

HCA Holdings, Inc.
Form 8-K
May 03, 2016

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 3, 2016 (April 28, 2016)

HCA HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-11239
(Commission

File Number)

27-3865930
(IRS Employer

Identification No.)

One Park Plaza, Nashville, Tennessee
(Address of principal executive offices)

37203
(Zip Code)

Registrant's telephone number, including area code: (615) 344-9551

Not Applicable

(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.

At the Annual Meeting of Stockholders of HCA Holdings, Inc. (the Company) held on April 28, 2016 at the Company's corporate headquarters in Nashville, Tennessee, the following proposals were voted on by the Company's stockholders:

1. Election to the Company's Board of Directors of the following 12 director nominees for a one-year term:

| | For | Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|------------|-------------|------------------|
| R. Milton Johnson | 324,846,394 | 6,640,226 | 3,340,730 | 17,438,108 |
| Robert J. Dennis | 322,455,396 | 11,438,245 | 933,709 | 17,438,108 |
| Nancy-Ann DeParle | 333,767,042 | 807,763 | 252,545 | 17,438,108 |
| Thomas F. Frist III | 325,840,632 | 8,743,856 | 242,862 | 17,438,108 |
| William R. Frist | 326,239,203 | 8,344,373 | 243,774 | 17,438,108 |
| Charles O. Holliday, Jr. | 329,798,416 | 4,774,405 | 254,529 | 17,438,108 |
| Ann H. Lamont | 328,895,833 | 4,999,225 | 932,292 | 17,438,108 |
| Jay O. Light | 333,200,353 | 1,372,648 | 254,349 | 17,438,108 |
| Geoffrey G. Meyers | 333,075,752 | 1,366,186 | 385,412 | 17,438,108 |
| Michael W. Michelson | 325,845,046 | 8,726,136 | 256,168 | 17,438,108 |
| Wayne J. Riley, M.D. | 330,636,124 | 3,260,554 | 930,672 | 17,438,108 |
| John W. Rowe, M.D. | 331,762,571 | 2,813,920 | 250,859 | 17,438,108 |

2. Reapproval, for purposes of Section 162(m) of the Internal Revenue Code, of the material terms of the performance goals under the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates, as Amended and Restated:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 269,439,578 | 63,768,545 | 1,619,227 | 17,438,108 |

3. Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 347,887,146 | 2,979,849 | 1,398,463 | 0 |

4. Adoption of a non-binding advisory resolution on the Company's named executive officer compensation as described in the Company's 2016 proxy statement:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 325,260,716 | 8,096,744 | 1,469,890 | 17,438,108 |

5. Stockholder proposal regarding a majority vote standard for the election of directors as described in the Company's 2016 proxy statement:

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For
35,674,318

Against
298,732,355

Abstentions
420,677

Broker Non-Votes
17,438,108

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.

HCA HOLDINGS, INC.
(Registrant)

By: /s/ John M. Franck II
John M. Franck II
Vice President Legal and Corporate
Secretary

Date: May 3, 2016