

VITAL IMAGES INC  
Form SC TO-C  
February 18, 2010

**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): **February 17, 2010**

**Vital Images, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction  
of incorporation)

**0-22229**  
(Commission  
File Number)

**41-1321776**  
(IRS Employer  
Identification No.)

**5850 Opus Parkway, Suite 300, Minnetonka, Minnesota**  
(Address of principal executive offices)

**55343**  
(Zip Code)

**(952) 487-9500**

(Registrant's telephone number, including area code)

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

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

The information in this report provided under Item 2.02, including Exhibit 99.1 attached hereto, shall not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### **Section 2 Financial Information**

#### **Item 2.02. Results of Operations and Financial Condition.**

On February 17, 2010, Vital Images, Inc. (the Company) issued a press release announcing the Company's financial results for the three months and year ended December 31, 2009. A webcast relating to the press release was held on February 18, 2010, as announced, and is broadly accessible to the public. The press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

### **Section 8 - Other Events**

#### **Item 8.01 Other Events.**

Included in the February 17, 2010, press release, the Company also announced its plans for a cash tender offer for employee stock options.

### **Section 9 Financial Statements and Exhibits**

#### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is being furnished with this Current Report on Form 8-K but shall not be deemed to be filed:

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99.1 Press release of Vital Images, Inc. dated February 17, 2010.

**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.

Vital Images, Inc.

Date: February 18, 2010.

By /s/ Peter J. Goepfrich  
Peter J. Goepfrich  
Chief Financial Officer  
(Principal Financial Officer)

**EXHIBIT INDEX**

99.1 Press release of Vital Images, Inc. dated February 17, 2010.