

BROOKS AUTOMATION INC
Form 8-K
February 13, 2017

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): February 8, 2017
BROOKS
AUTOMATION,
INC.

(Exact Name of Registrant as Specified in Charter)
Delaware 0-25434 04-3040660
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

15 Elizabeth Drive, Chelmsford, MA 01824
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (978) 262-2400

N/A
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) At the annual meeting of stockholders of the Company held on February 8, 2017 (the “2017 Annual Meeting”), the Company’s stockholders approved the 2017 Employee Stock Purchase Plan. The Board of Directors of the Company approved the 2017 Employee Stock Purchase Plan on November 9, 2016, subject to stockholder approval.

The 2017 Plan is intended to replace our 1995 Employee Stock Purchase Plan, as amended (the “1995 Plan”), which will be terminated at the expiration of the offering period in effect at the time of the stockholder approval of the 2017 Plan. The 2017 Plan will allow for the purchase by employees of up to 1,250,000 shares of Common Stock. If any right granted under the 2017 Plan terminates without having been exercised, the Common Stock not purchased under such right will again become available for issuance under the 2017 Plan.

The foregoing summary of the 2017 Employee Stock Purchase Plan is qualified in its entirety by reference to the detailed summary of the 2017 Employee Stock Purchase Plan set forth in the section “Proposal No . 3 - Approval of 2017 Employee Stock Purchase Plan” in the Company’s Proxy Statement filed with the Securities and Exchange Commission on December 16, 2016 and to the full text of the 2017 Employee Stock Purchase Plan, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of the stockholders of Brooks Automation, Inc. (the “Company”) was held on February 8, 2017. The stockholders elected each of the Company’s nominees for director; approved, by a non-binding advisory vote, the overall compensation of the Company’s named executive officers; approved the 2017 Employee Stock Purchase Plan; and, ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered accounting firm for the 2017 fiscal year. The proposals below are described in detail in the Company’s definitive proxy statement dated December 16, 2016. The results are as follows:

1. Election of Directors

| | For | Withhold | Broker Non-Votes |
|------------------------|------------|----------|------------------|
| A. Clinton Allen | 58,453,586 | 582,430 | 5,548,829 |
| Robyn C. Davis | 58,609,536 | 426,480 | 5,548,829 |
| Joseph R. Martin | 58,478,302 | 557,714 | 5,548,829 |
| John K. McGillicuddy | 58,618,568 | 417,448 | 5,548,829 |
| Krishna G. Palepu | 58,619,270 | 416,746 | 5,548,829 |
| Kirk P. Pond | 58,604,437 | 431,579 | 5,548,829 |
| Stephen S. Schwartz | 58,654,682 | 381,334 | 5,548,829 |
| Alfred Woollacott, III | 58,656,813 | 379,203 | 5,548,829 |
| Mark S. Wrighton | 58,658,835 | 377,181 | 5,548,829 |
| Ellen M. Zane | 58,606,576 | 429,440 | 5,548,829 |

2. Approval, by a non-binding advisory vote, of the overall compensation of the Company’s named executive officers

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 58,619,750 | 349,008 | 67,258 | 5,548,829 |

3. Approval of the Company's 2017 Employee Stock Purchase Plan

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 58,924,273 | 61,161 | 50,582 | 5,548,829 |

4. Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered accounting firm for the 2017 fiscal year

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 64,483,285 | 67,493 | 34,067 | — |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 Brooks Automation, Inc. 2017 Employee Stock Purchase Plan

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.

BROOKS AUTOMATION, INC.

/s/ Jason W. Joseph

Date: February 13, 2017 Jason W. Joseph
Vice President, General Counsel and Secretary

EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION OF EXHIBITS |
|-------------------|---|
| 10.1 | Brooks Automation, Inc. 2017 Employee Stock Purchase Plan |