-term debt	$ 13,034	$ 710

Maturities of long-term debt as of December 31, 2012 are as follows (in thousands):

2013	$ 8,526
2014	8,866
2015	4,168
Thereafter	—
Total	21,560
Less current portion of long-term debt	(8,526)
Total long-term debt	$ 13,034

Short-term borrowings at December 31, 2012 consists of the aforementioned $11.3 million revolving debt associated with the Nicolet acquisition and working capital requirements, with interest at LIBOR plus 1.5%.

At December 31, 2012 and 2011, the carrying value of total debt approximates fair market value. The fair value of the Company's debt is considered a Level 3 measurement.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

18—COMMITMENTS AND CONTINGENCIES

Leases—We have entered into noncancelable operating leases for some of our facilities including related office equipment as well as automobiles located in the U.S. and Europe through 2024. Minimum lease payments under noncancelable operating leases as of December 31, 2012 are as follows (in thousands):

	Operating Leases
Year Ending December 31,	
2013	$ 3,880
2014	3,785
2015	2,730
2016	2,143
2017	1,944
Thereafter	10,286
Total minimum lease payments	$24,768

Rent expense, which is recorded on the straight-line method from commencement over the period of the lease, totaled $3.9 million, $2.7 million, and $2.3 million in 2012, 2011, and 2010, respectively.

Purchase commitments—We had various purchase obligations for goods or services totaling $27.2 million at December 31, 2012.

Indemnifications—Under our bylaws, we have agreed to indemnify our officers and directors for certain events or occurrences arising as a result of the officer or director serving in such capacity. We have a director and officer liability insurance policy that limits our exposure under these indemnifications and enables us to recover a portion of any future loss arising out of them. In addition, we enter into indemnification agreements with other parties in the ordinary course of business. We have determined that these agreements fall within the scope of ASC 460, *Guarantees*. In some cases we have obtained liability insurance providing coverage that limits its exposure for these other indemnified matters. We have not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. We believe the estimated fair value of these indemnification agreements is minimal and have not recorded a liability for these agreements as of December 31, 2012.

Legal matters—We may from time to time become a party to various legal proceedings or claims that arise in the ordinary course of business. We do not believe that any current legal or administrative proceedings are likely to have a material effect on our business, financial condition, or results of operations.

19—FAIR VALUE MEASUREMENTS

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Fair value is defined under ASC 820 as the exit price associated with the sale of an asset or transfer of a liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes the following three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value:

Level 1—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets and liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Unobservable inputs that are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

The fair value of our assets and liabilities subject to fair value measurements are as follows (in thousands):

	Fair Value as of 12/31/12	Fair Value Measurements as of 12/31/12 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Bank money market investments	$ 1,148	—	$ 1,148	—
Total	$ 1,148	—	$ 1,148	—

	Fair Value as of 12/31/11	Fair Value Measurements as of 12/31/11 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Bank money market investments	$ 1,148	—	$ 1,148	—
Total	$ 1,148	—	$ 1,148	—

The carrying amount of the Company's long term debt approximates fair value based on Level 3 inputs since the debt carries a variable interest rate that is tied to the current LIBOR rate plus a spread.

For the year ended December 31, 2011, we recorded a charge of $20 million related to a goodwill impairment of our European reporting unit and for the years ended December 31, 2012, 2011 and 2010, charges of $560,000, $700,000 and $300,000, respectively, related to impairment of trade names. We measure these non-financial assets at fair value on a nonrecurring basis subsequent to their initial recognition. The fair value of these non-financial assets was measured using Level 3 inputs. See Note 5—*Goodwill* and Note 6—*Intangible Assets*.

20—IMMATERIAL CORRECTIONS TO PRIOR PERIOD FINANCIAL STATEMENTS

Subsequent to the issuance of our consolidated financial statements for the year ended December 31, 2011 we identified certain errors relating primarily to purchase accounting adjustments. In addition, certain other errors related to the liability associated with product trade-ins, currency loss on translation of foreign debt, amortization of intangible assets, the tax benefit associated with the release of accruals for uncertain tax positions, and the classification of deferred tax liabilities were identified and corrected. The errors are not material individually or in the aggregate. As a result, certain previously reported amounts included in the accompanying consolidated financial statements have been restated to reflect the correction of the errors.

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

A summary of the effects of the correction of these errors on our consolidated financial statements as of and for the years ended December 31, 2011 and 2010 are presented in the table below (in thousands, except per share data). We believe the effects of the errors are not material to our consolidated financial statements.

