

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-K/A**  
Amendment No. 2

(Mark One)

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

For the Fiscal Year Ended: **December 31, 2011**

**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 **001-35312**

**Sunshine Heart, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**68-0533453**  
(I.R.S. Employer  
Identification No.)

**12988 Valley View Road, MN 55344**  
(Address of Principal Executive Offices, Including Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

**Common stock, par value \$0.0001 per share**  
(Title of each class)

**The Nasdaq Stock Market LLC**  
**(Nasdaq Capital Market)**  
(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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 (§229.405 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer   
(Do not check if a smaller reporting company)

Smaller Reporting Company

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

As of December 31, 2011, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of shares of the registrant's common stock held by non-affiliates of the registrant (based upon the closing sale price of \$0.036 per CHESSE Depository Interest on the Australian Securities Exchange on December 30, 2011 (using an exchange rate of 1 Australian Dollar to 1.0174 U.S. Dollars) was approximately \$23.3 million.

The number of shares of the registrant's common stock, par value \$0.0001 per share, outstanding as of April 20, 2012 was 6,276,538 shares.

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### EXPLANATORY NOTE

This Amendment No. 2 on Form 10-K/A (“Amendment No. 2”) amends the Annual Report on Form 10-K of Sunshine Heart, Inc. (the “Company,” “our” or “we”) for the year ended December 31, 2011 that was filed with the Securities and Exchange Commission (“SEC”) on March 23, 2012 (the “Original Filing”), as subsequently amended by Amendment No. 1 to Form 10-K filed on Form 10-K/A filed with the SEC on April 30, 2012 (“Amendment No. 1”). This Amendment No. 2 is being filed to correct certain errors in the executive compensation data that was reported in the table titled “Summary Compensation Table,” under the columns titled “Option Awards” and “Total” with respect to the Company’s Chief Executive Officer and Chief Financial Officer, in Item 11 of Part III in Amendment No. 1. This Amendment No. 2 does not reflect events occurring after the filing of the Original Filing.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Part III, Item 11 of Amendment No. 1 is hereby amended and restated in its entirety, and Part IV, Item 15 of Amendment No. 1 is hereby amended and restated in its entirety, with the only changes being the addition of Exhibits 31.1, 31.2 and 32.1 filed herewith and related footnotes. This Amendment No. 2 does not amend or otherwise update any other information in the Original Filing or Amendment No. 1, and the items that are unaffected by this Amendment No. 2 are not included herein. Accordingly, this Amendment No. 2 should be read in conjunction with the Original Filing, Amendment No. 1, and with our filings with the SEC subsequent to the Original Filing.

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### PART III

#### Item 11. Executive Compensation

##### Summary Compensation Table

The following table sets forth certain information regarding compensation for the fiscal years ended June 30, 2011 and December 31, 2011, provided to our Chief Executive Officer and the two other most highly compensated executive officers who received remuneration exceeding \$100,000 during the fiscal year ended December 31, 2011, who we refer to as our named executive officers.

| Name and Principal Position | Fiscal Year Ended | Salary (\$) | Option Awards \$(1) | Non-Equity Incentive Plan Compensation \$(2) | Total (\$) |
|-----------------------------|-------------------|-------------|---------------------|--|------------|
| David Rosa                  | 12/31/11          | 156,550     | 1,473,358           | 79,825                                       | 1,709,733  |
| Chief Executive Officer     | 6/30/11           | 280,000     | 47,146              | 70,000                                       | 397,146    |
| William Peters, MD (3)      | 12/31/11          | 143,542(4)  | 529,493             | 28,663(4)                                    | 701,698    |
| Chief Medical Officer       | 6/30/11           | 275,433(4)  | —                   | —  | 275,433    |
| Jeffrey Mathiesen (5)       | 12/31/11          | 106,667     | 377,666             | 44,000                                       | 528,333    |
| Chief Financial Officer     | 6/30/11           | 59,879      | —                   | —  | 59,879     |

(1) Represents the grant date fair value of the awards granted during the period computed in accordance with FASB ASC Topic 718. For a discussion of the relevant assumptions used to determine the valuation of our option awards for accounting purposes please refer to Note 3 to the Notes to Consolidated Financial Statements filed with the Original Filing.

(2) Amounts shown for Mr. Rosa, Dr. Peters and Mr. Mathiesen for fiscal year ended December 31, 2011 represent non-equity incentive compensation earned during the 12-month calendar year ended December 31, 2011. As a result, the amounts shown for the fiscal year ended December 31, 2011 were earned over the course of two different fiscal years, the last six months of our fiscal year ended June 30, 2011 and the full six-month fiscal year ended December 31, 2011. The amount shown for Mr. Rosa for fiscal year ended June 30, 2011 represents non-equity incentive compensation earned during the 12-month calendar year ended December 31, 2010. As a result, the amount shown for the fiscal year ended June 30, 2011 was earned over the course of two different fiscal years, the last six months of our fiscal year ended June 30, 2010 and the first six months of our fiscal year ended June 30, 2011.

