

MASIMO CORP  
Form 8-K  
June 04, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2015

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MASIMO CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-33642  
(Commission  
File Number)

33-0368882  
(IRS Employer  
Identification No.)

52 Discovery

Irvine, California

(Address of principal executive offices)

92618

(Zip Code)

Registrant's telephone number, including area code: (949) 297-7000

Not Applicable

(Former name or former address, if changed since last report)

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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 5.02....Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information set forth below under Item 8.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.02.

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

Masimo Corporation (the "Company") held its Annual Meeting of Stockholders on June 2, 2015 (the "Meeting"). At the Meeting, a total of 49,411,542 shares, or 94.56% of the Company's common stock issued and outstanding as of the record date, were represented in person or by proxy.

At the Meeting, the Company's stockholders considered three proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on May 4, 2015 (the "Proxy Statement").

Set forth below is a brief description of each matter voted upon at the Meeting and the voting results with respect to each matter.

Proposal No. 1: To elect the following nominee as a Class II director to serve until the Company's 2018 Annual Meeting of Stockholders.

Nominee	For	Against	Abstentions	Broker Non-Votes
Mr. Joe Kiani	37,577,471	9,406,987	4,110	2,422,974

Proposal No. 2: To ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending January 2, 2016.

For	Against	Abstentions
49,071,751	284,742	55,049

Proposal No. 3: To vote on an advisory resolution to approve named executive officer compensation.

For	Against	Abstentions	Broker Non-Votes
20,452,876	26,493,213	42,479	2,422,974

Item 8.01. Other Events.

As previously disclosed in the Proxy Statement, Dr. Robert Coleman's service on the Board of Directors of the Company (the "Board") ceased when his current term expired at the Meeting. Effective upon the termination of Dr. Coleman's service on the Board, the Company's authorized number of directors was reduced to five.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Masimo Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**MASIMO CORPORATION**

Date: June 4, 2015

By: /s/ MARK P. DE RAAD  
Mark P. de Raad  
Executive Vice President & Chief Financial Officer  
(Principal Financial and Accounting Officer)