

MASIMO CORP
Form 8-K
June 05, 2017

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): June 1, 2017

MASIMO CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Delaware | 001-33642 | 33-0368882 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 52 Discovery Irvine, California | 92618 | |
| (Address of principal executive offices) | (Zip Code) | |
| Registrant's telephone number, including area code: (949) 297-7000 | | |
| Not Applicable | | |
| (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:

- 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 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.

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

The information set forth below under Item 5.07 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.02.

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

Masimo Corporation (the "Company") held its 2017 Annual Meeting of Stockholders on June 1, 2017 (the "Meeting"). At the Meeting, a total of 46,435,240 shares, or 90.79% of the Company's common stock issued and outstanding as of the record date, were represented in person or by proxy.

At the Meeting, the Company's stockholders considered six proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission ("SEC") on April 11, 2017, as supplemented by the supplements thereto filed with the SEC on May 24, 2017 and May 26, 2017.

Set forth below is a brief description of each matter voted upon at the Meeting and the voting results with respect to each matter.

Proposal No. 1: To elect the following nominees as Class I directors to serve until the Company's 2020 Annual Meeting of Stockholders.

| Nominee | For | Against | Abstentions | Broker Non-Votes |
|----------------------|------------|-----------|-------------|------------------|
| Dr. Steven J. Barker | 40,324,787 | 1,712,812 | 16,315 | 4,381,326 |
| Sanford Fitch | 41,668,707 | 367,547 | 17,660 | 4,381,326 |

Proposal No. 2: To ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 30, 2017.

| For | Against | Abstentions |
|------------|---------|-------------|
| 46,229,974 | 155,419 | 49,847 |

Proposal No. 3: To vote on an advisory resolution to approve Named Executive Officer Compensation.

| For | Against | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 31,396,473 | 10,463,957 | 193,484 | 4,381,326 |

Proposal No. 4: To vote on an advisory resolution on the frequency of future advisory resolutions to approve Named Executive Compensation.

| Every Year (an annual vote) | Every Other Year (a biennial vote) | Every Three Years (a triennial vote) | Abstentions | Broker Non-Votes |
|--------------------------------|---------------------------------------|---|-------------|------------------|
| 34,110,634 | 50,046 | 7,787,051 | 106,183 | 4,381,326 |

Proposal No. 5: To vote on the approval of the Company's 2017 Equity Incentive Plan.

| For | Against | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 25,344,555 | 16,675,097 | 34,262 | 4,381,326 |

Proposal No. 6: To vote on the approval of the Company's Executive Bonus Incentive Plan.

For Against Abstentions Broker Non-Votes

41,531,637 439,362 82,915 4,381,326

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Masimo Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MASIMO
CORPORATION

Date: June 5, 2017 By: /s/
MARK P.
DE RAAD
Mark P. de
Raad
Executive
Vice
President &
Chief
Financial
Officer
(Principal
Financial
and
Accounting
Officer)