Historically, Mr. Rosa has been awarded incentive compensation based on performance and milestones achieved during calendar years despite the fact that, until September 2011, our fiscal years ended on June 30. For Mr. Rosa, the material performance measures and milestones for calendar year 2010 related to development projects, relocation of our headquarters to Eden Prairie, Minnesota, development of a minimally invasive procedure to implant our product, and building our executive management team. The material performance measures and milestones for calendar year 2011 related to

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incentive compensation based on performance and milestones achieved during our fiscal years, which ended on June 30. Our fiscal years historically ended on June 30 (until we changed our fiscal year end in September 2011) because our operations previously were based in Australia, where a June 30 fiscal year end is more typical than in the United States due to the different seasons in the Southern Hemisphere (i.e., where June 30 falls in winter similar to December 31 falling in winter in the Northern Hemisphere). As we began establishing operations in the United States, we provided incentive compensation to our U.S.-based employees on a calendar year basis because we believed doing so was typical for U.S.-based companies.

Effective for our fiscal year beginning January 1, 2012 and ending December 31, 2012, our board decided to base all employee incentive compensation on performance and milestones achieved during calendar years, which, due to the change in our fiscal year effected in September 2011, will coincide with our fiscal year. As part of this transition of our compensation practices, we deferred the incentive compensation opportunity Dr. Peters otherwise would have received for the fiscal year ended June 30, 2011 to be based on performance and milestones achieved during the 12-month calendar year ended December 31, 2011 and Dr. Peters did not receive any incentive compensation based performance or milestones achieved during our fiscal year ended June 30, 2011. For Dr. Peters, the material performance measures and milestones for calendar year 2011 related to our clinical trial and research and development activities.

We chose the presentation format described above and reflected in the Summary Compensation Table to avoid any “gap” between consecutive periods for which incentive compensation is earned by our named executive officers and incentive compensation information is presented in the table above and in similar tables that we will include in future filings with the SEC.

- (3) All amounts were paid to WSP Trading Limited, an entity that Dr. Peters owns.
- (4) Amount was converted from Australian Dollars (“A\$”) to U.S. Dollars using the conversion rate in effect on the date of payment.
- (5) Mr. Mathiesen joined our company as Chief Financial Officer in March 2011.

***Chief Executive Officer Employment Agreement and Compensation***

We have an employment agreement with David Rosa, our Chief Executive Officer, which provides that his annual salary initially will be \$250,000 and is subject to annual review by our board of directors. The board established Mr. Rosa’s initial annual base salary of \$250,000 in late 2009 in connection with negotiating his employment agreement. The board believed Mr. Rosa’s initial base salary was less than the salaries paid to other chief executive officers of small public companies and was appropriate because Mr. Rosa previously had not served as a chief executive officer of a public company. Effective January 1, 2011, the board increased Mr. Rosa’s salary to \$310,000 per year in recognition of our company’s progress towards its goals during calendar year 2010, which included the expansion of our management team, development of a less invasive procedure to implant our product and progress on our feasibility clinical trial, as well as to closer align Mr. Rosa’s base salary with those of chief executive officers of other small public companies as determined by the board based on its collective experiences and industry knowledge.

Our employment agreement with Mr. Rosa also provides that he will be eligible to participate in our short-term incentive bonus scheme with a maximum of up to 25% of his annual salary. The amount of the bonus is determined by our board of directors based on goals agreed upon by Mr. Rosa and our board.

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Historically, Mr. Rosa has been awarded incentive compensation based on our performance and milestones achieved during calendar years despite the fact that, until September 2011, our fiscal years ended on June 30. Beginning with 2012, our fiscal years will coincide with calendar years and with the time periods for which we provide incentive compensation to Mr. Rosa and our other named executive officers.

Mr. Rosa’s incentive compensation goals for calendar year 2010 related to development projects, relocation of our headquarters to Eden Prairie, Minnesota, development of a minimally invasive procedure to implant our product, and building our executive management team. Our board determined that Mr. Rosa achieved all of these goals and awarded him the maximum cash incentive payment provided in his employment agreement for the year. The non-equity incentive plan compensation earned by Mr. Rosa during calendar year 2010 is reflected in the Summary Compensation Table above for the fiscal year ended June 30, 2011 due to the discrepancy between our historic fiscal years and incentive compensation plan practices described above and in footnote 2 to the Summary Compensation Table.

For calendar year 2011, Mr. Rosa’s goals related to successful completion of our feasibility trial and progress on our planned pivotal trial, continued financing of our operations and product development. Our board determined that Mr. Rosa achieved all of these goals and awarded him the maximum cash incentive payment provided in his employment agreement for calendar year 2011. The non-equity incentive plan compensation earned by Mr. Rosa during calendar year 2011 is reflected in the Summary Compensation Table above for the fiscal year ended December 31, 2011 due to the discrepancy between our historic fiscal years and incentive compensation plan practices described above and in footnote 2 to the Summary Compensation Table. We chose the presentation format described above to avoid any “gap” between consecutive periods for which incentive compensation is earned by our named executive officers and incentive compensation information is presented in the Summary Compensation Table above and in similar tables that will be included in future filings with the SEC.

Mr. Rosa is entitled to participate in the benefit plans available to our employees generally. His employment agreement is terminable (i) by either party for any reason with one month’s notice, by mutual agreement of us and Mr. Rosa; (ii) by mutual agreement between us and Mr. Rosa; (iii) immediately by us for “cause” (as defined in the agreement) if Mr. Rosa has not cured the conduct giving rise to a termination for “cause”; (iv) by us for Mr. Rosa’s disability (as defined in the agreement); or (v) immediately by Mr. Rosa for “good reason” (as defined in the agreement) if we have not cured the conduct

giving rise to a termination for “good reason.” The agreement also provides that, for one year following his termination, Mr. Rosa will not compete with us during the term of his employment with us and he will not solicit any person who was one of our employees during the term of his employment.

