

BOSTON SCIENTIFIC CORP  
Form 8-K  
May 08, 2014

**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**

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Date of Report (Date of earliest event reported): **May 6, 2014**

**BOSTON SCIENTIFIC CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other  
jurisdiction of  
incorporation)

**1-11083**  
(Commission  
file number)

**04-2695240**  
(IRS employer  
identification no.)

**One Boston Scientific Place, Natick, Massachusetts**  
(Address of principal executive offices)

**01760-1537**  
(Zip code)

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Registrant's telephone number, including area code: **(508) 650-8000**

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 communication 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))
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**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

(a) Boston Scientific Corporation (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting) on May 6, 2014 at its Corporate Headquarters located in Natick, Massachusetts.

(b) The final voting results on each of the matters submitted to a vote of stockholders at the Annual Meeting are set forth below.

(1) All eleven director nominees were elected to the Company's Board of Directors for a one-year term to hold office until the Company's 2015 Annual Meeting of Stockholders and until their successors have been elected and qualified.

| Nominee             | For           | Withheld    | Broker Non-Votes |
|---------------------|---------------|-------------|------------------|
| Bruce L. Byrnes     | 1,060,505,874 | 7,245,394   | 72,859,222       |
| Nelda J. Connors    | 1,059,563,807 | 8,187,461   | 72,859,222       |
| Kristina M. Johnson | 1,062,539,427 | 5,211,841   | 72,859,222       |
| Edward J. Ludwig    | 1,063,292,389 | 4,458,879   | 72,859,222       |
| Michael F. Mahoney  | 1,056,550,951 | 11,200,317  | 72,859,222       |
| Ernest Mario        | 955,297,133   | 112,454,135 | 72,859,222       |
| N.J. Nicholas, Jr.  | 1,051,151,453 | 16,599,815  | 72,859,222       |
| Pete M. Nicholas    | 1,050,003,145 | 17,748,123  | 72,859,222       |
| Uwe E. Reinhardt    | 1,053,874,765 | 13,876,503  | 72,859,222       |
| David J. Roux       | 1,063,362,956 | 4,388,312   | 72,859,222       |
| John E. Sununu      | 1,059,092,516 | 8,658,752   | 72,859,222       |

(2) The advisory vote on the compensation for the Company's Named Executive Officers as disclosed in the Company's proxy statement for the Annual Meeting (the Proxy Statement) was approved.

| For         | Against     | Abstain   | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 953,886,735 | 107,834,346 | 6,030,187 | 72,859,222       |

(3) The amendment and restatement of the Company's 2006 Global Employee Stock Ownership Plan, as amended, was approved.

| For           | Against   | Abstain   | Broker Non-Votes |
|---------------|-----------|-----------|------------------|
| 1,052,420,894 | 8,758,738 | 6,571,636 | 72,859,222       |

(4) The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2014 fiscal year was ratified.

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| For           | Against   | Abstain   | Broker Non-Votes |
|---------------|-----------|-----------|------------------|
| 1,128,909,538 | 9,567,795 | 2,133,157 | N/A              |

(5) The stockholder proposal regarding accountability in animal experimentation as described in the

Proxy Statement was not approved.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 40,915,396 | 786,785,293    | 240,050,579    | 72,859,222              |

**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.

BOSTON SCIENTIFIC CORPORATION

Date: May 8, 2014

By: */s/ Vance R. Brown*  
Vance R. Brown  
Vice President and Chief Corporate Counsel