

TEVA PHARMACEUTICAL INDUSTRIES LTD
Form 8-K
June 06, 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) June 5, 2018

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

(Exact name of registrant as specified in its charter)

Israel
(State or Other Jurisdiction

of Incorporation)

001-16174
(Commission File Number)

5 Basel Street

Not Applicable
(IRS Employer Identification No.)

P.O. Box 3190

Petach Tikva 4951033, Israel

(Address of Principal Executive Offices, including Zip Code)

+972-3-914-8171

(Registrant's Telephone Number, including Area Code)

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 (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 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 5.07 Submission of Matters to a Vote of Security Holders

(a) Teva Pharmaceutical Industries Limited (Teva) held its Annual Meeting of Shareholders on June 5, 2018.

(b) The following is a summary of the matters voted on at that meeting.

- (1) The shareholders elected the following directors to serve on Teva's Board of Directors, until Teva's 2021 annual meeting of shareholders, as follows:

| Directors | For | Against | Abstain | Brokers non-vote |
|----------------------------|-------------|----------------|----------------|-------------------------|
| Rosemary A. Crane | 620,581,429 | 29,402,162 | 2,080,980 | 111,018,874 |
| Gerald M. Lieberman | 620,182,635 | 29,769,422 | 2,112,514 | 111,018,874 |
| Prof. Ronit Satchi-Fainaro | 636,751,192 | 13,503,641 | 1,809,738 | 111,018,874 |

- (2) The shareholders approved, on a non-binding advisory basis, the compensation for Teva's named executive officers listed in the proxy statement for the 2018 annual meeting, as follows:

| For | Against | Abstain | Brokers non-vote |
|-------------|----------------|----------------|-------------------------|
| 489,838,764 | 157,168,607 | 5,057,821 | 111,018,074 |

- (3) The shareholders recommended, on a non-binding advisory basis, to hold a non-binding advisory vote to approve the compensation for Teva's named executive officers, as follows:

| 1 Year | 2 Years | 3 Years | Abstain | Brokers non-vote |
|---------------|----------------|----------------|----------------|-------------------------|
| 645,079,892 | 3,011,787 | 2,328,079 | 1,602,476 | 111,018,874 |

- (4) The shareholders approved the appointment of Kesselman & Kesselman, a member of PricewaterhouseCoopers International Ltd., as Teva's independent registered public accounting firm until the 2019 annual meeting of shareholders, as follows:

| For | Against | Abstain | Brokers non-vote |
|-------------|----------------|----------------|-------------------------|
| 722,372,299 | 5,911,634 | 26,982,006 | |

- (5) The shareholders approved an amendment and restatement of Teva's 2008 Employee Stock Purchase Plan for U.S. Employees, as follows:

| For | Against | Abstain | Brokers non-vote |
|-------------|----------------|----------------|-----------------------------|
| 631,110,654 | 18,880,625 | 2,073,292 | 111,018,874 |

(d) Based on the voting results set forth in (3) above, Teva's Board of Directors has determined that an advisory vote by the shareholders regarding named executive officer compensation as set forth in the proxy statement will be conducted on an annual basis.

SIGNATURES

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.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Date: June 6, 2018

By: /s/ Michael McClellan

Name: Michael McClellan

Title: Executive Vice President, Chief Financial Officer