

ICU MEDICAL INC/DE  
Form 8-K  
May 17, 2018

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 15, 2018

ICU MEDICAL, INC.

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| DELAWARE  | 001-34634                | 33-0022692                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 951 Calle Amanecer, San Clemente, California | 92673      |
| (Address of principal executive offices)     | (Zip Code) |

(949) 366-2183

Registrant's telephone number, including area code  
N/A

(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))

Indicate by check mark whether

the registrant is an emerging  
growth company as defined in  
as defined in Rule 405 of the  
Securities Act of 1933

(§230.405 of this chapter) or  
Rule 12b-2 of the Securities  
Exchange Act of 1934

(§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth  
company, indicate by check

mark if the registrant has  
elected not to use the extended  
transition period for complying  
with any new or revised  
financial accounting standards  
provided pursuant to Section  
13(a) of the Exchange Act. o

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

In accordance with the Company's director retirement policy, Mr. Joseph R. Saucedo notified the Board that he would not stand for reelection as a director at the Company's 2018 Annual Meeting of Shareholders. Accordingly, Mr. Saucedo's tenure as a director ended when his current term expired at our May 15, 2018 Annual Meeting. Mr. Saucedo's decision to retire was not in connection with a disagreement relating to the Company's operations, policies or practices.

The disclosure set forth under Proposal 1 in Item 5.07 of this Form 8-K is incorporated herein by reference.

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

At the Annual Meeting, the following proposals were voted on by the Company's stockholders, as set forth below:

Proposal 1. Election of directors.

| Name of Nominee         | Votes For  | Withheld  | Broker Non-Votes |
|-------------------------|------------|-----------|------------------|
| Vivek Jain              | 16,843,791 | 709,182   | 1,562,057        |
| George A. Lopez, M.D.   | 16,123,661 | 1,429,312 | 1,562,057        |
| Robert S. Swinney, M.D. | 16,974,675 | 578,298   | 1,562,057        |
| David C. Greenberg      | 16,965,002 | 587,971   | 1,562,057        |
| Elisha W. Finney        | 14,198,787 | 3,354,186 | 1,562,057        |
| Douglas E. Giordano     | 16,706,385 | 846,588   | 1,562,057        |
| David F. Hoffmeister    | 17,442,964 | 110,009   | 1,562,057        |
| Donald M. Abbey         | 17,527,584 | 25,389    | 1,562,057        |

The Company's stockholders elected each of the director nominees to serve as a director for a term of one year until the 2019 annual meeting of stockholders and until their respective successors are elected and qualified.

Proposal 2. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 17,077,895 | 2,015,639     | 21,496  | 0                |

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

Proposal 3. Approve the advisory vote on the Company's named executive officer compensation.

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 17,261,947 | 260,471       | 30,555  | 1,562,057        |

The Company's stockholders approved on an advisory basis the Company's named executive compensation.



SIGNATURE

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.

ICU Medical, Inc.  
/s/ SCOTT E. LAMB

Date: May 17, 2018 Scott E. Lamb  
Chief Financial Officer and Treasurer