

**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): **April 2, 2013 (March 31, 2013)**

SUNSHINE HEART, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation)

000-35312
(Commission File No.)

68-0533453
(IRS Employer
Identification No.)

12988 Valley View Road
Eden Prairie, Minnesota
(Address of Principal Executive Offices) (Zip Code)

(952) 345-4200
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Retirement of Donal O'Dwyer

On March 31, 2013, Sunshine Heart, Inc. (the "**Company**") received notice from Donal O'Dwyer, a Class III director whose current term will expire at the 2013 annual meeting of stockholders (the "**Annual Meeting**"), of his decision to retire from service on the Company's Board of Directors (the "**Board**") following the completion of his current term. Consequently, Mr. O'Dwyer will not stand for re-election to the Board at the Annual Meeting, which is presently anticipated to be held on May 23, 2013. Mr. O'Dwyer has been a director of the Company since 2004.

In connection with the foregoing, the Company issued an ASX announcement, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Decrease in the Size of the Board of Directors

Effective as of the date of the Annual Meeting, the Board decreased the number of directors from eight (8) to seven (7), pursuant to the Board's powers under the Company's Fourth Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	ASX Announcement, dated April 2, 2013.

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.

Dated: April 2, 2013

SUNSHINE HEART, INC.

By: /S/ JEFFREY MATHIESEN

Name: Jeffrey Mathiesen

Title: Chief Financial Officer

1

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	ASX Announcement, dated April 2, 2013.

2



ASX Announcement

Sunshine Heart Announces Donal O'Dwyer Will Retire From Board of Directors

Eden Prairie, MN and Sydney, Australia: 2 April 2013: Sunshine Heart, Inc. (NASDAQ: SSH; ASX: SHC) today announced that Donal O'Dwyer will retire from the Board of Directors following the completion of his current term and will not stand for re-election to the Sunshine Heart Board of Directors at the upcoming Annual Meeting of Stockholders. Given Sunshine Heart's imminent de-listing from the Australian Stock Exchange (ASX), and the Company's ongoing U.S.-centric corporate transition, Australian-based Mr. O'Dwyer has decided to focus his efforts on his other commitments.

"We are incredibly thankful for Donal's service to Sunshine Heart over the years," said John Erb, Chairman of Sunshine Heart's Board of Directors. "Since joining the Board in 2004, Donal's tremendous experience within the medical device industry has been essential to Sunshine Heart's progression. His guidance and counsel will be missed."

"It has been a true pleasure to play a role in Sunshine Heart's growth over the years," said Donal O'Dwyer. "Particularly as the Company nears its exit from the ASX, I feel my retirement comes at the right time amidst the ongoing corporate transition and the initiation of its pivotal trial in the U.S. I look forward to continuing to watch Sunshine's progress as it achieves its major milestones. I am confident that the C-Pulse technology will play an important role in the future management of congestive heart failure."

Sunshine Heart announced its intention to de-list from the ASX January 29, 2013. The de-listing will be effective as of the close of trading on May 6, 2013, at which point Sunshine Heart will trade exclusively on the NASDAQ Capital Market exchange (NASDAQ).

About the C-Pulse® Heart Assist System

The C-Pulse Heart Assist System, or C-Pulse System, an investigational device in the United States, Canada and countries that do not recognize the CE Mark approval, utilizes the scientific principles of intra-aortic balloon counter-pulsation applied in an extra-aortic approach to assist the left ventricle by reducing the workload required to pump blood throughout the body, while increasing blood flow to the coronary arteries. Operating outside the patient's bloodstream, the extra-aortic approach of the C-Pulse technology offers greater flexibility, allowing patients to safely disconnect to have intervals of freedom to perform certain activities such as showering. The C-Pulse System may help maintain the patient's current condition and, in some cases, reverse the heart failure process, thereby potentially preventing the need for later stage heart failure therapies, such as left ventricular assist devices (LVADs), artificial hearts or transplants.

1

Caution: Investigational device, limited by Federal (or United States) Law to Investigational use.

About Sunshine® Heart

Sunshine Heart, Inc. (NASDAQ: SSH / ASX: SHC) is an early-stage global medical device company committed to the commercialization of the C-Pulse System, an implantable, non-blood contacting, heart assist therapy for the treatment of moderate to severe heart failure. The C-Pulse System can be implanted using a minimally invasive procedure and is designed to relieve the symptoms of heart failure through the use of counter-pulsation technology, which enables an increase in cardiac output, an increase in coronary blood flow and a reduction in the heart's pumping load. Sunshine Heart has completed an approved U.S. Food and Drug Administration (FDA) feasibility clinical trial of the C-Pulse System and presented the results in November 2011. In March, 2012, the FDA notified the Company that it could move forward with an investigational device exemption (IDE) application. Sunshine Heart received unconditional approval from the FDA in November 2012 to initiate its pivotal trial. In July 2012 Sunshine Heart received CE Mark approval for its C-Pulse System in Europe. Sunshine Heart is a Delaware corporation headquartered in Minneapolis with a subsidiary presence in Australia. The Company has been listed on the Australian Securities Exchange (ASX) since September 2004 and on the NASDAQ Capital Market since February 2012. For more information, please visit www.sunshineheart.com.

Forward-Looking Statements

Certain statements in this release are forward-looking statements that are based on management's beliefs, assumptions and expectations and information currently available to management. All statements that address future operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation, our expectations with respect to future clinical trial activities and results including patient enrollment in trials. These forward-looking statements are subject to numerous risks and uncertainties, including without limitation, the possibility that our clinical trials do not meet their enrollment goals, meet their end-points or otherwise fail, that regulatory authorities do not accept our application or approve the marketing of the C-Pulse System, the possibility we may be unable to raise the funds necessary for the development and commercialization of our products, that we may not be able to commercialize our products successfully in the EU and the other risk factors described under the caption "Risk Factors" and elsewhere in our filings with the U.S. Securities and Exchange Commission and ASX. You should not place undue reliance on forward-looking statements because they speak only as of the date when made and may turn out to be inaccurate. We do not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements.

For further information, please contact:

Media:

Laura Forman
Blueprint Life Science Group
T: +1-415-375-3340

Investor:

Jeff Mathiesen
Chief Financial Officer
Sunshine Heart, Inc.
T: +1-952-345-4200