

OSI SYSTEMS INC  
Form 8-K  
June 30, 2008

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) JUNE 27, 2008

**OSI SYSTEMS, INC.**

(EXACT NAME OF REGISTRANT SPECIFIED IN CHARTER)

**CALIFORNIA**  
(STATE OR OTHER JURISDICTION

OF INCORPORATION)

**000-23125**  
(COMMISSION FILE NUMBER)

**12525 CHADRON AVENUE**

**330238801**  
(IRS EMPLOYER IDENTIFICATION

NO.)

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HAWTHORNE, CA 90250

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(310) 978-0516

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On June 27, 2008, the United States Court of Appeals for the Second Circuit (the Second Circuit ) issued a summary order in our litigation against L-3 Communications Corporation ( L-3 ) reversing in part, and vacating in part, the judgment of the district court, and remanding the case to the district court for further proceedings.

The Second Circuit held that L-3 did not owe us a fiduciary duty as a matter of law and reversed the judgment of the district court, which had been in our favor, on our claims for breach of fiduciary duty and constructive fraud. The Second Circuit vacated the judgment of the district court on our claim for actual fraud, and remanded that claim to the district court for further proceedings.

**SIGNATURES**

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

Date: June 27, 2008

OSI SYSTEMS, INC.

By: /s/ Victor Sze  
Victor Sze

Executive Vice President,

Secretary and General Counsel