	2011	
	As Previously Reported	As Corrected
Balance Sheet		
Inventories	$ 33,389	$ 32,810
Accounts receivable, net	55,260	55,421
Total current assets	131,233	130,815
Property and equipment, net	25,350	26,092
Intangible assets	70,411	70,211
Other assets	6,946	7,353
Total assets	314,315	314,846
Accounts payable	16,365	16,404
Accrued liabilities	16,560	17,122
Total current liabilities	40,717	41,318
Other liabilities	7,658	6,015
Deferred tax liabilities	7,502	8,490
Total liabilities	56,587	56,533
Retained earnings	7,170	7,755
Stockholders' equity	257,728	258,313
Total liabilities and stockholders' equity	314,315	314,846

NATUS MEDICAL INCORPORATED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Years Ended December 31, 2011, 2010 and 2009

	2011		2010	
	As Previously Reported	As Corrected	As Previously Reported	As Corrected
Statements of Operations				
Revenue	$232,652	$232,895	$218,655	$218,412
Cost of revenue	101,776	101,610	88,698	88,608
Gross profit	130,876	131,285	129,957	129,804
Income (loss) from operations	(10,555)	(10,333)	17,831	17,934
Income (loss) before provision for income tax	(10,785)	(10,407)	17,713	17,744
Net income (loss)	(11,697)	(11,179)	11,919	11,940
Net income (loss) per share, diluted	$ (0.41)	$ (0.39)	$ 0.41	$ 0.41
Statements of Cash Flows				
Net income (loss)	$ (11,697)	$ (11,179)	$ 11,919	$ 11,940
Depreciation and amortization	10,021	10,192	9,156	9,103
Change in operating assets and liabilities, net of assets and liabilities acquired in acquisitions:				
Accounts receivable	3,605	3,673	(3,231)	(3,460)
Inventories	3,958	3,741	(8,181)	(8,255)
Accounts payable	(7,062)	(7,062)	(5,478)	(5,468)
Accrued liabilities	(7,411)	(7,138)	(448)	(194)
Deferred taxes	(2,350)	(3,006)	1,704	1,704
Net cash provided by operating activities	22,595	22,752	11,526	11,455
Exchange rate effect on cash and cash equivalents	(489)	(646)	486	557
Retained Earnings				
Beginning of year	$ 18,867	$ 18,934	$ 6,948	$ 6,994
End of year	7,170	7,755	18,867	18,934

21—SUBSEQUENT EVENTS

On February 2, 2013, we completed an asset purchase of the Grass Technologies Product Group ("Grass") from Astro-Med Inc. for a cash purchase price of $18.6 million. Grass includes clinically differentiated neurodiagnostic and monitoring products, including a portfolio of electroencephalography (EEG) and polysomnography (PSG) systems for both clinical and research use and related accessories and proprietary electrodes.

The Company will account for the acquisition as a business combination. The results of Grass will be included in the Company's results of operations beginning on February 2, 2013. With the assistance from independent valuation specialists we will allocate the purchase price to acquired tangible assets and assumed liabilities, and identified intangible assets based on their respective fair values. The initial purchase price allocation has not yet been completed. Approximately $85,000 of direct costs associated with the Grass acquisition were charged to general and administrative expense during the year ended December 31, 2012.

On January 30, 2013, we executed an amendment to our revolving credit facility with Wells Fargo Bank, National Association that increased the borrowing limit from $50 million to $60 million in anticipation of funding the acquisition. The maximum amount of borrowing under the facility will revert to $50 million on April 30, 2013.

Table of Contents

EXHIBIT INDEX

Exhibit No.	Exhibit	Incorporated By Reference			
		Filing	Exhibit No.	File No.	File Date
3.1	Natus Medical Incorporated Amended and Restated Certificate of Incorporation	S-1	3.1.1	333-44138	08/18/2000
3.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation	8-K	3.1	000-33001	09/13/2012
3.3	Natus Medical Incorporated Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock	8-A	3.1.2	000-33001	09/06/2002
3.4	Bylaws of Natus Medical Incorporated	8-K	3.1	000-33001	06/18/2008
3.5	Amended Bylaws of Natus Medical Incorporated	10-Q	3.1	000-33001	05/09/2012
10.1	Form of Indemnification Agreement between Natus Medical Incorporated and each of its directors and officers	S-1	10.1	333-44138	08/18/2000
10.3*	Natus Medical Incorporated Amended and Restated 2000 Stock Awards Plan	8-K	10.1	000-33001	01/04/2006
10.3.1*	Form of Option Agreement under the Amended and Restated 2000 Stock Awards Plan	S-1	10.3.1	333-44138	08/18/2000
10.3.2*	Form of Restricted Stock Purchase Agreement under the Amended and Restated 2000 Stock Awards Plan	10-Q	10.2	000-33001	08/09/2006
10.3.3*	Form of Restricted Stock Unit Agreement under the Amended and Restated 2000 Stock Awards Plan	10-K	10.3.3	000-33001	03/14/2008
10.4*	Natus Medical Incorporated 2000 Director Option Plan	10-Q	10.02	000-33001	05/09/2008
10.4.1*	Form of Option Agreement under the 2000 Director Option Plan	S-1	10.4.1	333-44138	08/18/2000
10.5*	Natus Medical Incorporated 2000 Supplemental Stock Option Plan	S-1	10.15	333-44138	08/18/2000
10.5.1*	Form of Option Agreement for 2000 Supplemental Stock Option Plan	S-1	10.15.1	333-44138	08/18/2000
10.6*	Natus Medical Incorporated 2000 Employee Stock Purchase Plan and form of subscription agreement thereunder	8-K	10.2	000-33001	01/04/2006
10.7*	2011 Stock Awards Plan	14-A	—	000-33001	04/20/2011
10.7.1*	Form of Stock Option Award Agreement under the 2011 Stock Plan	10-Q	10.1	000-33001	11/07/2011
10.7.2*	Form of Restricted Stock Award Purchase Agreement	10-Q	10.2	000-33001	11/07/2011
10.7.3*	Form of Restricted Stock Unit Agreement	10-Q	10.3	000-33001	11/07/2011
10.8*	2011 Employee Stock Purchase Plan	14-A	—	000-33001	04/20/2011
10.8.1*	2011 Employee Stock Purchase Plan Subscription Agreement	14-A	—	000-33001	04/20/2011

