

LABORATORY CORP OF AMERICA HOLDINGS  
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 11, 2017**

**LABORATORY CORPORATION OF AMERICA HOLDINGS**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**358 South Main Street**

**1-11353**  
**(Commission**

**File Number)**

**27215**

**13-3757370**  
**(I.R.S. Employer**

**Identification No.)**

**336-229-1127**

**Burlington, North Carolina**  
**(Address of principal executive**  
**offices)**

**(Zip Code)**

**(Registrant's telephone number,**  
**including area code)**

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))  
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 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 any 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.**

The 2017 Annual Meeting of Shareholders (the Annual Meeting) of Laboratory Corporation of America Holdings (the Company) was held on May 11, 2017. As of March 14, 2017, the date of record for determining the Company's shareholders entitled to vote on the proposals presented at the Annual Meeting, there were 102,429,958 shares of the Company's common stock issued and outstanding and entitled to vote at the Annual Meeting. The holders of 89,991,351 shares of the Company's issued and outstanding common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The proposals presented at the Annual Meeting are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 31, 2017. The vote results detailed below represent final results as certified by the Inspector of Elections.

## Proposal 1.

The Company's shareholders elected the following persons, who were listed in the Proxy Statement, to the Company's Board of Directors to hold office for the term expiring at the 2018 Annual Meeting of Shareholders or until their successors are elected and qualified or until their earlier death, resignation or removal:

|                                | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--------------------------------|------------------|----------------------|--------------------|-------------------------|
| David P. King                  | 77,546,888       | 4,701,594            | 413,380            | 7,329,489               |
| Kerrii B. Anderson             | 81,708,902       | 923,700              | 29,260             | 7,329,489               |
| Jean-Luc Bélingard             | 64,731,624       | 17,858,623           | 71,615             | 7,329,489               |
| D. Gary Gilliland, M.D., Ph.D. | 82,350,059       | 281,818              | 29,985             | 7,329,489               |
| Garheng Kong, M.D., Ph.D.      | 71,868,102       | 10,763,654           | 30,106             | 7,329,489               |
| Robert E. Mittelstaedt, Jr.    | 81,033,295       | 1,597,802            | 30,765             | 7,329,489               |
| Peter M. Neupert               | 81,913,309       | 718,296              | 30,257             | 7,329,489               |
| Richelle P. Parham             | 82,357,757       | 272,701              | 31,404             | 7,329,489               |
| Adam H. Schechter              | 82,448,661       | 181,090              | 32,111             | 7,329,489               |
| R. Sanders Williams, M.D.      | 82,037,129       | 594,340              | 30,393             | 7,329,489               |

## Proposal 2.

The Company's shareholders approved, in an advisory (non-binding) vote, the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 77,351,882       | 5,124,358            | 185,622            | 7,329,489               |

## Proposal 3.

The Company's shareholders voted, on an advisory (non-binding) basis, on the frequency of future advisory shareholder votes on the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstentions</b> |
|---------------|----------------|----------------|--------------------|
| 72,940,471    | 347,485        | 9,305,092      | 68,814             |

In accordance with the results for Proposal 3, the Company's Board of Directors has determined that future advisory votes on the compensation of the Company's named executive officers will be held every year. Thus, the next shareholder advisory vote on the compensation of the Company's named executive officers will be held at the Company's 2018 Annual Meeting of Shareholders.

Proposal 4.

The Company's shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017. The votes regarding this proposal were as follows:

| <b>Votes For</b> | <b>Votes<br/>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------------|--------------------------|--------------------|-----------------------------|
| 87,707,685       | 2,243,242                | 40,424             | 0                           |

Proposal 5.

The Company's shareholders did not approve the shareholder proposal described in the Proxy Statement. The votes regarding this proposal were as follows:

| <b>Votes For</b> | <b>Votes<br/>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------------|--------------------------|--------------------|-----------------------------|
| 3,226,088        | 76,501,212               | 2,934,562          | 7,329,489                   |

**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.

LABORATORY CORPORATION OF AMERICA HOLDINGS  
Registrant

By: /s/ Sandra van der Vaart  
Sandra van der Vaart  
Senior Vice President and Deputy Chief  
Legal Officer

Dated: May 17, 2017