

RESMED INC  
Form 8-K  
November 25, 2014

**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**

**November 19, 2014**

**Date of Report (Date of earliest event reported)**

**ResMed Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-15317**  
**(Commission**  
  
**File Number)**

**98-0152841**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**9001 Spectrum Center Boulevard**

**San Diego, California 92123**

**(Address of Principal Executive Offices) (Zip Code)**

**(858) 836-5000**

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

**N/A**

**(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:

- .. 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.**

On November 19, 2014, US Pacific time, at our annual meeting of stockholders, our stockholders (1) elected the three nominees listed below to serve on our board of directors; (2) ratified the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2015; and (3) approved the compensation of our named executive officers.

|   | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---|------------|----------------|----------------|-----------------------------|
| <i>Item of Business No. 1: Election of the following three nominees to serve for three-year terms until our annual meeting of stockholders in 2017:</i> |            |                |                |                             |
| Michael Farrell   | 99,053,094 | 77,069         | 177,480        | 7,608,684                   |
| Chris Roberts   | 95,376,702 | 3,751,692      | 179,249        | 7,608,684                   |
| Jack Wareham  | 98,889,484 | 240,442        | 177,717        | 7,608,684                   |

|   | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---|-------------|----------------|----------------|-----------------------------|
| <i>Item No. 2: Ratification of Auditors</i> | 106,258,434 | 406,582        | 251,311        |                             |

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|------------|----------------|----------------|-----------------------------|
| <i>Item No. 3: Approval, on an advisory basis, of the compensation of ResMed's named executive officers.</i> | 92,577,258 | 6,339,158      | 391,227        | 7,608,684                   |

**SIGNATURES**

We have authorized the person whose signature appears below to sign this report on our behalf, in accordance with the Securities Exchange Act of 1934.

**RESMED INC.**

Date: November 25, 2014

By: /s/ David Pendarvis  
 Name: David Pendarvis  
 Its: Chief administrative officer, global general  
 counsel and secretary