Our board of directors has granted Mr. Rosa stock options as part of his compensation from time to time. At a special meeting of our stockholders in August 2011, our stockholders approved stock option awards awarded to Mr. Rosa by our board during March 2011 and May 2011. The March 2011 stock option award covers 154,450 shares of our common stock and was granted with a per share exercise price of \$7.31 (using a conversion rate of A\$1.00 to \$1.0438 and representing a 20% premium to the closing price for our CDIs on the date the board approved the award). The May 2011 stock option award covers 29,210 shares of our common stock and was granted with a per share exercise price of \$13.36 (using a conversion rate of A\$1.00 to \$1.0438 and representing a 20% premium to the closing price for our CDIs on the date the board approved the award). At our annual meeting of stockholders in November 2011, our stockholders approved a stock option award to Mr. Rosa approved by our board in November 2011. This November 2011 stock option award covers 50,000 shares of our common stock and was granted with a per share exercise price of \$8.56 (using a conversion rate of A\$1.00 to \$1.0438 and equaling the closing price for our CDIs on the date the board approved the award).

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The ASX Listing Rules require stock options awarded to any of our directors, including Mr. Rosa, to be approved by our stockholders. For accounting purposes, stock options that are granted subject to stockholder approval are treated as granted in the period during which the necessary stockholder approval was obtained. Because we held our annual meeting of stockholders during our fiscal year ended June 30, 2011 before our board awarded the March 2011 and May 2011 stock options granted to Mr. Rosa, these stock options were approved by our stockholders at a special meeting in August 2011 and are treated as granted during our six-month fiscal year ended December 31, 2011 even though our board awarded the options, subject to stockholder approval, during our fiscal year ended June 30, 2011. Because Mr. Rosa also received a stock option award during November 2011 that was approved by our board and stockholders during the same month, there is a significant discrepancy between the value for accounting purposes of option awards granted to Mr. Rosa during our fiscal year ended June 30, 2011 compared to our six-month fiscal year ended December 31, 2011. In general, our board has awarded Mr. Rosa stock options with greater-than-annual frequency to gradually give him an equity position in our company that our board, in its discretion and based on its collective experiences, believes is appropriate for the chief executive officer of a development-stage public medical device company like ours. Other than the stock option awards described above, and as indicated in the Outstanding Equity Awards at Fiscal Year-End table below, we have granted Mr. Rosa only one other equity award. As indicated in the Beneficial Ownership of Directors and Executive Officers table below, as of April 20, 2012, Mr. Rosa beneficially owned approximately 1.5% of our common stock as calculated in accordance with SEC rules.

#### ***Salaries of Other Named Executive Officers***

Our board determined the salary for Mr. Mathiesen pursuant to negotiations with Mr. Mathiesen in connection with his hiring in March 2011. Our board determined Dr. Peters’ salary in effect during our fiscal years ended June 30, 2011 and December 31, 2011 primarily based on the salary recommendation our Chief Executive Officer made at the beginning of our fiscal year ended June 30, 2011. Historically, up to our fiscal year beginning July 1, 2011, we awarded our employees based in Australia and New Zealand, including Dr. Peters, salary increases effective at the beginning of our fiscal years. Our Chief Executive Officer made his salary recommendation for Dr. Peters based on his subjective evaluation of our product development and clinical progress as of the beginning of our fiscal year ended June 30, 2011. Effective for our fiscal year beginning January 1, 2012 and ending December 31, 2012, our board decided to make annual adjustments to employees’ salaries, regardless of location, effective at the beginning of each calendar year (which, beginning in 2012, will coincide with our fiscal year). As part of this transition of our compensation practices, we deferred salary adjustments that our employees based in Australia and New Zealand otherwise would have received effective July 1, 2011 to be effective as of January 1, 2012. Dr. Peters therefore was not awarded a salary increase during the periods covered by the Summary Compensation Table in connection with this transition in our compensation practices.

Our current compensation practice is for our Chief Executive Officer to recommend salaries for the other named executive officers at the beginning of each calendar year for the salary to be paid for the that year based on our Chief Executive Officer’s evaluation of three primary factors. Those factors are an evaluation of:

- salaries of persons occupying similar positions at other small medical device companies;
- the overall performance of our company for the prior year; and
- the individual’s contributions to our results for the prior year.

Our Chief Executive Officer’s evaluation of salaries for persons occupying similar positions at other small public medical device companies is based on his general industry knowledge and consultation of proxy statements filed by U.S. publicly traded companies with the SEC. Our Chief Executive Officer uses this market information to help determine whether the salaries he recommends for our other named executive officers are, in his opinion,

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significantly above or below the salaries of persons occupying similar positions at the companies consulted and that any variations to what the Chief Executive Officer considers to be a “market” salary are in his opinion justified. Historically, our Chief Executive Officer has not targeted compensation at a specified point relative to the market information he has gathered or used studies or compilations of information prepared by third parties to evaluate salaries paid by our competitors. Our Chief Executive Officer’s evaluation of our company’s performance is a subjective evaluation of our progress toward commercializing our product and meeting our business plan. As of January 1, 2012, salaries for our named executive officers were as follows: Mr. Rosa — \$319,300; Dr. Peters – A\$283,272; Mr. Mathiesen – \$226,600. Future adjustments to the salaries for our named executive officers will be made using the process described above.

