

LIPPS RANDALL A
 Form 4/A
 August 23, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LIPPS RANDALL A

(Last) (First) (Middle)

C/O OMNICELL, INC., 590
 E.MIDDLEFIELD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 OMNICELL, Inc [OMCL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/19/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/19/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | (A) or (D) | 200,748 ⁽⁸⁾ | D | |
| Common Stock | | | | (A) or (D) | 361,701 ⁽⁶⁾ | I | In Trust with Wife ⁽¹⁾ |
| Common Stock | | | | (A) or (D) | 14,549 ⁽⁷⁾ | I | In Trust for Children ⁽²⁾ |
| Common Stock | 06/19/2018 | | S | 9,483 D | \$ 191,265 | D | |
| | | | | | 52.0408 | | |

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| | | | | (5) | | | |
|--------------|------------|---|---------------|-----|-----------|---------|---|
| Common Stock | 06/19/2018 | M | 18,154 (4) | A | \$ 0 | 209,419 | D |
| Common Stock | 06/19/2018 | S | 18,154 | D | \$ 52 (3) | 191,265 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options NQ (right to Buy) | \$ 25.08 | 06/19/2018 | | M | 18,154 (4) | 02/04/2015 | 02/03/2025 | Common Stock | 18,154 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIPPS RANDALL A C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043 | X | | Chairman, President and CEO | |

Signatures

/s/ Randall A. Lipps 08/23/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares held in trust with Mr. Lipps' wife.

(2) Shares held in trust for the benefit of Mr. Lipps' children.

The price reported in Column 4 is the exact price of \$52.00 the shares sold. The reporting person undertakes to provide to Omnicell, Inc.,

(3) any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan.

The price reported in Column 4 is the Average price of \$52.0408. The shares sold between \$51.35 to \$52.25. The reporting person

(5) undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

This amendment is being filed to correct the balance of shares held in trust with the reporting person's wife. This balance was incorrectly

reported as 393,228 shares; however, the correct balance is 361,701 shares. As originally reported in a Form 4 filed on June 20, 2017, the

(6) reporting person sold 31,527 shares from this trust on June 19, 2017 pursuant to a Rule 10b5-1 trading plan. However, due to an administrative error, this reported sale was not correctly reflected in the balance of shares held in this trust in all Form 4s filed by the reporting person following the sale from July 28, 2017 through June 20, 2018.

(7) Reflects a transfer of 1,000 shares in June 2018 from this trust directly to the reporting person's child (who is no longer a minor) as the reporting person no longer has a reportable beneficial interest in such shares.

(8) This reflects the correct starting balance of directly owned shares which was incorrectly reported due to an administrative error in the original Form 4, filed on June 20, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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