

STERICYCLE INC
Form 8-K
May 31, 2016

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): May 25, 2016

Stericycle, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-37556

36-3640402

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification Number)

28161 North Keith Drive

Lake Forest, Illinois 60045

(Address of principal executive offices including zip code)

(847) 367-5910

(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 CR 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 5.07 Submission of Matters to a Vote of Security Holders.

We held our 2016 Annual Meeting of Stockholders on May 25, 2016, at the DoubleTree Hotel Chicago O’Hare Airport-Rosemont, Rosemont, Illinois 60018.

At the meeting, stockholders voted on the following matters:

- (1) the election to our Board of Directors of the 10 nominees for director named in the proxy statement for the annual meeting;
- (2) approval of the Stericycle, Inc. Canadian Employee Stock Purchase Plan;
- (3) ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2016;
- (4) an advisory vote to approve executive compensation as disclosed in the proxy statement for the annual meeting (the “say-on-pay” vote);
- (5) a stockholder proposal on an independent Board Chairman; and
- (6) a stockholder proposal entitled “Shareholder Proxy Access.”

The results of this voting were as follows:

Election of Directors

| | For | Against | Abstain | Broker Non-Vote |
|--------------------|------------|-----------|---------|-----------------|
| Mark C. Miller | 67,659,252 | 744,638 | 213,994 | 6,227,800 |
| Jack W. Schuler | 66,898,651 | 1,504,860 | 214,373 | 6,227,800 |
| Charles A. Alutto | 68,228,439 | 352,884 | 36,561 | 6,227,800 |
| Lynn D. Bleil | 68,090,544 | 494,266 | 33,074 | 6,227,800 |
| Thomas D. Brown | 68,353,569 | 227,650 | 36,665 | 6,227,800 |
| Thomas F. Chen | 68,188,375 | 392,851 | 36,658 | 6,227,800 |
| Rod F. Dammeyer | 67,374,164 | 1,206,609 | 37,111 | 6,227,800 |
| William K. Hall | 68,132,992 | 447,741 | 37,151 | 6,227,800 |
| John Patience | 67,440,523 | 1,140,254 | 37,107 | 6,227,800 |
| Mike S. Zafirovski | 68,356,282 | 224,248 | 37,354 | 6,227,800 |

Approval of Canadian Employee Stock Purchase Plan

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 68,216,157 | 345,390 | 56,337 | 6,227,800 |

Ratification of Appointment of Ernst & Young LLP

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 73,807,688 | 1,015,125 | 22,871 | -- |

Say-on-Pay Vote

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 65,876,427 | 2,016,183 | 725,274 | 6,227,800 |

Stockholder Proposal on an Independent Board Chairman

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|-----------|-----------------|
| 25,097,392 | 41,469,478 | 2,051,014 | 6,227,800 |

Stockholder Proposal Entitled "Shareholder Proxy Access"

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|---------|-----------------|
| 24,219,240 | 44,277,906 | 120,738 | 6,227,800 |

SIGNATURES

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.

Dated: May 31, 2016 Stericycle, Inc.

By: /s/ Daniel V. Ginnetti

Daniel V. Ginnetti
Executive Vice President and Chief Financial Officer