

Premier, Inc.  
Form 8-K  
December 04, 2015

**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): December 4, 2015**

**Premier, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-36092**  
**(Commission**  
  
**File Number)**  
**13034 Ballantyne Corporate Place**

**35-2477140**  
**(IRS Employer**  
**Identification No.)**

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**Charlotte, NC 28277**

**(Address of Principal Executive Offices) (Zip Code)**

**(704) 357-0022**

**(Registrant's Telephone Number, Including Area Code)**

**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:

- .. 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 5.07. Submission of Matters to a Vote of Security Holders.**

On December 4, 2015, the Company held its 2015 Annual Meeting of Stockholders (the Annual Meeting ). At the Annual Meeting, the stockholders:

1. elected six Class II Directors nominated to serve on the Company s Board of Directors until the 2018 annual meeting of stockholders and until their successors are duly elected and qualified;
2. ratified the appointment of Ernst & Young LLP to serve as the Company s independent registered public accounting firm for the Company s fiscal year 2016;
3. approved an amendment to the Company s Bylaws naming the Delaware Court of Chancery as the exclusive forum for certain types of legal actions;
4. approved the Amended and Restated Premier, Inc. 2013 Equity Incentive Plan;
5. approved, on an advisory basis, the compensation of the Company s named executive officers as disclosed in the proxy statement for the Annual Meeting (the Proxy Statement ); and
6. approved, on an advisory basis, every one year for the frequency with which stockholders will be provided future advisory votes on executive compensation.

A more complete description of each item is set forth in the Proxy Statement. The newly effective Amended and Restated Bylaws of the Company are attached hereto as Exhibit 3.2 and incorporated herein by reference.

As of the record date for the Annual Meeting, there were 37,770,215 shares of the Company s Class A common stock and 105,981,156 shares of the Company s Class B common stock issued and outstanding. However, as a result of the Class B common unit exchange process discussed in the Proxy Statement, under Frequently Asked Questions What is the Class B common unit exchange process? Will it impact the Annual Meeting?, 5,830,458 shares of Class B common stock were retired on November 2, 2015 and therefore not eligible to be voted. The 100,150,698 currently outstanding shares of Class B common stock were voted at the Annual Meeting pursuant to the Voting Trust Agreement, dated October 1, 2013, relating to shares of Class B common stock, as discussed in the Proxy Statement.

Each share of Class A common stock and Class B Common stock was entitled to one vote on each matter properly brought before the Annual Meeting. The Class A common stock and Class B common stock voted together as a class. Votes representing approximately 98.6% of the combined voting power of the Class A common stock and Class B common stock, eligible to be voted, were present in person or represented by proxy at the Annual Meeting.

The final voting results for the Annual Meeting were as follows:

**Item 1 Election of Directors**

Each of the six nominees named in the proxy statement for the Annual Meeting was elected by the stockholders to the Board of Directors for three-year terms based on the following vote:

| Nominee           | Votes For   | Votes Withheld | Broker Non-Votes |
|-------------------|-------------|----------------|------------------|
| Barclay E. Berdan | 123,269,439 | 11,117,310     | 1,619,416        |
| William E. Mayer  | 131,270,862 | 3,115,887      | 1,619,416        |

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|                    |             |            |           |
|--------------------|-------------|------------|-----------|
| Scott Reiner       | 120,448,623 | 13,938,126 | 1,619,416 |
| Terry D. Shaw      | 120,445,293 | 13,941,456 | 1,619,416 |
| Richard J. Statuto | 120,612,386 | 13,774,363 | 1,619,416 |
| Ellen C. Wolf      | 131,142,089 | 3,224,660  | 1,619,416 |

**Item 2 Ratification of the Appointment of Ernst & Young LLP**

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year 2016 was ratified by the stockholders based on the following vote:

| Votes For   | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 135,970,300 | 25,048        | 10,817          | N/A              |

**Item 3 Approval of Amendment to Bylaws**

The amendment to the Company's Bylaws naming the Delaware Court of Chancery as the exclusive forum for certain types of legal actions was approved by the stockholders based on the following vote:

| Votes For   | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 118,889,183 | 12,473,845    | 3,023,721       | 1,619,416        |

**Item 4 Approval of the Amended and Restated Premier, Inc. 2013 Equity Incentive Plan**

The Amended and Restated Premier, Inc. 2013 Equity Incentive Plan was approved by the stockholders based on the following vote:

| Votes For   | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 123,731,073 | 8,590,805     | 2,064,871       | 1,619,416        |

**Item 5 Advisory Vote to Approve Executive Compensation**

The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement, based on the following vote:

| Votes For   | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 133,915,411 | 444,778       | 26,560          | 1,619,416        |

**Item 6 Advisory Vote on the Frequency of Holding an Advisory Vote on Executive Compensation**

The stockholders chose, on an advisory basis, every one year as the frequency with which stockholders will be provided future advisory votes on executive compensation:

| 1 Year      | 2 Years | 3 Years | Votes Abstained | Broker Non-Votes |
|-------------|---------|---------|-----------------|------------------|
| 132,743,924 | 664,632 | 967,925 | 10,268          | 1,619,416        |

In accordance with the Board of Directors' recommendation and the voting results on this advisory proposal, the Company will hold an annual advisory vote on the compensation of its named executives.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 3.2                       | Amended and Restated Bylaws of Premier, Inc., effective as of December 4, 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 hereunto duly authorized.

Premier, Inc.

By: /s/ Susan D. DeVore

Name: Susan D. DeVore

Title: Chief Executive Officer and President

Date: December 4, 2015