

OSI SYSTEMS INC
Form 8-K
December 12, 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): **DECEMBER 11, 2017**

OSI SYSTEMS, INC.

(EXACT NAME OF REGISTRANT SPECIFIED IN CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION)

000-23125
(COMMISSION
FILE NUMBER)

330238801
(IRS EMPLOYER
IDENTIFICATION NO.)

12525 CHADRON AVENUE

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HAWTHORNE, CA 90250

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(310) 978-0516

(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))

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

OSI Systems, Inc. (the Company) held its Annual Meeting of Stockholders on December 11, 2017. The results of the proposals voted on by the Company's stockholders at the Annual Meeting were as follows:

1. Election of Directors

| Name | For | Withheld | Broker Non-votes |
|---------------------|------------|-----------------|-------------------------|
| Deepak Chopra | 15,625,377 | 540,005 | 1,535,061 |
| Ajay Mehra | 15,392,906 | 772,476 | 1,535,061 |
| Steven C. Good | 15,236,008 | 929,374 | 1,535,061 |
| Meyer Luskin | 14,683,090 | 1,482,292 | 1,535,061 |
| William F. Ballhaus | 15,849,871 | 315,511 | 1,535,061 |
| James B. Hawkins | 13,258,170 | 2,907,212 | 1,535,061 |
| Gerald Chizever | 15,599,514 | 565,868 | 1,535,061 |

The seven nominees who received the highest number of votes (all of the above individuals) were elected to the Board of Directors and will serve as directors until the Company's next annual meeting and until their successors are elected and qualified.

2. Ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2018

| For | Against | Abstentions | Broker Non-votes |
|------------|----------------|--------------------|-------------------------|
| 17,147,952 | 501,931 | 50,560 | 0 |

The proposal was approved.

3. Approval of Amended and Restated OSI Systems, Inc. 2012 Incentive Award Plan

| For | Against | Abstentions | Broker Non-votes |
|------------|----------------|--------------------|-------------------------|
| 14,706,751 | 1,412,685 | 45,946 | 1,535,061 |

The proposal was approved.

4. Advisory vote on the Company's executive compensation for the fiscal year ended June 30, 2017

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| For | Against | Abstentions | Broker Non-votes |
|------------|----------------|--------------------|-------------------------|
| 15,603,065 | 282,279 | 280,038 | 1,535,061 |

The proposal was approved.

5. *Advisory vote on the determination of the frequency of the advisory vote on the Company's executive compensation.*

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|---------------|----------------|----------------|--------------------|-------------------------|
| 13,202,539 | 4,616 | 2,915,351 | 42,876 | 1,535,061 |

In light of the voting results with respect to the frequency of stockholder votes on executive compensation, the Company's Board of Directors has decided that the Company will hold an annual advisory vote on the compensation of named executive officers.

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.

Date: December 11, 2017

OSI SYSTEMS, INC.

By:

/S/ VICTOR SZE
Victor Sze
Executive Vice President,
General Counsel, and Secretary