

HOLOGIC INC
Form 8-K
March 04, 2015

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) March 3, 2015

HOLOGIC, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-36214
(Commission File Number)

04-2902449
(I.R.S. Employer Identification No.)

35 Crosby Drive, Bedford, MA
(Address of Principal Executive Offices)

(781) 999-7300

01730
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

(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))

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

Hologic, Inc. (Hologic or the Company) held its Annual Meeting of Stockholders on March 3, 2015. At the meeting, a total of 261,882,429 shares or 93.59% of the Common Stock issued and outstanding as of the record date were represented in person or by proxy.

The final results for each of the matters submitted to a vote of stockholders at the meeting are set forth below. A more detailed description of each proposal is set forth in the Company's proxy statement filed with the Securities and Exchange Commission on January 16, 2015.

Proposal No. 1. Election of Directors. The stockholders elected all of the Board of Directors' nominees for director, to serve until the Company's next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified, by the votes set forth in the table below:

| Name | For | Withheld | Abstained | Broker Non-Vote |
|-----------------------|-------------|------------|-----------|-----------------|
| Jonathan Christodoro | 246,762,800 | 2,017,438 | | 13,102,191 |
| Sally W. Crawford | 215,569,260 | 33,210,978 | | 13,102,191 |
| Scott T. Garrett | 246,807,770 | 1,972,468 | | 13,102,191 |
| David R. LaVance, Jr. | 212,318,864 | 36,461,374 | | 13,102,191 |
| Nancy L. Leaming | 215,346,687 | 33,433,551 | | 13,102,191 |
| Lawrence M. Levy | 246,706,386 | 2,073,852 | | 13,102,191 |
| Stephen P. MacMillan | 247,474,728 | 1,305,510 | | 13,102,191 |
| Samuel Merksamer | 222,802,401 | 25,977,837 | | 13,102,191 |
| Christiana Stamoulis | 246,521,166 | 2,259,072 | | 13,102,191 |
| Elaine S. Ullian | 215,663,366 | 33,116,872 | | 13,102,191 |
| Wayne Wilson | 215,566,573 | 33,213,665 | | 13,102,191 |

Proposal No. 2. Advisory Vote to Approve the Company's Executive Compensation. The stockholders cast an advisory vote to approve executive compensation as set forth in the table below:

| For | Against | Abstained | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 192,216,077 | 56,372,275 | 191,886 | 13,102,191 |

Proposal No. 3. Ratification of Appointment of Independent Registered Public Accounting Firm. The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2015, by the votes set forth in the table below:

| For | Against | Abstained | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 257,181,222 | 4,559,001 | 142,206 | |

Proposal No. 4. Shareholder Proposal Regarding a Severance Approval Policy. The stockholders cast a vote on a shareholder proposal regarding a severance approval policy as set forth in the table below:

| For | Against | Abstained | Broker Non-Vote |
|-------------|-------------|-----------|-----------------|
| 135,115,286 | 113,498,826 | 166,126 | 13,102,191 |

Proposal No. 5. Shareholder Proposal Regarding Shareholder Input on Poison Pills. The stockholders cast a vote on a shareholder proposal regarding shareholder input on poison pills as set forth in the table below:

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 212,930,919 | 35,676,786 | 172,533 | 13,102,191 |

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.

Date: March 4, 2015

HOLOGIC, INC.

By: /s/ Robert W. McMahon
Robert W. McMahon
Chief Financial Officer