

WATERS CORP /DE/
Form 8-K
May 13, 2011

**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 10, 2011

Waters Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

01-14010

(Commission File Number)

13-3668640

(IRS Employer Identification No.)

34 Maple Street, Milford, Massachusetts
(Address of Principal Executive Offices)

01757

(Zip Code)

(508) 478-2000

(Registrant's Telephone Number, Including Area Code)

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 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.**Appointment of William J. Curry as Principal Accounting Officer**

On May 10, 2011, the Board of Directors of Waters Corporation (the Company) appointed William J. Curry, (55) Vice President, Corporate Controller to serve as the Company's Principal Accounting Officer. Mr. Curry joined the Company in 1999 as Assistant Corporate Controller and was promoted to Vice President, Corporate Controller in 2003. Prior to joining the Company in 1999, Mr. Curry was a Certified Public Accountant with Coopers & Lybrand LLP (NKA PricewaterhouseCoopers LLP) and has held a variety of senior corporate and operational positions with Ciba-Corning Diagnostics Inc. (NKA Siemens Medical Diagnostics), and Millennium Pharmaceuticals Inc.

Item 5.07 Submission of Matters to a Vote of Security Holders

The final results of voting on each of the matters submitted to a vote of security holders during the Registrant's annual meeting of shareholders on May 10, 2011 are as follows.

| PROPOSAL 1. ELECTION OF DIRECTORS | For | Against | Abstentions | Broker Non-Votes |
|--|------------|----------------|--------------------|-----------------------------|
| Election of Directors: | | | | |
| Douglas A. Berthiaume | 73,876,097 | 2,739,776 | | 3,905,579 |
| Joshua Bekenstein | 74,456,846 | 2,159,027 | | 3,905,579 |
| Michael J. Berendt, Ph.D. | 74,599,706 | 2,016,167 | | 3,905,579 |
| Edward Conard | 75,439,045 | 1,176,828 | | 3,905,579 |
| Laurie H. Glimcher, M.D. | 74,854,331 | 1,761,542 | | 3,905,579 |
| Christopher A. Kuebler | 75,324,617 | 1,291,256 | | 3,905,579 |
| William J. Miller | 74,546,911 | 2,068,962 | | 3,905,579 |
| JoAnn A. Reed | 75,437,613 | 1,178,260 | | 3,905,579 |
| Thomas P. Salice | 74,747,036 | 1,868,837 | | 3,905,579 |

Under the Registrant's Bylaws, each of the directors was elected, having received more votes for than against.

PROPOSAL 2. RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Under the Registrant's Bylaws, the selection of PricewaterhouseCoopers was ratified, having received for votes from more than a majority of shares cast for, against or abstain.

| For | Against | Abstentions |
|------------|----------------|--------------------|
| 79,393,856 | 1,094,390 | 33,206 |

PROPOSAL 3. NON-BINDING VOTE ON EXECUTIVE COMPENSATION

| | For | Against | Abstentions |
|--|------------|----------------|--------------------|
| Advisory Vote on Executive Compensation Matters (Say on Pay): Our shareholders approved the Say on Pay proposal. | 73,049,623 | 3,467,702 | 98,548 |

PROPOSAL 4. NON-BINDING VOTE ON FREQUENCY OF EXECUTIVE COMPENSATION VOTE

| | 1 Year | 2 Years | 3 Years | Abstentions |
|--|---------------|----------------|----------------|--------------------|
| Advisory Vote on the Frequency of Say on Pay Vote: Our shareholders expressed a preference for annual as the frequency of Say on Pay vote. | 54,849,907 | 921,274 | 20,787,544 | 56,167 |

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.

WATERS CORPORATION

Dated: May 13, 2011

By: /s/ John Ornell

Name: John Ornell

Title: Vice President, Finance and
Administration and Chief Financial
Officer