

DANAHER CORP /DE/  
Form 8-K  
May 08, 2014

**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 6, 2014**

**Danaher Corporation**  
**(Exact Name of Registrant as Specified in Its Charter)**

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

**001-08089**  
**(Commission File Number)**

**59-1995548**  
**(IRS Employer Identification No.)**

**2200 Pennsylvania Ave., N.W., Suite 800W,  
Washington, D.C.**  
(Address of Principal Executive Offices)

**20037-1701**  
(Zip Code)

**202-828-0850**

**(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 (*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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Company's annual meeting of shareholders was held on May 6, 2014. At the annual meeting, the Company's shareholders voted on the following proposals:

1. To elect the ten directors named in the Company's proxy statement to terms expiring in 2015. Each nominee for director was elected by a vote of the shareholders as follows:

|                         | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------------|-------------|----------------|----------------|-------------------------|
| H. Lawrence Culp, Jr.   | 572,920,504 | 6,466,997      | 874,920        | 35,276,755              |
| Donald J. Ehrlich       | 514,941,864 | 63,698,193     | 1,622,364      | 35,276,755              |
| Linda Hefner Filler     | 572,900,091 | 5,503,902      | 1,858,428      | 35,276,755              |
| Teri List-Stoll         | 574,578,244 | 4,059,732      | 1,624,445      | 35,276,755              |
| Walter G. Lohr, Jr.     | 507,808,976 | 71,574,596     | 878,849        | 35,276,755              |
| Mitchell P. Rales       | 570,394,222 | 8,987,440      | 880,759        | 35,276,755              |
| Steven M. Rales         | 570,394,637 | 8,984,618      | 883,166        | 35,276,755              |
| John T. Schwieters      | 573,740,080 | 5,634,980      | 887,361        | 35,276,755              |
| Alan G. Spoon           | 532,429,543 | 46,950,134     | 882,744        | 35,276,755              |
| Elias A. Zerhouni, M.D. | 574,051,548 | 4,352,907      | 1,857,966      | 35,276,755              |

2. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014. The proposal was approved by a vote of shareholders as follows:

|         |             |
|---------|-------------|
| For     | 609,708,335 |
| Against | 4,942,387   |
| Abstain | 888,454     |

3. To approve on an advisory basis the Company's named executive officer compensation. The proposal was approved by a vote of shareholders as follows:

|                  |             |
|------------------|-------------|
| For              | 502,296,998 |
| Against          | 76,429,387  |
| Abstain          | 1,536,035   |
| Broker Non-Votes | 35,276,755  |

4. To act upon a shareholder proposal requesting that Danaher issue a report disclosing its political expenditure policies and direct and indirect political expenditures. The proposal was rejected by a vote of shareholders as follows:

|                  |             |
|------------------|-------------|
| For              | 187,802,522 |
| Against          | 298,856,771 |
| Abstain          | 93,602,327  |
| Broker Non-Votes | 35,276,755  |

5. To act upon a shareholder proposal requesting that Danaher adopt a policy requiring the Chair of Danaher's Board of Directors to be independent. The proposal was rejected by a vote of shareholders as follows:

|                  |             |
|------------------|-------------|
| For              | 181,977,408 |
| Against          | 367,027,901 |
| Abstain          | 31,256,312  |
| Broker Non-Votes | 35,276,755  |

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.

DANAHER CORPORATION

By: /s/ Daniel L. Comas  
Name: Daniel L. Comas  
Title: Executive Vice President and Chief  
Financial Officer

Dated: May 8, 2014