

Steris plc
Form 8-K
August 01, 2017

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): August 1, 2017

STERIS plc

(Exact Name of Registrant as Specified in Charter)

England and Wales
(State or Other Jurisdiction

of Incorporation)

1-37614
(Commission

File Number)
Chancery House, 190 Waterside Road

98-1203539
(IRS Employer

Identification No.)

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Hamilton Industrial Park, Leicester LE5 1QZ

United Kingdom

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: +44 116 276 8636

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 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.

ITEM 5.07.Submission of Matters to a Vote of Security Holders.

At the STERIS plc (the Company) 2017 Annual General Meeting of Shareholders (Meeting), held on August 1, 2017, shareholders voted on the matters specified below, with the final voting results as specified. According to the certified list of shareholders, there were 85,023,211 Ordinary Shares of the Company outstanding and entitled to vote at the Meeting. There were present at the Meeting, in person or by proxy, the holders of 77,028,958 Ordinary Shares or 90.60% of the outstanding Ordinary Shares of the Company, constituting a quorum.

1. The nominees named below were re-elected to the Board of Directors, each for a one-year term, and the results of the vote were as follows:

| Nominee | Votes for | Votes against | Abstentions | Broker non-votes |
|----------------------------|------------------|----------------------|--------------------|-------------------------|
| Richard C. Breeden | 73,620,317 | 452,980 | 176,986 | 2,778,675 |
| Cynthia L. Feldmann | 73,567,877 | 415,244 | 267,162 | 2,778,675 |
| Dr. Jacqueline B. Kosecoff | 73,500,946 | 578,290 | 171,047 | 2,778,675 |
| David B. Lewis | 73,879,634 | 200,941 | 169,708 | 2,778,675 |
| Sir Duncan K. Nichol | 72,534,059 | 1,543,430 | 172,794 | 2,778,675 |
| Walter M Rosebrough, Jr. | 74,012,858 | 133,865 | 103,560 | 2,778,675 |
| Dr. Mohsen M. Sohi | 73,627,164 | 452,290 | 170,829 | 2,778,675 |
| Dr. Richard M. Steeves | 73,557,435 | 378,759 | 314,089 | 2,778,675 |
| John P. Wareham | 73,714,933 | 363,425 | 171,925 | 2,778,675 |
| Loyal W. Wilson | 73,688,619 | 389,179 | 172,485 | 2,778,675 |
| Dr. Michael B. Wood | 73,689,531 | 391,603 | 169,149 | 2,778,675 |

2. The results of a proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending March 31, 2018 were as follows:

| | |
|---------------|------------|
| Votes for | 76,670,538 |
| Votes against | 197,221 |
| Abstentions | 161,199 |

3. The results of a proposal to appoint Ernst & Young LLP as the Company's U.K. statutory auditor under the Act to hold office until the conclusion of the Company's next Annual General Meeting were as follows:

| | |
|---------------|------------|
| Votes for | 76,671,553 |
| Votes against | 188,343 |
| Abstentions | 169,062 |

4. The results of a proposal to authorize the Directors of the Company or the Audit Committee to determine the remuneration of Ernst & Young LLP as the Company's U.K. statutory auditor were as follows:

| | |
|-----------|------------|
| Votes for | 76,790,085 |
|-----------|------------|

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| | |
|---------------|---------|
| Votes against | 123,266 |
| Abstentions | 115,607 |

5. The results of a proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed pursuant to the disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis and the tabular and narrative disclosure contained in the Company's proxy statement dated June 12, 2017, were as follows:

| | |
|------------------|------------|
| Votes for | 71,253,013 |
| Votes against | 2,804,754 |
| Abstentions | 192,516 |
| Broker non-votes | 2,778,675 |

6. The results of a proposal to approve, on a non-binding advisory basis, whether the non-binding advisory vote on executive compensation should be held every one, two or three years were as follows:

| | |
|-----------------------|------------|
| Votes for one year | 67,518,708 |
| Votes for two years | 101,400 |
| Votes for three years | 6,502,731 |
| Abstentions | 127,444 |
| Broker non-votes | 2,778,675 |

7. The results of a proposal to approve, on a non-binding advisory basis, the Directors Remuneration Report for the period ended March 31, 2017 contained within the Company's U.K. annual report and accounts for the year ended March 31, 2017 were as follows:

| | |
|------------------|------------|
| Votes for | 71,343,570 |
| Votes against | 2,744,812 |
| Abstentions | 161,901 |
| Broker non-votes | 2,778,675 |

In light of the results of the vote described in paragraph 6 above, the Company has decided that it will include a shareholder vote on the compensation of executives in its proxy materials annually until the next required vote on the frequency of shareholder votes on the compensation of executives.

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.

STERIS plc

By /s/ J. Adam Zangerle
J. Adam Zangerle
Vice President, General Counsel & Secretary
Date: August 1, 2017