

CVS CAREMARK CORP
Form 8-K
May 16, 2007

**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, 2007

CVS CAREMARK CORPORATION
(Exact Name of Registrant
as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-01011
(Commission File Number)

05-0494040
(IRS Employer Identification No.)

**One CVS Drive
Woonsocket, Rhode Island**
(Address of Principal Executive
Offices)

02895
(Zip Code)

Registrant's telephone number, including area code: **(401) 765-1500**

(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)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 8 - Other Events**Item 8.01 Other Events**

Set forth below are the certified voting results for the matters submitted to a vote of shareholders at the Company's Annual Meeting of Shareholders held on May 9, 2007. These voting results are being provided in this Current Report since certification of the results by the inspector of election for the Annual Meeting was completed on May 15, 2007 and the results therefore were not announced at the Annual Meeting.

For the 2007 Annual Meeting:

Total eligible votes were 1,518,068,830;

Total votes cast were 1,091,672,488; and

Percentage of total eligible votes voted (i.e., quorum) was 71.91%.

Each director is elected by a majority of the votes cast with respect to that director's election (by the holders of shares of common stock and ESOP preference stock present in person or by proxy at the meeting and entitled to vote, voting as a single class). Votes "against" a director's election count as a vote cast, but "abstentions" and "broker non-votes" do not count as a vote cast with respect to that director's election.

| | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|---|---------------|----------------|----------------|-----------------------------|
| Proxy Item 1—Election of Directors | | | N/A | N/A |
| Edwin M. Banks | 1,023,309,568 | 58,264,526 | | |
| C. David Brown II | 1,016,593,224 | 64,904,327 | | |
| E. Mac Crawford | 1,006,404,750 | 71,777,678 | | |
| David W. Dorman | 991,262,220 | 90,717,817 | | |
| Kristen E. Gibney Williams | 1,024,188,246 | 57,444,057 | | |
| Roger L. Headrick | 606,585,338 | 453,175,142 | | |
| Marian L. Heard | 997,580,413 | 84,368,998 | | |
| William H. Joyce | 1,013,878,826 | 68,118,421 | | |
| Jean-Pierre Millon | 1,010,603,403 | 70,378,217 | | |
| Terrence Murray | 1,007,610,763 | 74,297,341 | | |
| C.A. Lance Piccolo | 729,571,199 | 350,384,689 | | |
| Sheli Z. Rosenberg | 985,826,896 | 96,174,280 | | |
| Thomas M. Ryan | 1,015,913,591 | 66,130,081 | | |
| Richard J. Swift | 1,018,923,109 | 62,553,178 | | |
| Proxy Item 2. Proposal to ratify the appointment of KPMG LLP as the company's independent registered public accounting firm for the 2007 fiscal year. | 1,066,647,730 | 16,222,455 | 8,802,303 | N/A |
| Proxy Item 3. Proposal to adopt the Company's 2007 Employee Stock Purchase Plan. | 804,502,906 | 13,109,420 | 9,298,015 | 264,762,147 |

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|--|-------------|------------|------------|-----|
| Proxy Item 4. Proposal to adopt the Company's 2007 Incentive Plan. | 987,713,195 | 93,707,280 | 10,252,013 | N/A |
|--|-------------|------------|------------|-----|

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|--|------------|-------------|------------|-------------|
| Proxy Item 5. Stockholder proposal regarding limits on CEO compensation. | 39,214,581 | 775,134,018 | 12,561,742 | 264,762,147 |
|--|------------|-------------|------------|-------------|

| | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|---|-------------|----------------|----------------|-----------------------------|
| Proxy Item 6. Stockholder proposal regarding separation of the roles of Chairman and CEO. | 418,401,758 | 375,099,076 | 33,409,507 | 264,762,147 |
| Proxy Item 7. Stockholder proposal regarding sustainability reporting by the Company. | 268,659,468 | 418,503,312 | 139,747,561 | 264,762,147 |
| Proxy Item 8. Stockholder proposal regarding the relationship between the Company and compensation consultants. | 365,800,732 | 451,371,653 | 9,737,956 | 264,762,147 |
| Proxy Item 9. Stockholder proposal regarding the Company's policy on stock option grants. | 340,067,525 | 362,779,553 | 42,137,901 | 346,687,509 |

As indicated above, Proxy Item 6 (Stockholder proposal regarding separation of the roles of Chairman and CEO) received majority support of the votes cast. While this shareholder vote is non-binding, the Company's Nominating and Corporate Governance Committee will review this matter fully and give careful consideration to an appropriate response.

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.

CVS CAREMARK CORPORATION

Date: May 16, 2007

By: /s/ Douglas A. Sgarro

Name: Douglas A. Sgarro
Title: Executive Vice President and
Chief
Legal Officer
