

MASIMO CORP
Form 8-K
June 04, 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): May 31, 2018

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 2018 Annual Meeting of Stockholders on May 31, 2018 (the “Meeting”). At the Meeting, a total of 47,335,786 shares, or 91.4% 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 three proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 20, 2018. 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 II directors to serve until the Company’s 2021 Annual Meeting of Stockholders.

| Nominee | For | Against | Abstentions | Broker Non-Votes |
|-------------------|------------|-----------|-------------|------------------|
| Mr. Thomas Harkin | 35,296,439 | 7,124,358 | 12,466 | 4,902,523 |
| Mr. Joe Kiani | 41,755,948 | 669,032 | 8,283 | 4,902,523 |

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 29, 2018.

| For | Against | Abstentions |
|------------|-----------|-------------|
| 45,711,801 | 1,587,022 | 36,963 |

Proposal No. 3: To vote on an advisory resolution to approve named executive officer compensation.

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 35,271,353 | 6,817,004 | 344,906 | 4,902,523 |

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 4, 2018 By: */s/*
MICAH YOUNG
Micah Young
Executive Vice
President & Chief
Financial Officer
(Principal
Financial Officer)