

BRISTOL MYERS SQUIBB CO
Form 8-K
May 07, 2012

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): May 1, 2012

BRISTOL-MYERS SQUIBB COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-1136
(Commission
File Number)

22-0790350
(IRS Employer
Identification Number)

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345 Park Avenue

New York, NY 10154

(Address of Principal Executive Office)

Registrant's telephone number, including area code: (212) 546-4000

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.

(e) As noted below under Item 5.07, on May 1, 2012, the stockholders of Bristol-Myers Squibb Company (the Company) approved the 2012 Stock Award and Incentive Plan (the Plan) at the annual meeting of stockholders (the Annual Meeting).

The material terms of the Plan are summarized on pages 66 through 74 of the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 20, 2012 (the Proxy Statement), which description is incorporated by reference herein. This description of the Plan is qualified in its entirety by reference to the actual terms of the Plan, which are set forth in Exhibit B to the Proxy Statement. Forms of the Restricted Stock Units Agreements with five and four year vesting periods under the Plan are attached hereto as Exhibits 10.1 and 10.2, respectively, and are incorporated by reference herein.

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

(a) The Annual Meeting of the Company was held on May 1, 2012.

(b) Stockholders voted on the matters set forth below.

Item 1. The stockholders elected each of the Company's 12 nominees to serve as directors of the Company until the 2013 Annual Meeting based upon the following votes:

| | For | Against | Abstain | Broker Non-Vote |
|----------------------------|---------------|-------------|-----------|-----------------|
| Lamberto Andreotti | 1,121,819,840 | 8,719,281 | 3,127,551 | 307,133,491 |
| Lewis B. Campbell | 1,084,897,130 | 45,117,317 | 3,652,225 | 307,133,491 |
| James M. Cornelius | 1,118,717,900 | 11,737,105 | 3,211,667 | 307,133,491 |
| Louis J. Freeh | 1,026,294,101 | 103,972,894 | 3,399,677 | 307,133,491 |
| Laurie H. Glimcher, M.D. | 1,107,104,625 | 23,236,970 | 3,325,077 | 307,133,491 |
| Michael Grobstein | 1,095,299,430 | 34,773,368 | 3,593,874 | 307,133,491 |
| Alan J. Lacy | 1,096,136,645 | 33,944,047 | 3,585,980 | 307,133,491 |
| Vicki L. Sato, Ph.D. | 1,105,588,622 | 24,799,047 | 3,279,003 | 307,133,491 |
| Elliott Sigal, M.D., Ph.D. | 1,121,424,899 | 9,118,628 | 3,123,145 | 307,133,491 |
| Gerald L. Storch | 1,111,484,567 | 18,482,232 | 3,699,873 | 307,133,491 |
| Togo D. West, Jr. | 1,088,266,794 | 41,365,445 | 4,034,433 | 307,133,491 |
| R. Sanders Williams, M.D. | 1,014,812,382 | 115,554,381 | 3,299,909 | 307,133,491 |

Item 2. The appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for 2012 was ratified based upon the following votes:

| For | Against | Abstain |
|---------------|------------|-----------|
| 1,405,022,369 | 30,935,708 | 4,842,086 |

Item 3. The management proposal on the advisory vote to approve the compensation of our named executive officers was approved based upon the following votes:

| | | | Broker |
|--|---------------|------------|-------------|
| | For | Against | Abstain |
| | 1,078,765,242 | 45,945,599 | 8,955,831 |
| | | | 307,133,491 |
| | | | Non-Vote |

Item 4. The management proposal on the Plan was approved based upon the following votes:

| | | | Broker |
|--|---------------|------------|-------------|
| | For | Against | Abstain |
| | 1,034,407,941 | 92,103,864 | 7,154,867 |
| | | | 307,133,491 |
| | | | Non-Vote |

Item 5. The stockholder proposal on cumulative voting was not presented at the Annual Meeting because neither the proponent nor a qualified representative of the proponent appeared at the Annual Meeting to present the proposal.

Item 6. The stockholder proposal on transparency in animal research received the following votes:

| | | | Broker |
|--|------------|-------------|-------------|
| | For | Against | Abstain |
| | 50,365,550 | 849,227,959 | 234,073,163 |
| | | | 307,133,491 |
| | | | Non-Vote |

Item 7. The stockholder proposal on shareholder action by written consent received the following votes:

| | | | Broker |
|--|-------------|-------------|-------------|
| | For | Against | Abstain |
| | 431,656,540 | 692,506,236 | 9,503,896 |
| | | | 307,133,491 |
| | | | Non-Vote |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 10.1 | Form of Restricted Stock Units Agreement with five year vesting under the 2012 Stock Award and Incentive Plan. |
| 10.2 | Form of Restricted Stock Units Agreement with four year vesting under the 2012 Stock Award and Incentive Plan. |

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.

BRISTOL-MYERS SQUIBB COMPANY

Dated: May 7, 2012

By: /s/ Sandra Leung
Name: Sandra Leung
Title: General Counsel and Corporate Secretary

EXHIBIT INDEX

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