

BAXTER INTERNATIONAL INC
Form 8-K
May 10, 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): May 8, 2018

Baxter International Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-4448
(Commission

File Number)

36-0781620
(I.R.S. Employer

Identification No.)

One Baxter Parkway, Deerfield, Illinois
(Address of principal executive offices)

60015
(Zip Code)

(224) 948-2000

(Registrant's telephone number, including area code)

(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 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(e) of the Exchange Act

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 8, 2018, the Company held its annual meeting of stockholders. Of the 537,807,098 shares outstanding and entitled to vote, 469,522,247 shares were represented at the meeting, constituting a quorum of approximately 87%. The following is a summary of the matters voted on at the meeting.

(a) The twelve nominees for director were elected as follows:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-----------------------|-------------|----------------|----------------|-------------------------|
| José (Joe) Almeida | 388,951,661 | 22,560,426 | 6,750,005 | 51,260,155 |
| Thomas F. Chen | 416,583,022 | 1,299,256 | 379,814 | 51,260,155 |
| John D. Forsyth | 396,778,712 | 21,098,610 | 384,770 | 51,260,155 |
| James R. Gavin III | 390,766,514 | 27,084,080 | 411,498 | 51,260,155 |
| Peter S. Hellman | 400,859,399 | 17,011,473 | 391,220 | 51,260,155 |
| Munib Islam | 416,645,237 | 1,218,043 | 398,812 | 51,260,155 |
| Michael F. Mahoney | 410,127,410 | 7,747,883 | 386,799 | 51,260,155 |
| Stephen N. Oesterle | 412,760,210 | 5,117,360 | 384,522 | 51,260,155 |
| Carole J. Shapazian | 402,564,331 | 15,332,274 | 365,487 | 51,260,155 |
| Cathy R. Smith | 417,077,161 | 841,394 | 343,537 | 51,260,155 |
| Thomas T. Stallkamp | 397,131,910 | 20,748,720 | 381,462 | 51,260,155 |
| Albert P.L. Stroucken | 401,293,991 | 16,598,115 | 369,986 | 51,260,155 |

(b) By the following vote, stockholders approved, on an advisory basis, the 2017 compensation paid to the Company's named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 389,739,101 | 26,455,457 | 2,067,534 | 51,260,155 |

(c) The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018 was ratified by the following vote:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 456,821,313 | 12,158,628 | 542,306 |

(d) By the following vote, stockholders did not approve the stockholder proposal relating to an independent board chairman:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 103,449,958 | 300,851,330 | 13,960,804 | 51,260,155 |

(e)

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By the following vote, stockholders did not approve the stockholder proposal relating to the right to act by written consent:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 173,988,958 | 242,840,111 | 1,433,023 | 51,260,155 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 10, 2018

BAXTER INTERNATIONAL INC.

/s/ Ellen K. McIntosh
By: Ellen K. McIntosh
Senior Vice President, Associate General Counsel
and Corporate Secretary