#### ***Incentive Compensation of Other Named Executive Officers***

Dr. Peters' non-equity incentive plan compensation award for calendar year 2011 provided for a payment of up to 10% of his annual salary, based on goals agreed upon by Dr. Peters and our Chief Executive Officer. Dr. Peters' goals for calendar year 2011 were tied to our clinical trial and research and development activities. Based on Dr. Peters' work training and supporting physicians at sites participating in our feasibility trial, his work summarizing and presenting clinical trial data, the successful animal test for our next-generation fully implantable device and improvements to our existing product developed by Dr. Peters during the year, our board awarded Dr. Peters his maximum possible payment under the non-equity incentive plan. The non-equity incentive compensation earned by Dr. Peters during calendar year 2011 is reflected in the Summary Compensation Table above for the fiscal year ended December 31, 2011 due to the discrepancy between our historic fiscal years and the transition in our incentive plan practices described in footnote 2 to the Summary Compensation Table.

In connection with his hiring in March 2011, we decided that Mr. Mathiesen's incentive compensation would be based on the calendar year rather than our fiscal year in effect at that time. Mr. Mathiesen's non-equity incentive plan compensation award for calendar year 2011 provided for a payment of up to 20% of his annual salary. Our board determined that Mr. Mathiesen improved our financial reporting processes and successfully performed his duties for the year and awarded Mr. Mathiesen his maximum possible non-equity incentive payment. The non-equity incentive compensation earned by Mr. Mathiesen during calendar year 2011 is reflected in the Summary Compensation Table above for the fiscal year ended December 31, 2011 due to the discrepancy between our historic fiscal years and incentive compensation plan practices described above and in footnote 2 to the Summary Compensation Table.

Beginning in 2012, our fiscal years will coincide with calendar years and with the relevant periods for which we provide incentive compensation to our named executive officers.

### Outstanding Equity Awards at Fiscal Year End

The following table sets forth certain information concerning equity awards held by our named executive officers that were outstanding as of December 31, 2011.

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| Name               | Option Awards   |   | Option Exercise Price (\$)(1) | Option Expiration Date |
|--------------------|---|---|-------------------------------|------------------------|
|                    | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable |                               |                        |
| David Rosa         | 37,500(2)   | 12,500  | \$ 10.44                      | 11/29/20               |
|                    | 28,960(3)   | 125,490   | \$ 7.31                       | 8/17/21                |
|                    | —(5)  | 29,210  | \$ 13.36                      | 8/17/21                |
|                    | —(5)  | 43,000  | \$ 8.56                       | 11/28/21               |
| William Peters, MD | 3,990(4)  | —   | \$ 3.24                       | 1/30/13                |
|                    | 3,880(4)  | —   | \$ 52.19                      | 7/5/14                 |
|                    | 2,200(4)  | —   | \$ 37.58                      | 11/1/16                |
|                    | 280(4)  | —   | \$ 62.63                      | 1/31/17                |
|                    | 3,000(4)  | —   | \$ 62.63                      | 4/18/17                |
|                    | 488(4)  | —   | \$ 41.75                      | 7/9/18                 |
|                    | 3,869(5)  | 857   | \$ 16.70                      | 8/20/18                |
| 80,745(3)          | 65,605  | \$ 7.31   | 8/17/21                       |                        |
| Jeffrey Mathiesen  | —(5)  | 52,575  | \$ 7.31                       | 8/17/21                |
|                    | —(5)  | 5,000   | \$ 8.56                       | 11/1/21                |

(1) Amount converted from Australian Dollars to U.S. Dollars using a conversion rate of A\$1.00 to \$1.0438.

(2) This option vested as to 50% of the shares on November 29, 2010, the date of grant, and 25% on November 1, 2011, and the remaining 25% will vest on November 1, 2012.

(3) This option vests as to 1/48th of the shares per month until fully vested.

(4) Option fully vested as of December 31, 2011.

(5) This option vests as to 25% of the shares on the first anniversary of the date of grant, and 1/48th of the shares per month thereafter until fully vested.

### Change in Control Agreements

We have entered into change in control agreements with each of our named executive officers that will require us to provide compensation to them in the event of a change in control of our company. Each agreement has

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a term that runs from its effective date through the later of (i) the five-year anniversary of the effective date or (ii) if a "change in control" occurs on or prior to the five-year anniversary, the one-year anniversary of the effective date of the change in control. The agreements will be automatically extended for



successive two-year periods until notice of non-renewal is given by either party at least 60 days prior to the end of the then-effective term.

