

VCA INC  
Form 8-K  
April 16, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**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 16, 2015

**VCA INC.**  
(Exact Name of Registrant as Specified in its Charter)

Delaware	001-16783	95-4097995
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

12401 West Olympic Boulevard  
Los Angeles, California 90064-1022  
(Address of Principal Executive Offices, Zip Code)  
(310) 571-6500  
(Registrant's Telephone Number, Including Area Code)

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:

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 5.07 Submission of Matters to a Vote of Security Holders.**

The 2015 Annual Meeting of Stockholders of VCA Inc. (the “*Company*”) was held on April 16, 2015. The matters submitted to a vote of the Company’s stockholders and the certified results are as follows:

1. Election of Class I Directors: The nominees for Class I director listed below were elected by the following vote:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
John M. Baumer	69,705,263	2,166,630	3,692,272

Frank Reddick	64,525,969	7,345,924	3,692,272
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2. Ratification of Appointment of KPMG: The ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2015 was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
74,989,723	553,233	21,209	0

3. Approval of VCA Inc. 2015 Annual Cash Incentive Plan: The VCA Inc. 2015 Annual Cash Incentive Plan was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
70,840,084	997,806	34,003	3,692,272

4. Approval of VCA Inc. 2015 Equity Incentive Plan: The VCA Inc. 2015 Equity Incentive Plan was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
69,925,411	1,918,405	28,077	3,692,272

5. Advisory Vote on Executive Compensation: The compensation of the Company’s named executive officers was approved, on an advisory basis, by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
68,063,563	3,759,593	48,737	3,692,272

6. Advisory Vote on Stockholder Proposal Regarding Proxy Access: The proxy access proposal submitted by the Comptroller of the City of New York was not approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
32,996,452	38,850,878	24,563	3,692,272

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 16, 2015 VCA INC.

/s/ Tomas W. Fuller

By: Tomas W. Fuller

Its: Chief Financial Officer