

Accelerate Diagnostics, Inc  
Form 8-K  
December 09, 2013

**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) December 6, 2013

**Accelerate Diagnostics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

001-31822                      84-1072256  
(Commission File Number) (IRS Employer Identification No.)

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3950 South Country Club, Suite 470, Tucson, Arizona 85714  
(Address of principal executive offices) (Zip Code)

**(520) 365-3100**

(Registrant's telephone number, including area code)

(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))

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

The 2013 Annual Meeting of Stockholders of Accelerate Diagnostics, Inc. (the “Company”) was held on December 6, 2013. At the meeting, Lawrence Mehren, Mark C. Miller, John Patience, Jack Schuler, Matthew W. Strobeck, Ph.D. and Frank J.M. ten Brink were elected as directors, each to hold office until the Company’s next Annual Meeting of Stockholders or until his or her successor is elected and qualified. Advisory votes on the compensation of named executive officers (“say-on-pay”), the frequency of “say-on-pay” votes and the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013 were also approved and ratified at the meeting.

The voting results of the director elections and other proposals, which were described in more detail in the definitive proxy statement relating to the 2013 Annual Meeting of Stockholders that the Company filed with the Securities and Exchange Commission on November 5, 2013, are set forth below.

Proposal No. 1 – Election of Directors

| Director Nominee           | Votes For  | Votes Withheld | Broker Non-Votes |
|----------------------------|------------|----------------|------------------|
| Lawrence Mehren            | 27,741,379 | 561,529        | 8,310,828        |
| Mark C. Miller             | 28,268,234 | 34,674         | 8,310,828        |
| John Patience              | 28,251,634 | 51,274         | 8,310,828        |
| Jack Schuler               | 28,164,785 | 138,123        | 8,310,828        |
| Matthew W. Strobeck, Ph.D. | 28,251,634 | 51,274         | 8,310,828        |
| Frank J.M. ten Brink       | 28,268,234 | 34,674         | 8,310,828        |

Proposal No. 2 – Advisory Vote on Compensation of Named Executive Officers (“Say-on-Pay”)

| Description of Proposal  | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|------------------|
| To approve, on an advisory basis, the compensation of the Company’s named executive officers | 28,000,108 | 248,012       | 54,788      | 8,310,828        |

Proposal No. 3 – Advisory Vote on Frequency of Future “Say-on-Pay” Advisory Votes

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| Description of Proposal                            | Every Year | Every 2 Years | Every 3 Years | Abstentions |
|--|------------|---------------|---------------|-------------|
| Future “say-on-pay” advisory votes should be held: | 2,770,078  | 83,901        | 25,296,266    | 152,663     |

Board Response: Consistent with its recommendation and the advisory vote of the Company’s stockholders, until the next required “say-on-frequency” advisory vote is held at the Company’s 2019 Annual Meeting of Stockholders, the Board of Directors plans to hold future “say-on-pay” advisory votes on the compensation of our named executive officers every three years. Therefore, the next “say-on-pay” advisory vote will be held at the Company’s 2016 Annual Meeting of Stockholders.

Proposal No. 4 – Ratification of Auditors

| Description of Proposal  | Votes For  | Votes Against | Abstentions |
|--|------------|---------------|-------------|
| To ratify the appointment of Ernst and Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013 | 36,586,846 | 4,489         | 22,401      |

**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.

ACCELERATE DIAGNOSTICS, INC.

(Registrant)

/s/ Steve Reichling

Date: December 9, 2013

Steve Reichling

Chief Financial Officer