

MASIMO CORP  
Form 8-K  
April 26, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 20, 2016

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MASIMO CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware                      001-33642    33-0368882  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number)   Identification No.)

52 Discovery    92618  
Irvine, California    (Zip Code)  
(Address of principal executive offices)              Registrant's telephone number, including area code: (949) 297-7000  
Not Applicable  
(Former name or former address, if changed since last report)

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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.

The information set forth below under Item 8.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.02.

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

Masimo Corporation (the “Company”) held its Annual Meeting of Stockholders on April 20, 2016 (the “Meeting”). At the Meeting, a total of 47,207,516 shares, or 95.29% of the Company’s common stock issued and outstanding as of the record date, were represented in person or by proxy.

At the Meeting, the Company’s stockholders considered three proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 16, 2016 (the “Proxy Statement”).

Set forth below is a brief description of each matter voted upon at the Meeting and the voting results with respect to each matter.

Proposal No. 1: To elect the following nominee as a Class III director to serve until the Company’s 2019 Annual Meeting of Stockholders.

| Nominee        | For        | Against    | Abstentions | Broker Non-Votes |
|----------------|------------|------------|-------------|------------------|
| Craig Reynolds | 28,300,678 | 16,282,762 | 85,891      | 2,538,185        |

Proposal No. 2: To ratify the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2016.

| For        | Against | Abstentions |
|------------|---------|-------------|
| 47,000,364 | 142,506 | 64,646      |

Proposal No. 3: To vote on an advisory resolution to approve named executive officer compensation.

| For        | Against    | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 17,402,078 | 23,619,971 | 3,647,282   | 2,538,185        |

Item 8.01. Other Events.

As previously disclosed in the Proxy Statement, Mr. Jack Lasersohn’s service on the Board of Directors of the Company (the “Board”) ceased when his current term expired at the Meeting. Effective upon the termination of Mr. Lasersohn’s service on the Board, the Company’s authorized number of directors was reduced to five.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Masimo Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MASIMO  
CORPORATION

Date: April 26, 2016    By:    /s/  
MARK P.  
DE RAAD  
Mark P. de  
Raad  
Executive  
Vice  
President &  
Chief  
Financial  
Officer  
(Principal  
Financial  
and  
Accounting  
Officer)