

TENET HEALTHCARE CORP  
Form 8-K  
May 07, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**Date of Report: May 5, 2010**

**(Date of earliest event reported)**

**TENET HEALTHCARE CORPORATION**

**(Exact name of Registrant as specified in its charter)**

**Nevada**  
**(State of Incorporation)**

**1-7293**  
**(Commission File Number)**  
**1445 Ross Avenue, Suite 1400**

**95-2557091**  
**(IRS Employer Identification Number)**

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**Dallas, Texas 75202**

**(Address of principal executive offices, including zip code)**

**(469) 893-2200**

**(Registrant's telephone number, including area code)**

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.**

(e) On May 5, 2010, the shareholders of Tenet Healthcare Corporation ( Tenet ) approved the Second Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan (the Plan Amendment ). Under the plan, Tenet may grant stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards and other share-based awards, as well as any other right, interest or option relating to shares of Tenet or cash granted pursuant to the plan. The Plan Amendment added 21,300,000 shares to the number of shares currently available for grant and adjusted the ratio used for counting awards issued under the plan, other than stock options and stock appreciation rights, from 1.5-to-1 to 1.2-to-1. The Plan Amendment and its terms are incorporated herein by reference to Appendix A to Tenet s Definitive Proxy Statement, which was filed with the Securities and Exchange Commission on March 25, 2010.

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

(a) The annual meeting of Tenet s shareholders was held on May 5, 2010.

(b) The shareholders (1) elected all of the board s nominees for director, (2) approved the Second Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan, (3) approved the Tenet Healthcare Corporation Ninth Amended and Restated 1995 Employee Stock Purchase Plan, and (4) ratified the selection of Deloitte & Touche LLP as the company s independent registered public accountants for the year ending December 31, 2010.

The final results of voting on each of the matters submitted to a vote are as follows:

## 1. Election of directors:

|                       | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-----------------------|-------------|----------------|----------------|-----------------------------|
| John Ellis Jeb Bush   | 344,859,737 | 4,334,657      | 220,115        | 62,940,457                  |
| Trevor Fetter         | 345,104,737 | 4,041,880      | 267,892        | 62,940,457                  |
| Brenda J. Gaines      | 319,465,533 | 29,679,780     | 269,196        | 62,940,457                  |
| Karen M. Garrison     | 345,196,294 | 3,936,875      | 281,340        | 62,940,457                  |
| Edward A. Kangas      | 329,881,737 | 19,225,248     | 307,524        | 62,940,457                  |
| J. Robert Kerrey      | 343,429,970 | 5,679,849      | 304,690        | 62,940,457                  |
| Floyd D. Loop, M.D.   | 339,479,687 | 9,660,940      | 273,882        | 62,940,457                  |
| Richard R. Pettingill | 333,258,863 | 15,864,114     | 291,532        | 62,940,457                  |
| James A. Unruh        | 342,921,956 | 6,192,397      | 300,156        | 62,940,457                  |

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2. Approval of the Second Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|-------------|----------------|----------------|-------------------------|
| 308,891,029 | 34,287,690     | 6,235,790      | 62,940,457              |

3. Approval of the Tenet Healthcare Corporation Ninth Amended and Restated 1995 Employee Stock Purchase Plan:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|-------------|----------------|----------------|-------------------------|
| 342,103,054 | 6,835,624      | 475,831        | 62,940,457              |

4. Ratification of the selection of Deloitte & Touche LLP as the company's independent registered public accountants for the year ending December 31, 2010:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|-------------|----------------|----------------|-------------------------|
| 409,044,107 | 2,919,385      | 391,474        |                         |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TENET HEALTHCARE CORPORATION

By: /s/ Gary Ruff  
Gary Ruff  
Senior Vice President, General Counsel  
and Secretary

Date: May 7, 2010