

Edgar Filing: Edwards Lifesciences Corp - Form 8-K

Edwards Lifesciences Corp  
Form 8-K  
May 13, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 12, 2016

EDWARDS LIFESCIENCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware                      1-15525              36-4316614  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              file number)      Identification No.)

One Edwards Way, Irvine, California      92614  
(Address of principal executive offices)      (Zip Code)

(949) 250-2500  
Registrant's telephone number, including area code

N/A  
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2016 Annual Meeting of Stockholders (the “2015 Annual Meeting”) of Edwards Lifesciences Corporation (“Edwards”), stockholders of Edwards approved amendment and restatement of Edwards’ Long-Term Stock Incentive Compensation Program (the “Long-Term Stock Program”) by the affirmative vote of a majority of the shares of common stock represented at the 2016 Annual Meeting, in person or by proxy, and entitled to vote. The amendments to the Long-Term Stock Program approved by stockholders included the following:

• **Increase the Aggregate Share Limit.** The total number of shares of Edwards common stock available for issuance under the Long-Term Stock Program was increased by 2,000,000 shares to a new total share limit of 107,800,000 shares.

• **Extend the Term.** The term of the Long Term Stock Program was extended until February 25, 2026.

The foregoing description of Long-Term Stock Program amendments is qualified in its entirety by the full text of the Long-Term Stock Program, which is Exhibit 10.1 hereto and incorporated herein by this reference.

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

On May 12, 2016, Edwards held its 2016 Annual Meeting. The final results of voting for each matter submitted to a vote of stockholders at the meeting are as follows:

(i) All the nominees for director listed in Proposal 1 were elected to serve one-year terms ending in 2016 by the following votes:

|                        | For         | Against   | Abstain | Broker Non-Votes |
|------------------------|-------------|-----------|---------|------------------|
| Michael A. Mussallem   | 166,355,055 | 5,704,483 | 865,143 | 15,404,353       |
| John T. Cardis         | 168,230,485 | 4,565,819 | 128,377 | 15,404,353       |
| Kieran T. Gallahue     | 169,749,007 | 3,048,813 | 126,861 | 15,404,353       |
| William J. Link, Ph.D. | 166,378,327 | 6,417,212 | 129,142 | 15,404,353       |
| Steven R. Loranger     | 171,484,502 | 1,310,101 | 130,078 | 15,404,353       |
| Martha H. Marsh        | 171,711,505 | 1,089,729 | 123,447 | 15,404,353       |
| Wesley W. von Schack   | 169,882,924 | 2,909,946 | 131,811 | 15,404,353       |
| Nicholas J. Valeriani  | 170,324,650 | 2,471,878 | 128,153 | 15,404,353       |

(ii) Proposal 2 — The non-binding advisory proposal regarding compensation of Edwards’ named executive officers was approved by the following vote:

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 164,969,852 | 7,253,369 | 701,460 | 15,404,353       |



(iii) Proposal 4 — The Amended and Restated Long-Term Stock Program was approved by the following vote:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 160,142,709 | 12,486,645 | 295,327 | 15,404,353       |

(iv) Proposal 4 — Ratification of the selection of PricewaterhouseCoopers LLP as Edwards' independent public accountants for the fiscal year ending December 31, 2016 was approved by the following vote:

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 179,825,418 | 8,334,535 | 169,081 | -                |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Amended and Restated Long-Term Stock Incentive Compensation Program (incorporated by reference to Appendix A to Edwards' Definitive Proxy Statement, filed March 31, 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.

Date: May 13, 2016

EDWARDS  
LIFESCIENCES  
CORPORATION

By: /s/ Denise  
E.  
Botticelli  
Denise E.  
Botticelli  
Vice  
President,  
Associate  
General  
Counsel,  
and  
Secretary

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Exhibit Index

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|      |  |
|------|--|
| 10.1 | Amended and Restated Long-Term Stock Incentive Compensation Program (incorporated by reference to Appendix A to Edwards' Definitive Proxy Statement, filed March 31, 2016) |
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