

CHEMED CORP
Form 8-K
May 17, 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): May 15, 2017

CHEMED CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|---|
| <u>Delaware</u> | <u>1 8351</u> | <u>31 0791746</u> |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

2600 First Financial Center, 255 East 5th Street, Cincinnati, OH 45202

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (513) 762 6690

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 Exchange
Act (17 CFR 240-14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4 (c) under
Exchange
Act (17 CFR 240-13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) On May 15, 2017, Chemed Corporation held its annual meeting of shareholders.

(b) Shareholders voted on the matters set forth below:

Item 1. Election of Directors. The following directors, who constitute the entire Board of Directors, were elected at the meeting by the votes indicated:

| Nominee | For | Against | Abstain |
|---------------------|------------|---------|---------|
| Kevin J. McNamara | 14,065,686 | 84,005 | 10,066 |
| Joel F. Gemunder | 13,302,912 | 844,882 | 11,963 |
| Patrick P. Grace | 13,362,343 | 784,859 | 12,555 |
| Thomas C. Hutton | 13,797,374 | 352,030 | 10,353 |
| Walter L. Krebs | 14,002,256 | 146,581 | 10,920 |
| Andrea R. Lindell | 14,077,050 | 71,792 | 10,915 |
| Thomas P. Rice | 14,084,108 | 64,143 | 11,506 |
| Donald E. Saunders | 13,615,980 | 532,664 | 11,113 |
| George J. Walsh III | 13,423,077 | 727,515 | 9,165 |
| Frank E. Wood | 13,954,199 | 193,641 | 11,917 |

Item 2. Ratification of Auditors. The proposal to ratify the appointment of PricewaterhouseCoopers LLP by the Audit Committee of the Board of Directors as the Company's independent auditor for the year ending December 31, 2017, was approved with the following votes:

| | <u>Voted</u> | <u>Percent of Voted</u> |
|---------|--------------|-------------------------|
| For | 14,726,912 | 98.47% |
| Against | 220,112 | 1.47% |
| Abstain | 8,751 | 0.06% |

Item 3. Advisory Vote on Executive Compensation. The proposal to approve, on a non-binding basis, the Company's executive compensation program, was approved with the following votes:

| | <u>Voted</u> | <u>Percent of Voted</u> |
|------------------|--------------|-------------------------|
| For | 13,709,943 | 96.82% |
| Against | 394,704 | 2.79 % |
| Abstain | 55,110 | 0.39% |
| Broker non-votes | 796,018 | - |

Item 4. Frequency of Advisory Votes on Executive Compensation. The proposal to approve, on a non-binding basis, the frequency of shareholder advisory votes on executive compensation, resulted in the following votes:

For:
1 YR 12,252,374
2 YR 28,462
3 YR 1,812,663
Abstain 66,258
Broker non-votes 796,018

Item 5. Shareholder Proposal. The proposal to amend the Company's Bylaws to allow holders of 10% of Chemed Corporation capital stock to call Special Meetings of shareholders, was disapproved with the following votes:

| <u>Voted</u> | <u>Percent of Voted</u> |
|--------------------------|-------------------------|
| For 5,579,965 | 39.41% |
| Against 8,556,620 | 60.43% |
| Abstain 23,172 | 0.16% |
| Broker non-votes 796,018 | - |

Following the vote on frequency of shareholder advisory votes on executive compensation, the Board of Directors (c)decided to include a shareholder vote on executive compensation in the Company's proxy materials each year until the next vote on frequency of shareholder advisory votes.

SIGNATURES

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

CHEMED CORPORATION

Dated: May 17, 2017 By: /s/ Michael D. Witzeman
Michael D. Witzeman
Vice President and Controller