

KINDRED HEALTHCARE, INC  
Form 8-K  
May 19, 2010

**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 18, 2010

**KINDRED HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-14057**  
(Commission File  
Number)

**61-1323993**  
(IRS Employer  
Identification No.)

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**680 South Fourth Street**

**Louisville, Kentucky**

(Address of principal executive offices)

**40202-2412**

(Zip Code)

**Registrant's telephone number, including area code: (502) 596-7300**

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

On May 18, 2010, Kindred Healthcare, Inc. (the Company) held its 2010 Annual Meeting of Shareholders at the Company's office at 680 South Fourth Street, Louisville, Kentucky.

At the annual meeting, the Company's shareholders voted to elect the following board members to terms expiring at the Company's 2011 Annual Meeting of Shareholders: Edward L. Kuntz, Joel Ackerman, Ann C. Berzin, Jonathan D. Blum, Dr. Thomas P. Cooper, Paul J. Diaz, Isaac Kaufman, Frederick J. Kleisner, Eddy J. Rogers, Jr. and Phyllis R. Yale.

In addition to electing directors, the Company's shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2010 and did not approve a shareholder proposal from the Firefighters' Pension System of the City of Kansas City, Missouri, Trust. The shareholder proposal urged the Compensation Committee of the Board of Directors to adopt a policy requiring that senior executives retain a significant percentage of shares acquired through equity compensation programs until two years following the termination of their employment (through retirement or otherwise), and to report to shareholders regarding the policy before the Company's 2011 annual meeting of shareholders (the Shareholder Proposal).

The final voting results on these matters were as follows:

1. Election of Directors:

| Name                      | For        | Against   | Abstain | Broker Non-Votes |
|---------------------------|------------|-----------|---------|------------------|
| a. Edward L. Kuntz        | 34,903,773 | 728,033   | 32,100  | 1,070,394        |
| b. Joel Ackerman          | 35,060,089 | 571,725   | 32,092  | 1,070,394        |
| c. Ann C. Berzin          | 35,073,484 | 558,328   | 32,094  | 1,070,394        |
| d. Jonathan D. Blum       | 35,058,456 | 573,356   | 32,094  | 1,070,394        |
| e. Thomas P. Cooper, M.D. | 35,058,662 | 573,146   | 32,098  | 1,070,394        |
| f. Paul J. Diaz           | 35,059,457 | 572,349   | 32,100  | 1,070,394        |
| g. Isaac Kaufman          | 35,018,384 | 613,430   | 32,092  | 1,070,394        |
| h. Frederick J. Kleisner  | 34,568,469 | 1,063,343 | 32,094  | 1,070,394        |
| i. Eddy J. Rogers, Jr.    | 35,057,656 | 574,152   | 32,098  | 1,070,394        |
| j. Phyllis R. Yale        | 33,976,448 | 1,655,384 | 32,074  | 1,070,394        |

2. Proposal to ratify the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered public accounting firm for fiscal year 2010:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 36,426,860 | 269,595 | 37,845  |                  |

3. Shareholder Proposal:

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 12,681,310 | 22,903,056 | 79,540  | 1,070,394        |

**Item 8.01. Other Events.**

Incorporated by reference is a press release issued by the Company on May 18, 2010, which is attached hereto as Exhibit 99.1.

**Item 9.01.**

(d) Exhibits

Exhibit 99.1 Press release dated May 18, 2010.

**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 hereto duly authorized.

Date: May 19, 2010

By:

/s/ RICHARD A. LECHLEITER  
**Richard A. Lechleiter**  
**Executive Vice President and Chief Financial Officer**