
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): April 7, 2014

iROBOT CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

000-51598

(Commission File Number)

77-0259335

(I.R.S. Employer Identification No.)

8 Crosby Drive, Bedford, MA

(Address of principal executive offices)

01730

(Zip Code)

Registrant's telephone number, including area code: (781) 430-3000

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 Instruction 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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Item 1.01 Entry into a Material Definitive Agreement.

On April 7, 2014, iRobot Corporation (the “Company”) and Computershare Trust Company, Inc. (the “Rights Agent”) entered into an Amendment and Termination of Shareholder Rights Agreement (the “Amendment”) with respect to the Shareholder Rights Agreement dated as of November 15, 2005 by and between the Company and the Rights Agent (the “Rights Agreement”). The Rights Agreement is described under the heading “Description of Capital Stock” in the Company’s Registration Statement on Form S-1, as amended (File No. 333-126907), and such description is incorporated herein by reference.

The Amendment changes the definition of “Final Expiration Date” in the Rights Agreement from November 15, 2015 to April 10, 2014, such that, as of 5:00 p.m. Eastern time on April 10, 2014, the rights to purchase Series A-1 Junior Participating Cumulative Preferred Stock (the “Series A-1 Preferred Stock”) issued pursuant to the Rights Agreement (the “Rights”) expired and are no longer outstanding and the Rights Agreement terminated. The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is set forth as Exhibit 4.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

The information contained in Item 1.01 above is incorporated by reference into this Item 1.02.

Item 3.03 Material Modification to Rights of Security Holders.

The information contained in Item 1.01 above is incorporated by reference into this Item 3.03.

After the expiration of the Rights and termination of the Rights Agreement, on April 10, 2014 the Company filed with the Delaware Secretary of State a Certificate of Elimination of Series A-1 Junior Participating Cumulative Preferred Stock (the “Certificate of Elimination”), which returned the shares that were designated as Series A-1 Preferred Stock to the status of authorized but unissued shares of the preferred stock of the Company, without designation as to series or rights, preferences, privileges or limitations. The foregoing summary of the Certificate of Elimination is qualified in its entirety by reference to the full text of the Certificate of Elimination, which is set forth as Exhibit 4.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information contained in the second paragraph of Item 3.03 above is incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

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| 4.1 | Amendment and Termination of Shareholder Rights Agreement between iRobot Corporation and Computershare Trust Company, Inc. dated as of April 7, 2014 |
| 4.2 | Certificate of Elimination of Series A-1 Junior Participating Cumulative Preferred Stock, dated April 7, 2014 |

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.

iRobot Corporation

April 10, 2014

By: /s/ Glen D. Weinstein

Name: Glen D. Weinstein

Title: Executive Vice President, Chief
Legal Officer and Secretary

EXHIBIT INDEX

Exhibit Number	Description
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- | | |
|-----|---|
| 4.1 | Amendment and Termination of Shareholder Rights Agreement between iRobot Corporation and
Computershare Trust Company, Inc. dated as of April 7, 2014 |
| 4.2 | Certificate of Elimination of Series A-1 Junior Participating Cumulative Preferred Stock, dated April 7, 2014 |

AMENDMENT AND TERMINATION
OF
SHAREHOLDER RIGHTS AGREEMENT

This Amendment and Termination (this “**Amendment and Termination**”) of the Rights Agreement (as defined below) is entered into as of April 7, 2014, between iRobot Corporation, a Delaware corporation (the “**Company**”), and Computershare Trust Company, N.A., a limited purpose trust company, successor-in-interest to Computershare Trust Company, Inc., (the “**Rights Agent**”). All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Rights Agreement.

WITNESSETH:

WHEREAS, the Company is party to the Shareholder Rights Agreement, dated as of November 15, 2005 (the “**Rights Agreement**”) with the Rights Agent;

WHEREAS, the Board of Directors of the Company has determined to terminate the Rights Agreement and, in furtherance thereof, the Company desires to enter into this Amendment and Termination pursuant to which the Rights Agreement will be amended to provide that (i) the Rights will expire at the Close of Business on April 10, 2014, and (ii) the Rights Agreement will be terminated upon the expiration of the Rights; and

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may prior to a Section 11(a)(ii) Event supplement or amend the Rights Agreement without the approval of any holders of certificates representing shares of common stock of the Company.

