

CARDINAL HEALTH INC  
Form 8-K  
November 13, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): November 7, 2018

Cardinal Health, Inc.  
(Exact Name of Registrant as Specified in Charter)

Ohio 1-11373 31-0958666  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation) File Number) Identification No.)  
7000 Cardinal Place, Dublin, Ohio 43017  
(Address of Principal Executive Offices) (Zip Code)  
(614) 757-5000  
(Registrant's telephone number, including area code)

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. "

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

Cardinal Health, Inc. (the "Company") held its 2018 Annual Meeting of Shareholders (the "Annual Meeting") on November 7, 2018. For more information on the five proposals included in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on September 26, 2018 (the "Proxy Statement"), see the Proxy Statement.

Proposal 1. The shareholders elected the nine nominees listed below to the Company's board of directors (the "Board"), each to serve until the 2019 Annual Meeting of Shareholders and until his or her successor is duly elected and qualified, and voted as follows:

| Nominee                    | For         | Against    | Abstained | Broker Non-Votes |
|----------------------------|-------------|------------|-----------|------------------|
| Colleen F. Arnold          | 231,224,722 | 23,657,103 | 143,799   | 30,423,514       |
| Carrie S. Cox              | 200,526,876 | 34,317,540 | 181,208   | 30,423,514       |
| Calvin Darden              | 228,684,177 | 6,170,045  | 171,402   | 30,423,514       |
| Bruce L. Downey            | 232,930,262 | 1,873,176  | 222,186   | 30,423,514       |
| Patricia A. Hemingway Hall | 233,496,176 | 1,343,201  | 186,247   | 30,423,514       |
| Akhil Johri                | 233,490,818 | 1,320,902  | 213,904   | 30,423,514       |
| Michael C. Kaufmann        | 232,665,530 | 2,161,205  | 198,889   | 30,423,514       |
| Gregory B. Kenny           | 230,882,620 | 3,918,610  | 224,394   | 30,423,514       |
| Nancy Killefer             | 232,046,007 | 2,786,964  | 192,653   | 30,423,514       |

Proposal 2. The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent auditor for the fiscal year ending June 30, 2019, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 261,677,021 |
| Against          | 3,485,013   |
| Abstained        | 287,104     |
| Broker Non-Votes | 0           |

Proposal 3. The shareholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 220,872,513 |
| Against          | 13,682,381  |
| Abstained        | 470,730     |
| Broker Non-Votes | 30,423,514  |

Proposal 4. The shareholders did not approve the shareholder proposal on a policy to not exclude legal and compliance costs for purposes of determining executive compensation, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 40,790,202  |
| Against          | 193,683,786 |
| Abstained        | 551,636     |
| Broker Non-Votes | 30,423,514  |

Proposal 5. The shareholders did not approve the shareholder proposal on the ownership threshold for calling a special meeting of shareholders, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 116,239,622 |
| Against          | 118,081,753 |
| Abstained        | 704,249     |
| Broker Non-Votes | 30,423,514  |

**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.

Cardinal Health, Inc.  
(Registrant)

Date: November 13, 2018    By: /s/ Jessica L. Mayer  
Name: Jessica L. Mayer  
Title: Executive Vice President, Deputy General Counsel and Corporate Secretary