Under the change in control agreements, “change in control” means the occurrence, in a single transaction or in a series of related transactions, of any one or more of the following events: (i) subject to certain exceptions, any person or group’s acquisition, directly or indirectly, of more than 50% of the combined voting power of our outstanding securities other than by virtue of a merger, consolidation or similar transaction; (ii) the consummation of a merger, consolidation, or similar transaction involving our company and immediately after the consummation of such merger, consolidation or similar transaction, our stockholders immediately prior thereto do not directly own or beneficially own, either (A) outstanding voting securities representing more than 50% of the combined outstanding voting power of the surviving entity in such merger, consolidation or similar transaction; or (B) more than 50% of the combined outstanding voting power of the parent of the surviving entity in such merger, consolidation or similar transaction, in each case in substantially the same proportions as their ownership of our outstanding voting securities immediately prior to such transaction; (iii) there is consummated a sale, lease, exclusive license or other disposition of all or substantially all of the consolidated assets of our company, other than a sale, lease, license or other disposition of all or substantially all of our consolidated assets to an entity, more than 50% of the combined voting power of the voting securities of which are owned by our stockholders in substantially the same proportions as their ownership of our outstanding voting securities immediately prior to such transaction; or (iv) individuals who, on March 17, 2011, were members of our board of directors cease to constitute at least a majority of the members of our board, provided that if the appointment, election or nomination for election of any new board member was approved or recommended by a majority of the members of the board as of March 17, 2011, the board member will be treated as being a board member as of March 17, 2011. Notwithstanding the foregoing, the term “change in control” will not include a sale of assets, merger or other transaction effected exclusively for the purpose of changing our domicile.

Our change in control agreement with David Rosa, our Chief Executive Officer, provides that, if a change in control occurs during the term of his agreement and if Mr. Rosa’s employment terminates anytime during the one year period after the effective date of the change in control and if such termination is involuntary at our initiative without cause or is due to a voluntary resignation for good reason, we will (1) pay in a lump sum his salary for 18 months and any other earned but unpaid compensation; (2) pay in a lump sum an amount equal to the incentive bonus payment received by Mr. Rosa for the fiscal year immediately preceding the fiscal year in which the termination occurs; and (3) provide health care benefits to him and his family for the shorter of (i) 18 months after his termination; or (ii) until the date Mr. Rosa is and/or Mr. Rosa’s covered dependents are eligible to receive group medical and/or dental insurance coverage by a subsequent employer.

We have also entered into change in control agreements with each of our named executive officers other than Mr. Rosa, which provide that if a change in control occurs during the term of the officer’s agreement and if the officer’s employment terminates anytime during the one year period after the effective date of the change in control and if such termination is involuntary at our initiative without cause or is due to a voluntary resignation for good reason, we will (1) pay in a lump sum such officer’s salary for 12 months and any other earned but unpaid compensation; (2) pay in a lump sum an amount equal to the incentive bonus payment received by such officer for the fiscal year immediately preceding the fiscal year in which the termination occurs; and (3) provide health care benefits to such officer and such officer’s family for the shorter of (i) 12 months after the termination; or (ii) until the date the officer is and/or the officer’s covered dependents are eligible to receive group medical and/or dental insurance coverage by a subsequent employer.

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Additionally, if any named executive officer terminates employment with us (i) during the term of the officer’s change in control agreement due to a voluntary resignation for good reason or due to an involuntary termination of an officer’s employment by us without cause prior to a change in control and the expiration of the agreement’s term (provided that the officer reasonably demonstrates that such termination arose in connection with or in anticipation of a change in control); (ii) a change in control occurs within 90 days after the officer’s termination; and (iii) a change in control occurs within 90 days after the termination and occurs during the term of the officer’s change in control agreement, then we will provide our named executive officers the applicable payments and health benefits described above.

Under the change in control agreements “cause” for termination exists upon the occurrence of any of the following events, if such event results in a demonstrably harmful impact on our business or reputation: (i) such officer’s commission of any felony or any crime involving fraud, dishonesty or moral turpitude; (ii) such officer’s attempted commission of, or participation in, a fraud or act of dishonesty against us; (iii) such officer’s intentional, material violation of any contract or agreement between us and such officer or of any statutory duty owed to us; (iv) such officer’s unauthorized use or disclosure of our confidential information or trade secrets; or (v) such officer’s gross misconduct.

Each named executive officer may tender resignation for “good reason” after any of the following are undertaken without such officer’s written consent: (i) a significant diminution in officer’s employment role with us as in effect immediately prior to the effective date of the change in control; (ii) a greater than 5% aggregate reduction by us in the officer’s annual base salary, as in effect on the effective date of the change in control or as increased thereafter unless the reduction is pursuant to an across-the-board proportionate salary reduction for all officers, management-level and other salaried employees due to our financial condition, a greater than 10% aggregate reduction by us of the officer’s annual base salary will be required for “good reason” to exist; (iii) any failure by us to continue in effect any benefit plan or program, including fringe benefits, incentive plans and plans with respect to the receipt of our securities, in which the officer is participating immediately prior to the effective date of the change in control, or any action by us that would adversely affect the officer’s participation in or reduce his benefits under those benefit plans unless we offer a range of benefit plans and programs that, taken as a whole, is comparable to the benefit plans in effect in which the officer is participating immediately prior to the change in control; or (iv) a non-temporary relocation of the officer’s business office to a location more than 50 miles from the location at which the officer performs duties as of the effective date of the change in control, except for required travel by officer on our business to an extent substantially consistent with the officer’s business travel obligations prior to the change in control.

In addition to the payments described above, the change in control agreements with the named executive officers provide that if a change in control occurs while such officer is actively employed by us, such change in control will cause the immediate acceleration of the vesting of 100% of any unvested portion of any stock option awards held by the officer on the effective date of such change in control.

