

TENET HEALTHCARE CORP
Form 8-K
May 09, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report: **May 8, 2014**

(Date of earliest event reported)

TENET HEALTHCARE CORPORATION

(Exact name of Registrant as specified in its charter)

Nevada
(State of Incorporation)

1-7293
(Commission File Number)

95-2557091
(IRS Employer
Identification Number)

1445 Ross Avenue, Suite 1400

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Dallas, Texas 75202

(Address of principal executive offices, including zip code)

(469) 893-2200

(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:

- ☐ 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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 8, 2014, the shareholders of Tenet Healthcare Corporation (Tenet) approved the Fifth Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan (the Plan Amendment). Under the plan, Tenet may grant stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards and other share-based awards, as well as any other right, interest or option relating to shares of Tenet or cash granted pursuant to the plan. The Plan Amendment added 4,200,000 shares to the number of shares currently available for grant and adjusted the ratio used for counting awards issued under the plan, other than stock options and stock appreciation rights, from 1.2-to-1 to 1.65-to-1. The Plan Amendment and its terms are incorporated herein by reference to Appendix A to Tenet's Definitive Proxy Statement, which was filed with the Securities and Exchange Commission on March 28, 2014.

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

(a) The 2014 annual meeting of shareholders of Tenet Healthcare Corporation was held on May 8, 2014.

(b) The shareholders (1) elected all of the board's nominees for director, (2) approved an advisory resolution on the compensation paid to the company's named executive officers, (3) approved the Fifth Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan, and (4) ratified the selection of Deloitte & Touche LLP as the company's independent registered public accountants for the year ending December 31, 2014.

The final results of voting on each of the matters submitted to a vote are as follows:

1. Election of directors:

| | FOR | AGAINST | ABSTAIN | BROKER NON- VOTES |
|-----------------------|------------|-----------|-----------|-------------------------|
| John Ellis Jeb Bush | 78,184,409 | 251,216 | 2,468,476 | 6,687,204 |
| Trevor Fetter | 78,218,504 | 201,623 | 2,483,974 | 6,687,204 |
| Brenda J. Gaines | 74,526,489 | 3,891,932 | 2,485,680 | 6,687,204 |
| Karen M. Garrison | 77,884,214 | 531,651 | 2,488,236 | 6,687,204 |
| Edward A. Kangas | 73,810,207 | 4,587,776 | 2,506,118 | 6,687,204 |
| J. Robert Kerrey | 77,083,507 | 1,331,287 | 2,489,307 | 6,687,204 |
| Richard R. Pettingill | 77,177,975 | 1,237,718 | 2,488,408 | 6,687,204 |
| Ronald A. Rittenmeyer | 77,468,549 | 946,387 | 2,489,165 | 6,687,204 |
| James A. Unruh | 77,859,223 | 550,105 | 2,494,773 | 6,687,204 |

2. Approval of an advisory resolution on the compensation paid to the company's named executive officers:

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| FOR | AGAINST | ABSTAIN | BROKER NON- VOTES |
|------------|-----------|-----------|----------------------|
| 71,375,246 | 5,909,363 | 3,619,492 | 6,687,204 |

3. Approval of the Fifth Amended and Restated Tenet Healthcare 2008 Stock Incentive Plan:

| | | | |
|------------|------------|-----------|-----------|
| | | | |
| 66,736,157 | 11,656,447 | 2,511,497 | 6,687,204 |

4. Ratification of the selection of Deloitte & Touche LLP as the company's independent registered public accountants for the year ending December 31, 2014:

| | | |
|------------|---------|-----------|
| | | |
| 84,575,899 | 526,523 | 2,488,883 |

SIGNATURE

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

TENET HEALTHCARE CORPORATION

By: /s/ Paul A. Castanon
Paul A. Castanon
Vice President, Deputy General Counsel
and Corporate Secretary

Date: May 9, 2014