

THORATEC CORP  
Form 8-K  
May 08, 2015

**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 5, 2015**

**THORATEC CORPORATION**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction  
of incorporation)

**000-49798**  
(Commission  
File Number)

**94-2340464**  
(IRS Employer  
Identification No.)

**6035 Stoneridge Drive**

**Pleasanton, California 94588**

(Address of principal executive offices including zip code)

**(925) 847-8600**

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(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))

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

At the Thoratec Corporation (the Company) Annual Meeting of Shareholders held on May 5, 2015, the shareholders of the Company voted on the following five proposals, each of which are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission (SEC) on March 24, 2015.

Proposal No. 1: To elect eight directors to serve for the ensuing year or until their successors are elected and qualified:

|                         | For        | Number of Votes<br>Withheld | Non Votes |
|-------------------------|------------|-----------------------------|-----------|
| Neil F. Dimick          | 37,125,949 | 4,810,916                   | 5,515,270 |
| D. Keith Grossman       | 41,778,760 | 158,105                     | 5,515,270 |
| J. Daniel Cole          | 41,577,779 | 359,086                     | 5,515,270 |
| Steven H. Collis        | 41,381,305 | 555,560                     | 5,515,270 |
| William A. Hawkins, III | 41,584,915 | 351,950                     | 5,515,270 |
| Paul A. LaViolette      | 41,609,876 | 326,989                     | 5,515,270 |
| Martha H. Marsh         | 41,781,619 | 155,246                     | 5,515,270 |
| Todd C. Schermerhorn    | 41,779,257 | 157,608                     | 5,515,270 |

Proposal No. 2: To approve an amendment and restatement of the Thoratec Corporation Amended and Restated 2006 Incentive Stock Plan increasing the number of shares of common stock reserved for issuance thereunder and revising certain provisions thereunder:

|           | Number of Votes |
|-----------|-----------------|
| For       | 38,958,808      |
| Against   | 2,956,136       |
| Abstain   | 21,921          |
| Non Votes | 5,515,270       |

Proposal No. 3: To approve an amendment and restatement of the Thoratec Corporation 2002 Employee Stock Purchase Plan increasing the number of shares of common stock reserved for issuance thereunder and revising certain provisions thereunder:

|           | Number of Votes |
|-----------|-----------------|
| For       | 41,038,215      |
| Against   | 879,236         |
| Abstain   | 19,414          |
| Non Votes | 5,515,270       |

Proposal No. 4: To conduct an advisory vote on the compensation of the Company's named executive officers:

|     | Number of Votes |
|-----|-----------------|
| For | 40,134,552      |

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|           |           |
|-----------|-----------|
| Against   | 1,723,282 |
| Abstain   | 79,031    |
| Non Votes | 5,515,270 |

Proposal No. 5: To ratify the appointment of Deloitte & Touche LLP as independent auditors of the Company for its fiscal year ending January 2, 2016:

|         |                        |
|---------|------------------------|
|         | <b>Number of Votes</b> |
| For     | 47,337,635             |
| Against | 105,569                |
| Abstain | 8,931                  |

**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 hereunto duly authorized.

Dated as of May 8, 2015

**THORATEC CORPORATION**

By: */s/ D. Keith Grossman*  
*D. Keith Grossman*  
*President and Chief Executive Officer*