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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of: **December 2018**

Commission file number: **001-35920**

MAZOR ROBOTICS LTD.
(Translation of registrant's name into English)

PO Box 3104, 5 Shacham St.
Caesarea Industrial Park South 3079567, Israel
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

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On December 19, 2018, Mazor Robotics Ltd. (the “Company”) completed its previously announced merger (the “Merger”) with Belinom Ltd. (“Merger Sub”), which is wholly owned by Given Imaging Ltd., Oridion Medical 1987 Ltd., Oridion Systems Ltd. and Covidien Israel Holdings Ltd. (collectively and individually, the “Parent”, each of which is an indirect subsidiary of Medtronic plc), pursuant to that certain Agreement and Plan of Merger dated as of September 20, 2018 by and among the Company, Merger Sub and Parent. As a result of the Merger, the Company has become wholly-owned by Parent and Covidien Group S.a.r.l, a Luxembourg company and affiliate of Parent (“CovLux”).

At the effective time of the Merger (the “Effective Time”), (i) each ordinary share (including ordinary shares represented by American Depositary Shares (“ADS”)), nominal value NIS 0.01, of the Company (a “Company Share”) issued and outstanding immediately prior to the Effective Time (excluding ADSs held by CovLux, which remained outstanding, and Company Shares held in the treasury of the Company or owned by any direct or indirect wholly owned subsidiary of the Company, which were cancelled for no consideration) was canceled and converted into the right to receive \$29.25 in cash (the “Merger Consideration”), without interest and subject to applicable withholding taxes (if any), (ii) each option to acquire Company Shares outstanding immediately prior to the Effective Time became fully vested and was cancelled in exchange for the right to receive a lump sum cash payment equal to the product of (x) the per share Merger Consideration less the applicable per share exercise price and (y) the number of Company Shares underlying such option, without interest and subject to applicable withholding taxes (if any), and (iii) each Restricted Stock Unit of the Company outstanding immediately prior to the Effective Time became fully vested and was cancelled in exchange for the right to receive a lump sum cash payment (to the extent such payment does not trigger any taxes under Internal Revenue Code Section 409A) equal to the product of (x) the per share Merger Consideration and (y) the number of Company Shares subject to such Restricted Stock Unit, without interest and subject to applicable withholding taxes (if any). Each ADS represents two ordinary shares of the Company.

The Company has notified the NASDAQ Global Market (“NASDAQ”) and the Tel Aviv Stock Exchange Ltd. (the “TASE”) of the completion of the Merger, and trading of the Company’s shares on NASDAQ and the TASE has been suspended. In addition, the Company has requested that NASDAQ file a delisting application on Form 25 with the Securities and Exchange Commission to report the delisting of the Company’s shares from NASDAQ.

The contents of this report on Form 6-K are incorporated by reference into the registration statements on Form S-8 (File Nos. 333-190372, 333-198213, 333-205009, 333-211237 and 333-223222) of the Company, filed with the Securities and Exchange Commission, to be a part thereof from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished by the Company with the Securities and Exchange Commission.

Exhibit

[99.1](#) [Press release issued on December 19, 2018 announcing the consummation of merger.](#)

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, thereunto duly authorized.

MAZOR ROBOTICS LTD.
(Registrant)

By: /s/ Sharon Levita
Name: Sharon Levita
Title: Chief Financial Officer & Vice President Business Operations

Date: December 19, 2018



NEWS RELEASE

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MEDTRONIC COMPLETES ACQUISITION OF MAZOR ROBOTICS

*Company Integrates Robotics and Aims to Make Spine Surgery More Predictable and Transform
Outcomes for Hospitals, Surgeons, and Patients*

DUBLIN – December 19, 2018 – Medtronic plc (NYSE:MDT) today announced it has completed the acquisition of Israel-based Mazor Robotics (NASDAQ:MZOR, TASE:MZOR.TZ). Under the terms of the acquisition agreement announced on September 20, 2018, Mazor shareholders will receive \$58.50 per American Depositary Share, or \$29.25 per ordinary share, in cash. The total value of the transaction is reported at \$1.64 billion, or \$1.34 billion net of Medtronic’s existing stake in Mazor and cash acquired. Medtronic’s acquisition of Mazor ranks among the largest orthopedic deals completed in 2018.

This acquisition strengthens Medtronic’s position as a global innovator in enabling technologies for spine surgery. By combining Medtronic’s market-leading spine implants, navigation, and 3D imaging technology with Mazor’s robotic-assisted surgery systems, Medtronic offers a fully-integrated procedural solution for surgical planning, workflow, execution and confirmation.

“With today’s announcement, in bringing the two companies together Medtronic aims to accelerate the advancement and adoption of robotic-assisted surgery in spine for the benefit of patients, providers, and the healthcare system more broadly,” said Geoff Martha, executive vice president and president of the Restorative Therapies Group at Medtronic. “This is the latest example of our Surgical Synergy strategy, which we believe will transform spine care through procedural solutions that integrate implants, biologics and enabling technologies like navigation, 3D imaging, robotics and powered surgical tools.”

Medtronic believes robotic-assisted surgery can play a transformative role in refining procedures, reducing variability and impacting procedural outcomes in spine surgery. The Mazor X™ Stealth Edition – a co-development effort between Mazor and Medtronic – was recently cleared by the FDA. This new system seamlessly incorporates StealthStation™ software into the Mazor™ X robotic-assisted surgery platform – leveraging the power of two industry-leading technologies to deliver procedural predictability and flexibility through real-time image guidance, visualization and navigation informed by interactive 3D planning and information systems.

“Everything that happens in the operating room depends on the trained medical professionals who are there, and that will never change. However, the Mazor X Stealth Edition gives us a very powerful tool to plan our desired surgical procedure and help make sure the surgery takes place exactly as planned with a high degree of accuracy,” commented Christopher R. Good, M.D. F.A.C.S., spine surgeon, director of Scoliosis & Spinal Deformity and president of Virginia Spine Institute. “Incorporating multiple modalities together, including computerized surgical planning, three-dimensional assessment of spinal anatomy, robotic guidance and live navigation feedback all in one platform leads to a synergy that makes my operating room much smarter.”

Mazor Robotics joins Medtronic’s Neurosurgery business, which is part of the Restorative Therapies Group’s Brain Therapies division.

Financial Highlights

The transaction is expected to be modestly dilutive to Medtronic's fiscal 2019 adjusted earnings per share, but given the current strength of Medtronic's business, the company expects to absorb the dilution. Consistent with its long-term financial objectives, Medtronic projects the acquisition to generate a double-digit return on invested capital (ROIC) by year four, with an increasing contribution thereafter.

Medtronic's financial advisors for the transaction are Perella Weinberg Partners LP and Goldman Sachs & Co. LLC, with Meitar Liquornik Geva Leshem Tal and Ropes & Gray LLP acting as legal advisors. Mazor's financial advisors are J.P. Morgan Securities LLC and Duff & Phelps LLC, with Kirkland & Ellis LLP and Lichtenstein Levy Wiseman Law office acting as legal advisors.

About Medtronic

Medtronic plc (www.medtronic.com), headquartered in Dublin, Ireland, is among the world's largest medical technology, services and solutions companies – alleviating pain, restoring health and extending life for millions of people around the world. Medtronic employs more than 86,000 people worldwide, serving physicians, hospitals and patients in more than 150 countries. The company is focused on collaborating with stakeholders around the world to take healthcare Further, Together.

Any forward-looking statements are subject to risks and uncertainties such as those described in Medtronic's periodic reports on file with the Securities and Exchange Commission. Actual results may differ materially from anticipated results.

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