

CardioNet, Inc.
Form 8-K
May 04, 2011

**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): **April 29, 2011**

CardioNet, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33993
(Commission
File Number)

33-0604557
(I.R.S. Employer
Identification No.)

227 Washington Street #210
Conshohocken, PA
(Address of principal executive offices)

19428
(Zip Code)

Registrant's telephone number, including area code: **(610) 729-7000**

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))
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Item 5.07

Submission of Matters to a Vote of Security Holders.

On April 29, 2011, CardioNet, Inc. (the "Company") held its 2011 annual meeting of stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders elected both nominees for director, approved the compensation of the Company's named executive officers, indicated their preference for a triennial vote on the compensation of the Company's named executive officers, and ratified the selection of the Company's independent registered accounting firm for 2011. The nominees and the other proposals are described in detail in the Company's Definitive Proxy Statement.

Proposal 1

The Company's stockholders elected two directors to the Board to serve for three year terms until the 2014 annual meeting of stockholders. The votes regarding this proposal were as follows:

| | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Ronald A. Ahrens | 12,127,320 | 456,053 | 7,564,253 |
| Joseph H. Capper | 12,319,715 | 263,658 | 7,564,253 |

Proposal 2

The Company's stockholders approved the advisory vote on compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 11,868,102 | 519,441 | 195,830 | 7,564,253 |

Proposal 3

The stockholders indicated their preference, on an advisory basis, that the advisory vote on executive compensation of the Company's named executive officers be held triennially. The votes regarding this proposal were as follows:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|-----------|---------|-----------|---------|------------------|
| 5,858,368 | 290,507 | 6,278,615 | 155,883 | 7,564,253 |

Proposal 4

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The Company's stockholders ratified the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP, Independent Registered Public Accounting Firm, as the Company's independent auditors for the fiscal year ending December 31, 2011.

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------------|----------------------|----------------|-------------------------|
| 19,729,575 | 380,707 | 37,344 | 0 |

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.

CardioNet, Inc.

May 4, 2011

By:

/s/ Peter Ferola

Name: Peter Ferola

Title: Senior Vice President & Secretary