

OMNICELL, Inc  
 Form 4  
 September 16, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Taborga Jorge R.

(Last) (First) (Middle)  
 590 E. MIDDLEFIELD ROAD  
 (Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 OMNICELL, Inc [OMCL]

3. Date of Earliest Transaction (Month/Day/Year)  
 09/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP. Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					42,219	D	
Common Stock	09/15/2015		F	129 <sup>(1)</sup> D	\$ 33.48	42,090	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)



122,881,875 1,737,100 8,855,743

**Proposal 2:** As described in Item 5.02(e) above, Synopsys stockholders approved the Amended Equity Plan to, among other items, increase the number of shares of common stock reserved under the plan for future issuance by 5,000,000 shares. The Amended Equity Plan is filed as Exhibit 10.35 to this Current Report on Form 8-K. The voting results regarding this proposal are set forth below:

For:	110,640,072
Against:	13,895,134
Abstain:	83,769
Broker Non-Votes:	8,855,743

**Proposal 3:** As described in Item 5.02(e) above, Synopsys stockholders approved the Amended ESPP to increase the number of shares of common stock reserved under the plan for future issuance by 5,000,000 shares. The Amended ESPP is filed as Exhibit 10.21 to this Current Report on Form 8-K. The voting results regarding this proposal are set forth below:

For:	122,969,006
Against:	1,635,469
Abstain:	14,500
Broker Non-Votes:	8,855,743

**Proposal 4:** Synopsys stockholders approved, on an advisory basis, the compensation of Synopsys named executive officers as disclosed in the Proxy Statement. The voting results regarding this proposal are set forth below:

For:	123,524,607
Against:	1,056,341
Abstain:	38,027
Broker Non-Votes:	8,855,743

**Proposal 5:** Synopsys stockholders ratified the selection of KPMG LLP as Synopsys independent registered public accounting firm for the fiscal year ending October 31, 2012. The voting results regarding this proposal are set forth below:

For:	131,787,695
Against:	1,642,044
Abstain:	44,979

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits

Exhibit Number	Description
10.21	Employee Stock Purchase Plan, as amended
10.35	2006 Employee Equity Incentive Plan, as amended

**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.

Dated: April 5, 2012

**SYNOPSYS, INC.**

By:

/s/ BRIAN E. CABRERA  
**Brian E. Cabrera**  
**Vice President, General Counsel and**  
**Corporate Secretary**

**INDEX TO EXHIBITS**

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