We will not make any of the payments described above unless: (i) the named executive officer signs a full release of any and all claims in favor of us; (ii) all applicable consideration periods and rescission periods have expired; and (iii) as of the dates we provide any payments to the named executive officer, the officer is in strict compliance with the terms of the applicable change in control agreement and any proprietary information agreement the officer has entered into with us.

## **Director Compensation**

The following table sets forth certain information regarding compensation of each person who served as one of our non-employee directors during the fiscal year ended December 31, 2011. During the fiscal years ended

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June 30, 2011 and December 31, 2011, we did not provide any separate compensation to our directors who were also employees. Historically, our fiscal years consisted of 12-month periods ending June 30. In September 2011, we changed our fiscal year to coincide with the calendar year. As a result, June 30, 2011 was our last fiscal year to end on June 30, we had a six-month fiscal year that began on July 1, 2011 and ended on December 31, 2011, and all future fiscal years will begin on January 1 and end on December 31 of that year.

| Name               | Fiscal Year Ended | Fees Earned or Paid in Cash (\$) | Option Awards \$(1) | Total (\$) |
|--------------------|-------------------|----------------------------------|---------------------|------------|
| Geoffrey Brooke(2) | 12/31/11          | 12,649                           | 73,445              | 86,094     |
|                    | 6/30/11           | —                                | —                   | —          |
| Paul Buckman       | 12/31/11          | 25,963                           | 76,626              | 102,589    |
|                    | 6/30/11           | 19,542                           | —                   | 19,542     |
| Nicholas Callinan  | 12/31/11          | 51,375                           | 125,939             | 177,314    |
|                    | 6/30/11           | 103,234                          | —                   | 103,234    |
| Dr. Mark Harvey(3) | 12/31/11          | 12,649                           | 76,887              | 89,536     |
|                    | 6/30/11           | —                                | —                   | —          |
| Crispin Marsh(4)   | 12/31/11          | 8,129                            | 73,445              | 81,574     |
|                    | 6/30/11           | 50,853                           | —                   | 50,853     |
| Donal O'Dwyer      | 12/31/11          | 12,649                           | 73,445              | 86,094     |
|                    | 6/30/11           | 49,941                           | —                   | 49,941     |
| Gregory Waller(5)  | 12/31/11          | 21,042                           | 74,784              | 95,826     |
|                    | 6/30/11           | —                                | —                   | —          |

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- (1) Represents the grant date fair value of the awards granted during the period computed in accordance with FASB ASC Topic 718. For a discussion of the relevant assumptions used to determine the valuation of our option awards for accounting purposes please refer to Note 3 to the Notes to Consolidated Financial Statements filed with the Original Filing.
- (2) Dr. Brooke is required to transfer the compensation he receives for service on the board of directors to venture capital funds affiliated with GBS Venture Partners.
- (3) Dr. Harvey became a director of our company in September 2011.
- (4) Mr. Marsh retired from our board of directors in September 2011.
- (5) Mr. Waller became a director of our company in August 2011.

All amounts for cash payments in the table above were converted from Australian Dollars to U.S. Dollars using the conversion rate in effect on the date of invoices submitted by the directors.

Pursuant to our director compensation policy approved by our stockholders in 2004, our non-employee directors were collectively entitled to receive a maximum of A\$250,000 (approximately \$260,946 based on a conversion rate of A\$1 to \$1.0438) in cash compensation for their service on our board of directors during the year ended June 30, 2011. In August 2011, in accordance with the ASX Listing Rules, our stockholders approved an increase to the maximum aggregate cash amount payable to our directors to \$500,000 per fiscal year. Our board of directors has the authority to allocate up to the maximum aggregate compensation among the directors in its discretion. For the fiscal year ended December 31, 2011, our board of directors paid each of our directors other than our Chairman and our directors affiliated with venture capital funds A\$50,000 in equal quarterly installments. Our Chairman was paid A\$100,000 annually in equal quarterly installments. We historically have not provided cash compensation to our directors affiliated with venture capital funds in connection with their service on our board. However, effective October 1, 2011, we revised this policy so that our venture capital affiliated directors are compensated on the same basis as our other directors as described above.

Our board grants directors stock options or equity awards from time to time, but we do not have a policy of regularly granting of equity or equity-based awards to our directors. All equity compensation awarded to our directors requires approval by our stockholders pursuant to the ASX Listing Rules.

During our six-month fiscal year ended December 31, 2011, we granted stock options to each of our non-employee directors. The stock options granted to each of our non-employee directors other than Dr. Harvey and Mr. Waller have an exercise price of A\$7.00 per share (or \$7.31 per share using a conversion rate of A\$1.00 to \$1.0438), representing a 20% premium to the closing price for one of our CDIs on the date the board approved the option grant, have a 10-year term and vest in equal monthly installments over a four-year period. Our stockholders approved these options grants at a special meeting held

in August 2011. Prior to these option grants, the last time we granted stock options to non-employee directors generally was in July 2008. We also granted stock options to Mr. Waller and Dr. Harvey during our fiscal year ended December 31, 2011 in connection with their appointments to our board of directors in August and September 2011, respectively. Each of these options has an exercise price of A\$8.20 per share (or \$8.56 per share using a conversion rate of A\$1.00 to \$1.0438), representing the closing price for one of our CDIs on the date the board approved the option grant, has a 10-year term and vests in equal monthly installments over a four-year period. Our stockholders approved these options grants at our annual meeting held in November 2011. Although we previously had a practice of granting stock options to our non-employee directors with a per share exercise price that was greater than the closing price of one of our CDIs on the date the board approved the option grant, which we believe is a typical practice for companies listed on the ASX, we intend to grant future stock options to our non-employee directors and other award recipients with exercise prices equal to the closing price of our common stock on the date of grant consistent with what we believe is common practice for public companies listed on a U.S. stock exchange.

