

UNITEDHEALTH GROUP INC
Form 8-K
June 08, 2018

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): June 4, 2018

UNITEDHEALTH GROUP INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware 1-10864 41-1321939
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

UnitedHealth Group Center, 9900 Bren Road East, Minnetonka, Minnesota 55343
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (952) 936-1300

N/A
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02. Compensatory Arrangements of Certain Officers.

On June 5, 2018, UnitedHealth Group (the "Company") entered into an amendment to its employment agreement with Marianne D. Short. The amendment provides (i) for purposes of calculating years of service for retirement eligibility in all current and future equity awards, Ms. Short will receive two and one half years of service credit for each year she remains employed with UnitedHealth Group after June 5, 2018, and (ii) clarifies Ms. Short will be deemed eligible for retirement if she is terminated by the Company without cause or if she resigns for good reason prior to otherwise becoming eligible for retirement. All other terms of the employment agreement are unchanged.

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

On June 4, 2018, the Company held its 2018 Annual Meeting of Shareholders (the "Annual Meeting"). There were 868,693,880 shares of common stock represented either in person or by proxy at the Annual Meeting. The shareholders of the Company voted as follows on the following matters at the Annual Meeting:

1. Election of Directors. The eleven directors were elected at the Annual Meeting for a one-year term based upon the following votes:

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|----------------------------------|-------------|------------|-----------|---------------------|
| William C. Ballard, Jr. | 753,077,836 | 34,245,763 | 465,761 | 80,904,520 |
| Richard T. Burke | 751,419,885 | 35,913,653 | 455,822 | 80,904,520 |
| Timothy P. Flynn | 781,877,294 | 5,455,251 | 456,815 | 80,904,520 |
| Stephen J. Hemsley | 774,432,780 | 11,638,763 | 1,717,817 | 80,904,520 |
| Michele J. Hooper | 767,636,491 | 18,406,201 | 1,746,668 | 80,904,520 |
| F. William McNabb III | 786,087,004 | 1,257,782 | 444,574 | 80,904,520 |
| Valerie C. Montgomery Rice, M.D. | 784,915,592 | 1,166,200 | 1,707,568 | 80,904,520 |
| Glenn M. Renwick | 781,837,821 | 4,176,200 | 1,775,339 | 80,904,520 |
| Kenneth I. Shine, M.D. | 784,511,356 | 2,825,773 | 452,231 | 80,904,520 |
| David S. Wichmann | 780,556,218 | 6,758,141 | 475,001 | 80,904,520 |
| Gail R. Wilensky, Ph.D. | 759,825,685 | 27,541,392 | 422,283 | 80,904,520 |

2. Non-binding advisory vote on executive compensation. The Company's executive compensation was approved by a non-binding advisory vote based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|---------------------|
| 748,745,293 | 36,752,687 | 2,291,380 | 80,904,520 |

3. Ratification of the appointment of Deloitte & Touche LLP. The appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2018 was ratified based upon the following votes:

| For | Against | Abstain |
|-------------|------------|---------|
| 855,235,698 | 12,802,911 | 655,271 |

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.

Date: June 8, 2018

UNITEDHEALTH GROUP
INCORPORATED

By: /s/ Dannette L. Smith

Dannette L. Smith

Secretary to the Board of Directors