

INSULET CORP  
Form 8-K  
May 15, 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 13, 2015  
INSULET CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-33462  
(Commission File No.)

04-3523891  
(IRS Employer  
Identification No.)

600 Technology Park Drive  
Suite 200  
Billerica, Massachusetts 01821

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (978) 600-7000

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 (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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

Insulet Corporation (the “Company”) held its Annual Meeting of Stockholders on May 13, 2015. For more information on the following proposals, see the Company’s proxy statement dated April 2, 2015 (the “Proxy Statement”).

The stockholders elected each of the following two nominees to the Board of Directors as Class II Directors, each (a) to serve for a three-year term and until their successor has been duly elected and qualified or until their earlier resignation or removal:

| Nominee             | Vote “For” | Vote “Withheld” | Broker Non-Votes |
|---------------------|------------|-----------------|------------------|
| John A. Fallon, MD  | 49,925,239 | 347,051         | 2,515,351        |
| Timothy J. Scannell | 49,103,823 | 1,168,467       | 2,515,351        |

The terms in office of the Class I Directors (Sally Crawford, Regina Sommer and Joseph Zakrzewski) and the Class III Directors (Patrick J. Sullivan and Steven Sobieski) continued after the Annual Meeting.

(b) The stockholders voted against, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement.

| Vote “For” | Vote “Against” | Abstentions | Broker Non-Votes |
|------------|----------------|-------------|------------------|
| 20,076,084 | 29,712,193     | 484,013     | 2,515,351        |

The stockholders approved an amendment and restatement of the Company's Second Amended and Restated 2007 (c) Stock Option and Incentive Plan to, among other things, increase the aggregate number of shares authorized for issuance under such plan by 5,250,000 shares.

| Vote “For” | Vote “Against” | Abstentions | Broker Non-Votes |
|------------|----------------|-------------|------------------|
| 34,361,398 | 15,454,299     | 456,593     | 2,515,351        |

(d) The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015.

| Vote “For” | Vote “Against” | Abstentions | Broker Non-Votes |
|------------|----------------|-------------|------------------|
| 51,924,951 | 861,253        | 1,437       | —                |

No other matters were submitted for stockholder action.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

May 15, 2015

INSULET CORPORATION

By: /s/ Michael L. Levitz  
Chief Financial Officer