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As of December 31, 2011, each individual who served as a non-employee director during our fiscal year ended December 31, 2011 held options to purchase up to the aggregate number of shares of common stock indicated below:

- Dr. Brooke — 11,685 shares, 2,585 of which were unvested;
- Mr. Buckman — 11,685 shares, 2,191 of which were unvested;
- Mr. Callinan — 36,705 shares, 21,101 of which were unvested;
- Dr. Harvey — 11,685 shares, 731 of which were unvested;
- Mr. Marsh — 16,734 shares, 7,634 of which were unvested;
- Mr. O'Dwyer — 11,685 shares, 2,585 of which were unvested; and
- Mr. Waller — 11,685 shares, 974 of which were unvested.

#### Compensation Committee Interlocks and Insider Participation

The board members who served on our Remuneration and Nomination Committee during the fiscal year ended December 31, 2011 were Dr. Geoffrey Brooke, Paul Buckman, Nicholas Callinan and Dr. Mark Harvey. During the fiscal year ended December 31, 2011, no person who served as a member of our Remuneration and Nomination Committee was, during such period, an officer or employee of our company, or has ever been one of our officers, and no such person had any transaction with us required to be disclosed in "Certain Relationships and Related Transactions" below. During the fiscal year ended December 31, 2011, (i) none of our executive officers served as a member of the compensation committee of another entity, one of whose executive officers served on our Remuneration and Nomination Committee; (ii) none of our executive officers served as a director of another entity, one of whose executive officers served on our Remuneration and Nomination Committee; and (iii) none of our executive officers served as a member of the compensation committee of another entity, one of whose executive officers served as one of our directors.

#### PART IV

##### Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as a part of this Amendment No. 2 to our Annual Report on Form 10-K:

- (a) Financial Statements: Previously included in the Original Filing.
- (b) Financial Statement Schedules: The schedules are either not applicable or the required information is presented in the consolidated financial statements or notes thereto included in the Original Filing.
- (c) Exhibits: See the Exhibit Index immediately following the signatures to this report.

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#### 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.

**SUNSHINE HEART, INC.**

Dated: July 17, 2012

By: /s/ David Rosa  
David Rosa  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature

Title

Date



|  |  |               |
|--|--|---------------|
| <u>/s/ David Rosa</u><br>David Rosa  | President, Chief Executive Officer and Director<br>(principal executive officer) | July 17, 2012 |
| <u>/s/ Jeffrey Mathiesen</u><br>Jeffrey Mathiesen  | Chief Financial Officer<br>(principal financial and accounting officer)          | July 17, 2012 |
| *<br><u>Paul Buckman</u>   | Director   | July 17, 2012 |
| *<br><u>Dr. Geoffrey Brooke</u>  | Director   | July 17, 2012 |
| *<br><u>Nicholas Callinan</u>  | Director   | July 17, 2012 |
| *<br><u>Mark Harvey, M.D.</u>  | Director   | July 17, 2012 |
| *<br><u>William Peters, M.D.</u>   | Director   | July 17, 2012 |
| *<br><u>Donal O'Dwyer</u>  | Director   | July 17, 2012 |
| *<br><u>Gregory Waller</u>   | Director   | July 17, 2012 |
| <u>/s/ Jeffrey Mathiesen</u><br>By: Jeffrey Mathiesen<br><i>Agent and attorney-in-fact</i> |  |               |