NOW THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

1. Amendment to Section 7(a). The first sentence of Section 7(a) of the Rights Agreement is hereby amended to read as follows:

“(a) Subject to Section 7(e) hereof, the registered holder of any Right Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein) in whole or in part at any time after the Distribution Date upon surrender of the Right Certificate, with the form of election to purchase and the certificate on the reverse side thereof duly executed, to the Rights Agent at the office or offices of the Rights Agent designated for such purpose, together with payment of the aggregate Exercise Price for the total number of one ten-thousandths of a share of Preferred Stock (or other securities, cash or other assets, as the case may be) as to which such surrendered Rights are then exercised, at or prior to the earlier of (i) the Close of Business on April 10, 2014 (the “Final Expiration Date”), (ii) the time at which the Rights are redeemed as provided in Section 23 hereof (the “Redemption Date”) or (iii) the time at which such Rights are exchanged as provided in Section 24 hereof (the “Exchange Date”) (the earliest of (i), (ii) or (iii) being herein referred to as the “Expiration Date”). Except as set forth in Section 7(e) hereof and notwithstanding any other provision of this Agreement, any Person who prior to the Distribution Date becomes a record holder of shares of Common Stock of the Company may exercise all of the rights of a registered holder of a Right Certificate with respect to the Rights associated with such shares of Common Stock of the

Company in accordance with the provisions of this Agreement, as of the date such Person becomes a record holder of shares of Common Stock of the Company.”

2. Termination. Upon expiration of the Rights in accordance with the terms of the Rights Agreement, as amended hereby, the Rights Agreement shall terminate and be of no further force or effect whatsoever without any further action on the part of the Company or the Rights Agent.

3. Governing Law. This Amendment and Termination shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state.

4. Counterparts. This Amendment and Termination may be executed in any number of counterparts, each of which shall for all purposes be deemed an original, and all of which together shall constitute but one and the same instrument. A signature to this Amendment and Termination transmitted electronically shall have the same authority, effect, and enforceability as an original signature.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Amendment and Termination to be duly executed as of the day and year first above written.

IROBOT CORPORATION

Attest:

By: /s/ Alison Dean

Name: Alison Dean

Title: Executive Vice President and Chief
Financial Officer

By: /s/ Glen D. Weinstein

Name: Glen D. Weinstein

Title: Executive Vice President, Chief Legal Officer
and Secretary

**COMPUTERSHARE TRUST COMPANY,
N.A., as RIGHTS AGENT**

Attest:

By: /s/ James Walsh

Name: James Walsh

Title: AVP, Relationship Management

By: /s/ Dennis V. Moccia

Name: Dennis V. Moccia

Title: Manager, Contract Administration

CERTIFICATE OF ELIMINATION OF THE
SERIES A-1 JUNIOR PARTICIPATING CUMULATIVE PREFERRED STOCK OF
IROBOT CORPORATION

Pursuant to Section 151(g)
of the General Corporation Law
of the State of Delaware

iRobot Corporation, a Delaware corporation (the “**Company**”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and authority granted in the Amended and Restated Certificate of Incorporation of the Company, as theretofore amended (the “**Certificate of Incorporation**”), the Board of Directors of the Company, by resolution duly adopted, authorized the issuance of a series of 150,000 shares of Series A-1 Junior Participating Cumulative Preferred Stock, par value \$0.01 per share, of the Company (the “**Preferred Stock**”), and established the voting powers, designations, preferences and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, and, on November 22, 2005, filed a Certificate of Designations (the “**Certificate of Designations**”) with respect to such Preferred Stock in the office of the Secretary of State of the State of Delaware (the “**Secretary of State**”).

2. That no shares of said Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificate of Designations.

3. That the Board of Directors of the Company has adopted the following resolutions:

RESOLVED: That the President and Chief Executive Officer, Chief Financial Officer, Chief Legal Officer and Secretary of the Corporation (the “**Authorized Officers**”) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute an amendment and termination of the Shareholder Rights Agreement (the “**Shareholder Rights Agreement**”), dated as of November 15, 2005, with Computershare Trust Company, Inc., a limited purpose trust company, as Rights Agent (the “**Rights Agent**”), containing substantially the terms and conditions discussed at this meeting, with such other provisions and modifications as the Authorized Officers executing the same shall approve as being in the interests of the Corporation and its shareholders, such approval to be conclusively evidenced by the execution and delivery of the same to the Rights Agent thereunder.

RESOLVED: That no shares of the Corporation’s Series A-1 Junior Participating Cumulative Preferred Stock, par value \$0.01 per share (the “**Series A-1 Preferred Stock**”), have been issued or are outstanding and that no shares of the Series A-1 Preferred Stock will be issued subject to the certificate of designations previously filed with respect to the Series A-1 Preferred Stock.

RESOLVED: That the Authorized Officers be and hereby are authorized and directed to file a certificate setting forth this resolution with the Secretary of State of the State of Delaware pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the Corporation’s

certificate of incorporation all matters set forth in the certificate of designations with respect to the Series A-1 Preferred Stock.

4. That, accordingly, all matters set forth in the Certificate of Designations with respect to the Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Company.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, iRobot Corporation has caused this Certificate of Elimination to be duly executed this 7th day of April, 2014.

IROBOT CORPORATION

By: /s/ Glen D. Weinstein

Name: Glen D. Weinstein

Title: Executive Vice President, Chief Legal
Officer and Secretary