

ABBOTT LABORATORIES
Form 8-K
May 03, 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

April 28, 2017

Date of Report (Date of earliest event reported)

ABBOTT LABORATORIES

(Exact name of registrant as specified in charter)

Illinois
(State or other Jurisdiction
of Incorporation)

1-2189
(Commission File Number)

36-0698440
(IRS Employer
Identification No.)

100 Abbott Park Road

Edgar Filing: ABBOTT LABORATORIES - Form 8-K

Abbott Park, Illinois 60064-6400

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(224) 667-6100**

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 16, 2017, Abbott Laboratories Board of Directors amended the first sentence of Article III, Section 2 of Abbott's by-laws to provide that Abbott's Board of Directors shall consist of eleven persons, effective as of April 28, 2017. Abbott's by-laws previously provided that the Board of Directors consisted of twelve persons.

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

Abbott held its Annual Meeting of Shareholders on April 28, 2017. The following is a summary of the matters voted on at that meeting.

(1) The shareholders elected Abbott's entire Board of Directors. The persons elected to Abbott's Board of Directors and the number of shares cast for, the number of shares withheld, and the number of broker non-votes, with respect to each of these persons, were as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------|---------------|----------------|------------------|
| Robert J. Alpern, M.D. | 1,298,877,279 | 9,868,013 | 232,402,946 |
| Roxanne S. Austin | 1,251,151,109 | 57,594,184 | 232,402,946 |
| Sally E. Blount, Ph.D. | 1,299,820,271 | 8,925,021 | 232,402,946 |
| Edward M. Liddy | 1,273,119,389 | 35,625,903 | 232,402,946 |
| Nancy McKinstry | 1,301,509,914 | 7,235,378 | 232,402,946 |
| Phebe N. Novakovic | 1,299,745,215 | 9,000,078 | 232,402,946 |
| William A. Osborn | 1,278,989,927 | 29,755,366 | 232,402,946 |
| Samuel C. Scott III | 1,280,207,132 | 28,538,161 | 232,402,946 |
| Daniel J. Starks | 1,301,278,858 | 7,466,434 | 232,402,946 |
| Glenn F. Tilton | 1,244,895,300 | 63,849,993 | 232,402,946 |
| Miles D. White | 1,236,741,734 | 72,003,559 | 232,402,946 |

(2) The shareholders ratified the appointment of Ernst & Young LLP as Abbott's auditors. The number of shares cast in favor of the ratification of Ernst & Young LLP, the number against, the number abstaining, and the number of broker non-votes were as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 1,520,578,303 | 17,715,744 | 2,854,192 | 0 |

(3) The shareholders voted to approve the compensation of Abbott's named executive officers listed in the proxy statement for the 2017 annual meeting, with 94.78 percent of the votes cast voting For the proposal. The shareholder vote is advisory and non-binding. The number of shares cast in favor of approval, the number against, the number abstaining, and the number of broker non-votes were as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 1,240,432,464 | 58,330,616 | 9,982,213 | 232,402,946 |

(4) The shareholders voted to approve management's recommendation that Abbott present shareholders with the opportunity to vote on the compensation awarded to its named executive officers annually, with 89.43 percent of the votes cast voting 1 Year for the proposal. The shareholder vote is advisory and non-binding. The number of shares cast in favor of holding the vote annually, every two years or every three years, the number abstaining, and the number of broker non-votes were as follows:

| Annual | Every Two Years | Every Three Years | Abstain | Broker Non-Votes |
|---------------|-----------------|-------------------|-----------|------------------|
| 1,170,365,921 | 8,812,867 | 125,102,630 | 4,463,875 | 232,402,946 |

(5) The shareholders voted to approve the Abbott Laboratories 2017 Incentive Stock Program, with 88.66 percent of the votes cast voting For the proposal. The number of shares cast in favor of the approval of the Abbott Laboratories 2017 Incentive Stock Program, the number against, the number abstaining, and the number of broker non-votes were as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|-------------|------------|------------------|
| 1,160,302,743 | 138,437,185 | 10,005,365 | 232,402,946 |

(6) The shareholders voted to approve the Abbott Laboratories 2017 Employee Stock Purchase Plan for Non-U.S. Employees, with 98.27 percent of the votes cast voting For the proposal. The number of shares cast in favor of the approval of the Abbott Laboratories 2017 Employee Stock Purchase Plan for Non-U.S. Employees, the number against, the number abstaining, and the number of broker non-votes were as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 1,286,085,814 | 14,701,261 | 7,958,218 | 232,402,946 |

(7) The shareholders rejected a shareholder proposal requesting that Abbott's Board of Directors adopt a policy that the Board Chairman be an independent director, with 37.06 percent of the votes cast voting For the proposal. The number of shares cast in favor of the shareholder proposal, the number against, the number abstaining, and the number of broker non-votes were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 485,043,452 | 813,075,181 | 10,626,660 | 232,402,946 |

Item 9.01 Financial Statements and Exhibits

| Exhibit No. | Exhibit |
|--------------------|---|
| 3.1 | By-Laws of Abbott Laboratories, as amended and restated effective April 28, 2017. |

SIGNATURE

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.

ABBOTT LABORATORIES

Date: May 3, 2017

By: */s/ Brian B. Yoor*
Brian B. Yoor
Executive Vice President, Finance
and Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Exhibit |
|--------------------|---|
| 3.1 | By-Laws of Abbott Laboratories, as amended and restated effective April 28, 2017. |