

OWENS & MINOR INC/VA/  
Form 8-K  
February 10, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): February 10, 2015 (February 5, 2015)**

**Owens & Minor, Inc.**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction**

**of incorporation**

**1-9810**  
**(Commission**

**File Number)**

**54-1701843**  
**(IRS Employer**

**Identification No.)**

**9120 Lockwood Blvd., Mechanicsville, Virginia**  
**(Address of principal executive offices)**

**23116**  
**(Zip Code)**

**Registrant's telephone number, including area code (804) 723-7000**

**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 of the registrant under any of the following provisions (see General Instruction A.2.below):

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

On February 5, 2015, the Board of Directors (the Board ) of Owens & Minor, Inc. (the Company ) amended the Company s Amended and Restated Bylaws (as so amended, the Amended Bylaws ) to adopt a majority voting standard for the election of directors in uncontested elections. The amendment affects Article II, Section 2.3(b) of the Company s Bylaws. The Amended Bylaws became effectively immediately upon their adoption.

The new majority voting standard provides that to be elected in an uncontested election, a director nominee must receive a majority of the votes cast with respect to that nominee s election. For these purposes, the number of votes cast for a nominee s election must exceed the number of votes cast against that nominee s election. In contested elections where the number of nominees exceeds the number of directors to be elected, the voting standard will continue to be a plurality of votes cast.

In connection with the adoption of the Amended Bylaws, the Company also amended its Corporate Governance Guidelines (as amended, the Amended Corporate Governance Guidelines ) to include the requirement that, with respect to director nominations, the Board will only nominate those incumbent directors who submit irrevocable resignations effective upon the failure of such director nominee to receive the required vote for reelection in an uncontested election and Board s acceptance of such resignation. In the event an incumbent director fails to receive a majority of the votes cast in an uncontested election, the Corporate Governance & Nominating Committee (the Nominating Committee ) or such other committee designated by the Board will make a recommendation to the Board as to whether to accept or reject the resignation. The Board must act on the resignation, taking into account the Nominating Committee s recommendation, and publicly disclose its decision regarding the resignation, including, if applicable, its rationale for rejecting a resignation, in a press release and an appropriate disclosure with the Securities and Exchange Commission within 90 days following certification of the election results. The Nominating Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant.

If the Board accepts a director s resignation, then the Board may fill any resulting vacancy pursuant to Article II, Section 2.3(d) of the Amended Bylaws or may decrease the size of the Board. If a director s resignation is not accepted by the Board, such director will continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal.

The foregoing description of the Amended Bylaws does not purport to be complete and is qualified in its entirety by reference to the Amended Bylaws, which are attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference. The foregoing description of the Amended Corporate Governance Guidelines does not purport to be complete and is qualified in its entirety by reference to the Amended Corporate Governance Guidelines, which are available on the Company s website.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Amended and Restated Bylaws of Owens & Minor, Inc. (as adopted February 5, 2015)

**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 thereunto duly authorized.

**OWENS & MINOR, INC.**

Date: February 10, 2015

By: /s/ Grace R. den Hartog  
Name: Grace R. den Hartog  
Title: Senior Vice President, General Counsel and  
Corporate Secretary

**Exhibit Index**

**Exhibit  
No.**

**Description**

3.1 Amended and Restated Bylaws of Owens & Minor, Inc. (as adopted February 5, 2015)