

MASIMO CORP  
Form 8-K  
June 05, 2017

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

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FORM 8-K

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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 1, 2017

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MASIMO CORPORATION  
(Exact name of registrant as specified in its charter)

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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)		

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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.

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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 2017 Annual Meeting of Stockholders on June 1, 2017 (the "Meeting"). At the Meeting, a total of 46,435,240 shares, or 90.79% 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 six proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission ("SEC") on April 11, 2017, as supplemented by the supplements thereto filed with the SEC on May 24, 2017 and May 26, 2017.

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 I directors to serve until the Company's 2020 Annual Meeting of Stockholders.

Nominee	For	Against	Abstentions	Broker Non-Votes
Dr. Steven J. Barker	40,324,787	1,712,812	16,315	4,381,326
Sanford Fitch	41,668,707	367,547	17,660	4,381,326

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 30, 2017.

For	Against	Abstentions
46,229,974	155,419	49,847

Proposal No. 3: To vote on an advisory resolution to approve Named Executive Officer Compensation.

For	Against	Abstentions	Broker Non-Votes
31,396,473	10,463,957	193,484	4,381,326

Proposal No. 4: To vote on an advisory resolution on the frequency of future advisory resolutions to approve Named Executive Compensation.

Every Year (an annual vote)	Every Other Year (a biennial vote)	Every Three Years (a triennial vote)	Abstentions	Broker Non-Votes
34,110,634	50,046	7,787,051	106,183	4,381,326

Proposal No. 5: To vote on the approval of the Company's 2017 Equity Incentive Plan.

For	Against	Abstentions	Broker Non-Votes
25,344,555	16,675,097	34,262	4,381,326

Proposal No. 6: To vote on the approval of the Company's Executive Bonus Incentive Plan.

For            Against Abstentions Broker Non-Votes

41,531,637 439,362 82,915      4,381,326

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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 5, 2017    By:    /s/  
MARK P.  
DE RAAD  
Mark P. de  
Raad  
Executive  
Vice  
President &  
Chief  
Financial  
Officer  
(Principal  
Financial  
and  
Accounting  
Officer)