Table of Contents

Exhibit No.	Exhibit	Incorporated By Reference			
		Filing	Exhibit No.	File No.	File Date
10.10*	Form of Employment Agreement between Natus Medical Incorporated and each of its executive officers	10-K	10.1	000-33001	03/10/2009
10.11*	Form of Employment Agreement between Natus Medical Incorporated and John T. Buhler dated February 14, 2011	10-Q	10.1	000-33001	05/06/2011
10.12*	Amended Employment Agreement between Natus Medical Incorporated and James B. Hawkins dated April 25, 2008	8-K	99.1	000-33001	04/29/2008
10.13	Third Amended and Restated Credit Agreement dated as of March 2, 2012 between Natus Medical Incorporated and Wells Fargo Bank, National Association	8-K	10.1	000-33001	03/05/2012
10.14	Second Amendment to the Third Amended and Restated Credit Agreement dated as of June 29, 2012 between Natus Medical Incorporated and Wells Fargo Bank, National Association	8-K	10.2	000-33001	07/03/2012
10.15	Stock and Asset Purchase Agreement, dated April 20, 2012, by and among Natus Medical Incorporated, CareFusion 303, Inc. and CareFusion 2200, Inc.	8-K	10.1	000-33001	04/24/2012
10.16	Amendment to the Stock and Asset Purchase Agreement, dated April 20, 2012, by and among Natus Medical Incorporated, CareFusion 303, Inc. and CareFusion 200, Inc.	8-K	10.1	000-33001	07/03/2012
21.1	Subsidiaries of the Registrant				
24.1	Power of Attorney (included on signature page)				
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.INS**	XBRL Instance Document				
101.SCH**	XBRL Taxonomy Extension Schema Document				
101.CAL**	XBRL Taxonomy Extension Label Calculation Linkbase Document				
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document				

Table of Contents

Exhibit No.	Exhibit	Incorporated By Reference			
		Filing	Exhibit No.	File No.	File Date
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document				
101.DEF**	XBRL Taxonomy Extension Definition Document				

* Indicates a management contract or compensatory plan or arrangement

** Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K shall not be deemed to be "filed" for purposes of section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed part of a registration statement, prospectus or other document filed under the Securities Act or Exchange Act, except as may be expressly set forth by specific reference in such filings

EXHIBIT 21.1

SIGNIFICANT SUBSIDIARIES OF THE REGISTRANT

	STATE or JURISDICTION of INCORPORATION	PERCENT of OWNERSHIP
Natus Medical Incorporated	Delaware	
Natus Neurology Incorporated	Delaware	100%
Natus Nicolet Ireland, Ltd.	Ireland	100%
Natus Europe Gmbh (dba Fischer-Zoth Diagnosesysteme & Schwarzer Neurology)	Germany	100%
Excel Tech Ltd. (Xltek)	Canada	100%
Alpine ApS	Denmark	100%
Medix I.C.S.A.	Argentina	100%
Embla Systems, Ltd.	Canada	100%
Deltamed S.A.	France	100%

EXHIBIT 31.1

CERTIFICATION

I, James B. Hawkins, certify that:

1. I have reviewed this report on Form 10-K of Natus Medical Incorporated, (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: April 10, 2013

/s/ JAMES B. HAWKINS

James B. Hawkins
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Jonathan Kennedy, certify that:

1. I have reviewed this report on Form 10-K of Natus Medical Incorporated, (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: April 10, 2013

/s/ JONATHAN KENNEDY

Jonathan Kennedy
Senior Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO TITLE 18, UNITED STATES CODE, SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Natus Medical Incorporated (the "Company") on Form 10-K for the year ended December 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James B. Hawkins, President and Chief Executive Officer of the Company, certify, pursuant to Title 18, United States Code, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JAMES B. HAWKINS

Print Name: James B. Hawkins
Title: Chief Executive Officer
Date: April 10, 2013

In connection with the Annual Report of Natus Medical Incorporated (the "Company") on Form 10-K for the year ended December 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jonathan Kennedy, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to Title 18, United States Code, Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JONATHAN KENNEDY

Print Name: Jonathan Kennedy
Title: Senior Vice President and Chief Financial Officer
Date: April 10, 2013