

VARIAN MEDICAL SYSTEMS INC  
Form 8-K  
February 14, 2017

**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) **February 9, 2017**

VARIAN MEDICAL SYSTEMS, INC.  
(Exact Name of Registrant as Specified in its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| <b>Delaware</b>                                   | <b>1-7598</b>               | <b>94-2359345</b>                    |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

**3100 Hansen Way, Palo Alto, CA 94304-1030**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code **(650) 493-4000**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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.**

On February 9, 2017, at the 2017 Annual Meeting of Stockholders (the “Annual Meeting”) of Varian Medical Systems, Inc. (the “Company”), the Company’s stockholders approved the Varian Medical Systems, Inc. Fourth Amended and Restated 2005 Omnibus Stock Plan (the “Fourth Amended and Restated 2005 Omnibus Stock Plan”) to (i) preserve our ability to grant awards that are intended to be fully deductible under Section 162(m) of the Internal Revenue Code, (ii) set a limit on the total value of equity and cash compensation that may be paid to each of our non-employee directors each fiscal year, and (iii) make other changes described in our proxy statement on Schedule 14A filed on December 30, 2016 (the “Proxy Statement”).

A summary of the Fourth Amended and Restated 2005 Omnibus Stock Plan is set forth in the Proxy Statement. That summary and the foregoing description are qualified in their entirety by reference to the text of the Fourth Amended and Restated 2005 Omnibus Stock Plan, which was filed as Appendix A to the Proxy Statement and is incorporated by reference herein.

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

The final results for the votes of the Annual Meeting regarding each proposal are set forth in the following tables. Each of these proposals is described in detail in the Company’s Proxy Statement.

Proposal One:

Elect the following individuals as directors for one-year terms ending with the 2018 Annual Meeting of Stockholders:

|                  | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|------------------|------------|-----------------|-------------------------|
| Susan L. Bostrom | 72,524,370 | 1,645,933       | 7,310,009               |
| Judy Bruner      | 73,194,227 | 976,076         | 7,310,009               |
| Regina E. Dugan  | 73,706,684 | 463,619         | 7,310,009               |
| R. Andrew Eckert | 72,716,945 | 1,453,358       | 7,310,009               |
| Mark R. Laret    | 72,579,880 | 1,590,423       | 7,310,009               |
| Dow R. Wilson    | 73,356,516 | 813,787         | 7,310,009               |

Proposal Two:

Approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 66,909,990 | 3,925,836      | 3,334,477      | 7,310,009               |

Proposal Three:

Approve an advisory vote on the frequency of conducting the executive compensation advisory vote:

| <u>One Year</u> | <u>Two Years</u> | <u>Three Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-----------------|------------------|--------------------|----------------|-------------------------|
| 64,961,247      | 305,712          | 8,798,102          | 105,242        | 7,310,009               |

In light of the stockholder's strong preference for One Year, the Company has decided that it will continue to conduct the executive compensation advisory vote annually.

Proposal Four:

Approve the Company's Fourth Amended Restated 2005 Omnibus Stock Plan:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 69,448,997 | 4,596,852      | 124,454        | 7,310,009               |

Proposal Five:

Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2017:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> <sup>(1)</sup> |
|------------|----------------|----------------|--|
| 79,470,756 | 1,955,395      | 54,161         | —                                      |

- (1) Pursuant to the rules of the New York Stock Exchange, this proposal constituted a routine matter. Therefore, brokers were permitted to vote without receipt of instructions from beneficial owners.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.1                  | Varian Medical Systems, Inc.'s Fourth Amended and Restated 2005 Omnibus Stock Plan, which is incorporated herein by reference to Appendix A of the Company's Proxy Statement for its 2017 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on December 30, 2016. |

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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.

Varian Medical Systems, Inc.

By: /s/ John W. Kuo

Name: John W. Kuo

Title: Senior Vice President, General Counsel and Corporate Secretary

Dated: February 14, 2017