

STERIS CORP
Form 8-K
August 31, 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): August 27, 2015

STERIS Corporation

(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction

of Incorporation)

1-14643
(Commission

File Number)

34-1482024
(IRS Employer

Identification No.)

5960 Heisley Road, Mentor, Ohio
(Address of Principal Executive Offices)

44060-1834
(Zip Code)

Registrant's telephone number, including area code: (440) 354-2600

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))

ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

David A. Johnson has resigned from STERIS Corporation (the Company) effective September 4, 2015 and therefore was not re-elected as the Company's Senior Vice President, Surgical Solutions at the Company's August 27, 2015 Board Organizational Meeting. Mr. Johnson has taken a position with a non-competitive health care company. Gulam Khan, who held the position of CEO of United States Endoscopy Group, Inc. at the time it was acquired by the Company, was elected as the Company's Senior Vice President, Procedural Solutions, replacing Mr. Johnson.

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

At the STERIS 2015 Annual Meeting of Shareholders (Meeting), held on August 27, 2015, shareholders voted on the matters specified below, with the final voting results as specified. According to the certified list of shareholders, there were 59,840,893 Common 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 54,128,409 Common Shares or 90.45% of the outstanding Common Shares of the Company, constituting a quorum.

- The nominees named below were 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 Withheld | Broker Non-Votes |
|--------------------------|------------|----------------|------------------|
| Richard C. Breeden | 49,449,088 | 328,693 | 4,350,628 |
| Cynthia L. Feldmann | 49,454,960 | 322,821 | 4,350,628 |
| Jacqueline B. Kosecoff | 49,593,393 | 184,388 | 4,350,628 |
| David B. Lewis | 49,443,310 | 334,471 | 4,350,628 |
| Kevin M. McMullen | 49,576,642 | 201,139 | 4,350,628 |
| Walter M Rosebrough, Jr. | 49,620,912 | 156,869 | 4,350,628 |
| Mohsen M. Sohi | 49,448,840 | 328,941 | 4,350,628 |
| John P. Wareham | 49,576,670 | 201,111 | 4,350,628 |
| Loyal W. Wilson | 49,322,330 | 455,451 | 4,350,628 |
| Michael B. Wood | 49,695,435 | 82,346 | 4,350,628 |

- The results of a proposal to approve the STERIS Corporation Senior Executive Management Incentive Compensation Plan, as amended and restated effective April 1, 2015, were as follows:

| | |
|------------------|------------|
| Votes for | 49,127,658 |
| Votes against | 569,775 |
| Abstentions | 80,348 |
| Broker non-votes | 4,350,628 |

- The non-binding advisory proposal to approve the compensation of our named executive officers was approved, and the results of the vote were as follows:

| | |
|-----------|------------|
| Votes for | 49,918,601 |
|-----------|------------|

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|------------------|-----------|
| Votes against | 783,176 |
| Abstentions | 76,004 |
| Broker non-votes | 4,350,628 |

4. The proposal to ratify the appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ended March 31, 2016 was approved, and the results of the vote were as follows:

| | |
|---------------|------------|
| Votes for | 52,755,899 |
| Votes against | 1,321,564 |
| Abstentions | 50,946 |

5. The results to consider a shareholder proposal were as follows:

| | |
|------------------|------------|
| Votes for | 40,346,310 |
| Votes against | 9,337,093 |
| Abstentions | 94,378 |
| Broker non-votes | 4,350,628 |

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 CORPORATION

By /s/ J. Adam Zangerle
J. Adam Zangerle
Vice President, General Counsel, and
Secretary

Date: August 31, 2015