

CARDINAL HEALTH INC
Form 8-K
November 05, 2010

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): November 3, 2010

Cardinal Health, Inc.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-11373
(Commission
File Number)

31-0958666
(IRS Employer
Identification No.)

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7000 Cardinal Place, Dublin, Ohio 43017

(Address of principal executive offices) (Zip Code)

(614) 757-5000

(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 (see General Instruction A.2. below):

- .. 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

Cardinal Health, Inc. (the Company) held its 2010 Annual Meeting of Shareholders on November 3, 2010. For more information on the following proposals, see the Company's proxy statement dated September 15, 2010, the relevant portions of which are incorporated herein by reference.

The shareholders elected the 12 nominees to the Board of Directors, each to serve until the 2011 annual meeting and until his or her successor is duly elected and qualified, and voted as follows:

| Director | For | Against | Abstained | Broker Non-votes |
|-------------------------|-------------|------------|-----------|------------------|
| Colleen F. Arnold | 268,392,397 | 12,020,732 | 647,126 | 30,245,544 |
| George S. Barrett | 274,538,308 | 5,830,082 | 691,865 | 30,245,544 |
| Glenn A. Britt | 273,531,000 | 6,857,988 | 671,267 | 30,245,544 |
| Carrie S. Cox | 266,464,153 | 13,936,611 | 659,491 | 30,245,544 |
| Calvin Darden | 278,077,053 | 2,305,306 | 677,896 | 30,245,544 |
| Bruce L. Downey | 278,247,459 | 2,137,233 | 675,563 | 30,245,544 |
| John F. Finn | 273,509,146 | 6,891,194 | 659,915 | 30,245,544 |
| Gregory B. Kenny | 273,334,138 | 7,069,642 | 656,475 | 30,245,544 |
| James J. Mongan, M.D. | 278,212,279 | 2,180,497 | 667,479 | 30,245,544 |
| Richard C. Notebaert | 277,604,205 | 2,794,078 | 661,972 | 30,245,544 |
| David W. Raisbeck | 266,418,217 | 13,829,350 | 812,688 | 30,245,544 |
| Jean G. Spaulding, M.D. | 278,211,005 | 2,115,711 | 733,539 | 30,245,544 |

The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2011, and voted as follows:

| | |
|------------------|-------------|
| For | 306,442,569 |
| Against | 3,173,032 |
| Abstained | 1,690,198 |
| Broker Non-Votes | 0 |

The shareholders approved an amendment to the Company's Restated Code of Regulations allowing the Board of Directors to amend the Restated Code of Regulations, and voted as follows:

| | |
|------------------|-------------|
| For | 262,027,805 |
| Against | 46,527,169 |
| Abstained | 2,750,825 |
| Broker Non-Votes | 0 |

The shareholders did not approve the shareholder proposal regarding performance-based stock options, and voted as follows:

| | |
|------------------|-------------|
| For | 129,420,696 |
| Against | 147,128,614 |
| Abstained | 4,510,945 |
| Broker Non-Votes | 30,245,544 |

The shareholders did not approve the shareholder proposal regarding an amendment to the Restated Code of Regulations to require that the Chairman of the Board be an independent director, and voted as follows:

| | |
|------------------|-------------|
| For | 55,292,194 |
| Against | 224,167,575 |
| Abstained | 1,600,486 |
| Broker Non-Votes | 30,245,544 |

The shareholders did not approve the shareholder proposal regarding special shareowner meetings, and voted as follows:

| | |
|------------------|-------------|
| For | 130,433,623 |
| Against | 148,511,658 |
| Abstained | 2,114,974 |
| Broker Non-Votes | 30,245,544 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.2 The Restated Code of Regulations, as amended.

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.

Cardinal Health, Inc.
(Registrant)

Date: November 5, 2010

By: /s/ Craig S. Morford
Name: Craig S. Morford
Title: Chief Legal and Compliance Officer

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EXHIBIT INDEX

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