

OWENS & MINOR INC/VA/  
Form 8-K  
May 05, 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): May 5, 2015 (April 30, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 30, 2015 at the Company's 2015 Annual Meeting of Shareholders, the Company's shareholders approved the Owens & Minor, Inc. 2015 Stock Incentive Plan ( "2015 Plan" ), which had been approved by the Company's board of directors on February 5, 2015 subject to shareholder approval. The description of the 2015 Plan included in the Company's proxy statement filed with the Commission on March 18, 2015 is incorporated herein by reference.

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

At the Company's 2015 Annual Meeting of Shareholders on April 30, 2015, the matters described below were voted upon and approved as indicated. There were 63,134,439 shares of common stock entitled to vote at the meeting and 57,177,739 shares were voted in person or by proxy (approximately 91% of shares entitled to vote).

- (1) Election of eleven directors, each for a one-year term, as follows:

| <b>Director</b>       | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|----------------------|--------------------|-------------------------|
| James L. Bierman      | 52,317,434       | 336,861              | 47,683             | 4,475,761               |
| Stuart M. Essig       | 52,408,350       | 256,734              | 36,894             | 4,475,761               |
| John W. Gerdelman     | 52,454,229       | 210,072              | 37,677             | 4,475,761               |
| Lemuel E. Lewis       | 52,365,845       | 299,202              | 36,931             | 4,475,761               |
| Martha H. Marsh       | 52,433,428       | 228,403              | 40,147             | 4,475,761               |
| Eddie N. Moore, Jr.   | 52,347,054       | 318,656              | 36,268             | 4,475,761               |
| James E. Rogers       | 52,232,442       | 429,535              | 40,001             | 4,475,761               |
| David S. Simmons      | 52,478,445       | 187,004              | 36,529             | 4,475,761               |
| Robert C. Sledd       | 52,280,536       | 383,929              | 37,513             | 4,475,761               |
| Craig R. Smith        | 52,211,374       | 452,715              | 37,889             | 4,475,761               |
| Anne Marie Whittemore | 52,355,748       | 308,259              | 37,971             | 4,475,761               |

- (2) Approval of the Owens & Minor, Inc. 2015 Stock Incentive Plan as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 51,617,225       | 975,852              | 108,901            | 4,475,761               |

- (3) Ratification of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 as follows:

|                  |                      |                    | <b>Broker</b>    |
|------------------|----------------------|--------------------|------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Non-Votes</b> |
| 56,687,789       | 445,755              | 44,195             | 0                |

- (4) Advisory vote to approve the compensation of our named executive officers as follows:

|                  |                      |                    | <b>Broker</b>    |
|------------------|----------------------|--------------------|------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Non-Votes</b> |
| 51,113,753       | 1,331,129            | 257,096            | 4,475,761        |

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

- (c) Exhibits.

10.1 Owens & Minor, Inc. 2015 Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 18, 2015 (File No. 001-09810))

**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: May 5, 2015

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

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 10.1                   | Owens & Minor, Inc. 2015 Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed March 18, 2015 (File No. 001-09810)) |