

VARIAN MEDICAL SYSTEMS INC  
Form 10-Q/A  
December 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

**QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 29, 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 1-7598

**VARIAN MEDICAL SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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|   |   |
|---|---|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization)                    | <b>94-2359345</b><br>(I.R.S. Employer<br>Identification Number) |
| <b>3100 Hansen Way,</b><br><br><b>Palo Alto, California</b><br>(Address of principal executive offices) | <b>94304-1030</b><br>(Zip Code)                                 |
| <b>(650) 493-4000</b><br><br>(Registrant's telephone number, including area code)                       |   |

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 filing 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 whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|  |  |
|--|--|
| Large accelerated filer <input checked="" type="checkbox"/>                                  | Accelerated filer <input type="checkbox"/>         |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 110,715,329 shares of common stock, par value \$1 per share, outstanding as of July 27, 2012.

**EXPLANATORY NOTE**

Varian Medical Systems, Inc. (the Company ) is amending Part II, Item 6 of its Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2012 (the Form 10-Q ) for the purpose of re-filing Exhibit 10.1 to the Form 10-Q to reflect confidential treatment granted with respect to such exhibit.

**PART II**

**Item 6. Exhibits**

(a) Exhibits required to be filed by Item 601 of Regulation S-K:

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Credit Agreement, dated April 27, 2012, among the Registrant, each lender from time to time party thereto, and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (the Agreement ).++ |
| 15.1*       | Letter Regarding Unaudited Interim Financial Information.   |
| 31.1        | Chief Executive Officer Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act.  |
| 31.2        | Chief Financial Officer Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act.  |
| 32.1*       | Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2*       | Certification 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 Calculation Linkbase Document   |
| 101.DEF *   | XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB *   | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE *   | XBRL Taxonomy Extension Presentation Linkbase Document  |

Attached as Exhibit 101 to this Quarterly Report on Form 10-Q are the following formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Earnings for the three and nine months ended June 29, 2012 and July 1, 2011; (ii) Condensed Consolidated Balance Sheets at June 29, 2012 and September 30, 2011; (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended June 29, 2012 and July 1, 2011; and (iv) Notes to Condensed Consolidated Financial Statements for the three and nine months ended June 29, 2012 and July 1, 2011.

++ Confidential treatment has been requested as to certain portions of this exhibit pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

\* Previously filed with the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2012, as filed with the Securities and Exchange Commission on August 7, 2012.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**VARIAN MEDICAL SYSTEMS, INC.**

*(Registrant)*

Dated: December 17, 2012

By: /s/ ELISHA W. FINNEY

Elisha W. Finney  
Executive Vice President, Finance

and  
Chief Financial Officer

*(Duly Authorized Officer and  
Principal Financial Officer)*

**INDEX TO EXHIBITS**

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