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**EXHIBIT INDEX**

| Exhibit Number | Exhibit Description  | Incorporated By Reference |             |                      |                | Filed Herewith |
|----------------|--|---------------------------|-------------|----------------------|----------------|----------------|
|                |  | Form                      | File Number | Date of First Filing | Exhibit Number |                |
| 3.1            | Certificate of Incorporation, as amended.  | 10                        | 001-35312   | February 1, 2012     | 3.1            |                |
| 3.2            | Amended and Restated Bylaws.   | 10                        | 001-35312   | September 30, 2011   | 3.2            |                |
| 10.1           | Form of Indemnity Agreement between the registrant and each of its officers and directors.*                                      | 10                        | 001-35312   | September 30, 2011   | 10.1           |                |
| 10.2           | Sunshine Heart, Inc. Amended and Restated 2002 Stock Plan.*  | 10                        | 001-35312   | December 16, 2011    | 10.2           |                |
| 10.3           | Form of Notice of Stock Option Grant and Option Agreement for Amended and Restated 2002 Stock Plan.*                             | 10                        | 001-35312   | September 30, 2011   | 10.3           |                |
| 10.4           | Amended and Restated Sunshine Heart, Inc. 2011 Equity Incentive Plan.*   | 10                        | 001-35312   | December 16, 2011    | 10.4           |                |
| 10.5           | Form of Stock Option Grant Notice and Option Agreement for 2011 Equity Incentive Plan.*  | 10                        | 001-35312   | September 30, 2011   | 10.5           |                |
| 10.6           | Form of Senior Management Stock Option Grant Notice and Option Agreement for 2011 Equity Incentive Plan.*                        | 10                        | 001-35312   | September 30, 2011   | 10.6           |                |
| 10.7           | Form of Change in Control Agreement for the registrant's executive officers.*  | 10                        | 001-35312   | December 16, 2011    | 10.7           |                |
| 10.8           | Form of Warrant to Purchase Common Stock issued to investors pursuant to Securities Purchase Agreement dated September 15, 2010. | 10                        | 001-35312   | September 30, 2011   | 10.8           |                |
| 10.9           | Form of Warrant to Purchase Common Stock issued to Summer Street Research Partners.  | 10                        | 001-35312   | September 30, 2011   | 10.9           |                |
| 10.10          | Form of Securities Purchase Agreement, dated July 21, 2011, between the registrant and the purchasers party thereto.             | 10                        | 001-35312   | September 30, 2011   | 10.10          |                |
| 10.11          | First Amendment to Securities Purchase Agreement dated July 21, 2011.  | 10                        | 001-35312   | September 30, 2011   | 10.11          |                |
| 10.12          | Form of Warrant to Purchase Common Stock issued to investors pursuant to Securities Purchase Agreement dated July 21, 2011.      | 10                        | 001-35312   | September 30, 2011   | 10.12          |                |
| 10.13          | Form of Warrant to Purchase Common Stock   | 10                        | 001-35312   | September 30, 2011   | 10.13          |                |

|       |   |    |           |                    |       |
|-------|---|----|-----------|--------------------|-------|
|       | issued to Matthew Dormer and Summer Street Research Partners.                                   |    |           |                    |       |
| 10.14 | Employment Agreement, dated November 1, 2009, by and between the registrant and David A. Rosa.* | 10 | 001-35312 | September 30, 2011 | 10.14 |

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| Exhibit Number | Exhibit Description  | Incorporated By Reference |             |                      | Exhibit Number | Filed Herewith |
|----------------|--|---------------------------|-------------|----------------------|----------------|----------------|
|                |  | Form                      | File Number | Date of First Filing |                |                |
| 10.15          | Letter Agreement, dated August 3, 2004, between the registrant and WSP Trading Limited.*   | 10                        | 001-35312   | September 30, 2011   | 10.15          |                |
| 10.16          | Lease Agreement, dated September 15, 2010, by and between the registrant and CSM Properties, Inc.  | 10                        | 001-35312   | September 30, 2011   | 10.16          |                |
| 10.17          | License, Supply & Manufacturing Agreement, dated April 26, 2010, by and between the registrant and DSM PTG, Inc.#  | 10                        | 001-35312   | February 14, 2012    | 10.17          |                |
| 10.18          | Lease Agreement, dated October 21, 2011, by and between the registrant and Silver Prairie Crossroads, LLC.   | 10                        | 001-35312   | December 16, 2011    | 10.18          |                |
| 10.19          | Form of Securities Purchase Agreement, dated February 6, 2012.   | 10                        | 001-35312   | February 8, 2012     | 10.19          |                |
| 10.20          | Form of Warrant to Purchase Common Stock issued to investors pursuant to Securities Purchase Agreement dated February 6, 2012.   | 10                        | 001-35312   | February 8, 2012     | 10.20          |                |
| 10.21          | Form of Warrant to Purchase Common Stock issued to Summer Street Research Partners and registered representatives on February 8, 2012.                                     | 10-K                      | 001-35312   | March 23, 2012       | 10.21          |                |
| 21             | Subsidiaries of the registrant.  | 10                        | 001-35312   | September 30, 2011   | 21             |                |
| 24             | Power of Attorney  | 10-K                      | 001-35312   | March 23, 2012       | 24             |                |
| 31.1           | Certification of Principal Executive Officer pursuant to Rules 13a-14(a) under the Securities Exchange Act of 1934, as amended   |                           |             |                      |                | X              |
| 31.2           | Certification of Principal Financial Officer pursuant to Rules 13a-14(a) under the Securities Exchange Act of 1934, as amended   |                           |             |                      |                | X              |
| 32.1           | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |                           |             |                      |                | X              |

\*Indicates management contract or compensatory plan or arrangement.

#Confidential treatment granted with respect to certain portions of this exhibit. The omitted portions have been filed separately with the Securities and Exchange Commission.

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
RULES 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, David Rosa, certify that:

1. I have reviewed this Amendment No. 2 to Annual Report on Form 10-K of Sunshine Heart, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 17, 2012

/s/ David Rosa  
\_\_\_\_\_  
David Rosa  
*Chief Executive Officer*

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
RULES 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Jeffrey Mathiesen, certify that:

1. I have reviewed this Amendment No. 2 to Annual Report on Form 10-K of Sunshine Heart, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 17, 2012

/s/ Jeffrey Mathiesen

Jeffrey Mathiesen

*Chief Financial Officer and Secretary*

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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SEC. 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of Sunshine Heart, Inc.

Date: July 17, 2012

/s/ David Rosa  
David Rosa  
*Chief Executive Officer*

Date: July 17, 2012

/s/ Jeffrey Mathiesen  
Jeffrey Mathiesen  
*Chief Financial Officer and Secretary*

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