

KINDRED HEALTHCARE, INC  
Form 8-K  
May 28, 2015

**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): May 27, 2015**

**KINDRED HEALTHCARE, INC.**

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

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-14057**  
**(Commission**  
**File Number)**  
**680 South Fourth Street**

**61-1323993**  
**(IRS Employer**  
**Identification No.)**

**Louisville, Kentucky**

**(Address of principal executive offices)**

**40202-2412**

**(Zip Code)**

**Registrant's telephone number, including area code: (502) 596-7300**

**Not Applicable**

**(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 to 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.

On May 27, 2015, Kindred Healthcare, Inc. (the Company) held its 2015 Annual Meeting of Shareholders (the Annual Meeting). As set forth below, at the Annual Meeting, the Company's shareholders voted to approve the Kindred Healthcare, Inc. 2012 Equity Plan for Non-Employee Directors, Amended and Restated (the 2012 Directors Plan). A summary of the material terms of the 2012 Directors Plan is set forth on pages 70-74 of the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 6, 2015 (the Proxy Statement) and is incorporated by reference herein. The description of the material terms of the 2012 Directors Plan is qualified by reference to the full text of the 2012 Directors Plan, which is included as Annex A to the Proxy Statement.

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

At the Annual Meeting, the Company's shareholders voted to elect the following board members to terms expiring at the Company's 2016 Annual Meeting of Shareholders: Joel Ackerman, Jonathan D. Blum, Benjamin A. Breier, Thomas P. Cooper, M.D., Paul J. Diaz, Heyward R. Donigan, Richard Goodman, Christopher T. Hjelm, Frederick J. Kleisner and Phyllis R. Yale.

In addition to electing directors, the Company's shareholders approved the Company's executive compensation program and the 2012 Directors Plan, and ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2015.

The final voting results on these matters were as follows:

### 1. Election of Directors:

| Name                      | For        | Against    | Abstain | Broker Non-Votes |
|---------------------------|------------|------------|---------|------------------|
| a. Joel Ackerman          | 75,839,461 | 268,502    | 9,957   | 3,051,439        |
| b. Jonathan D. Blum       | 75,085,262 | 1,022,228  | 10,430  | 3,051,439        |
| c. Benjamin A. Breier     | 75,859,257 | 247,791    | 10,872  | 3,051,439        |
| d. Thomas P. Cooper, M.D. | 75,489,824 | 615,764    | 12,332  | 3,051,439        |
| e. Paul J. Diaz           | 75,858,269 | 248,643    | 11,008  | 3,051,439        |
| f. Heyward R. Donigan     | 74,920,029 | 1,184,512  | 13,379  | 3,051,439        |
| g. Richard Goodman        | 75,858,181 | 248,711    | 11,028  | 3,051,439        |
| h. Christopher T. Hjelm   | 75,856,096 | 248,175    | 13,649  | 3,051,439        |
| i. Frederick J. Kleisner  | 63,241,902 | 12,862,536 | 13,482  | 3,051,439        |
| j. Phyllis R. Yale        | 75,089,488 | 1,017,008  | 11,424  | 3,051,439        |

2. Non-binding advisory vote to approve the compensation of the Company's named executive officers disclosed in the Company's 2015 Proxy Statement:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 72,903,450 | 3,191,069      | 23,401         | 3,051,439               |

3. Proposal to approve the 2012 Directors Plan:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 70,380,144 | 5,716,518      | 21,258         | 3,051,439               |

4. Proposal to ratify the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered public accounting firm for fiscal year 2015:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 78,603,347 | 549,387        | 16,625         |                         |

**Item 8.01. Other Events.**

Incorporated by reference is a press release issued by the Company on May 27, 2015 announcing the vote results from the Annual Meeting, which is attached hereto as Exhibit 99.1.

**Item 9.01. Exhibits.**

(d) Exhibits

Exhibit 99.1 Press release dated May 27, 2015.

**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 hereto duly authorized.

Kindred Healthcare, Inc.

Date: May 28, 2015

By: /s/ Joseph L. Landenwich  
Joseph L. Landenwich  
Co-General Counsel and Corporate Secretary