

VARIAN MEDICAL SYSTEMS INC  
Form 8-K  
February 20, 2019

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**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): **February 14, 2019**

**VARIAN MEDICAL SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

|                 |               |                   |
|-----------------|---------------|-------------------|
| <b>Delaware</b> | <b>1-7598</b> | <b>94-2359345</b> |
|                 |               | (I.R.S.           |

|                              |                  |          |
|------------------------------|------------------|----------|
| (State or other jurisdiction | (Commission File | Employer |
|------------------------------|------------------|----------|

|                   |         |                |
|-------------------|---------|----------------|
| of incorporation) | Number) | Identification |
|                   |         | No.)           |

**3100 Hansen Way, Palo Alto, CA 94304-1030**

(Address of principal executive offices, including zip code)

**(650) 493-4000**

(Registrant's telephone number, including area code)

**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))

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 Securities 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 Annual Meeting of Stockholders of Varian Medical Systems, Inc. (the “Company”) was held on February 14, 2019 (the “Stockholders’ Meeting”). The Company’s stockholders voted on the following three proposals at the Stockholders’ Meeting and cast their votes as set forth in the following tables. Each of these proposals is described in detail in the Company’s Proxy Statement.

Proposal One:

Elect the following individuals as directors for one-year terms ending with the 2020 Annual Meeting of Stockholders:

|                      | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------|------------|----------------|----------------|-------------------------|
| Anat Ashkenazi       | 72,524,028 | 167,930        | 94,110         | 7,469,761               |
| Jeffrey R. Balsler   | 72,273,997 | 418,488        | 93,583         | 7,469,761               |
| Judy Bruner          | 72,195,273 | 504,377        | 86,418         | 7,469,761               |
| Jean-Luc Butel       | 72,330,693 | 364,726        | 90,649         | 7,469,761               |
| Regina E. Dugan      | 71,982,526 | 717,338        | 86,204         | 7,469,761               |
| R. Andrew Eckert     | 71,443,901 | 1,260,951      | 81,216         | 7,469,761               |
| Timothy E. Guertin   | 72,188,825 | 516,305        | 80,938         | 7,469,761               |
| David J. Illingworth | 71,849,470 | 847,954        | 88,644         | 7,469,761               |
| Dow R. Wilson        | 72,331,506 | 371,129        | 83,433         | 7,469,761               |

Proposal Two:

Approve, on an advisory (non-binding) basis, the compensation of the Company’s named executive officers:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 68,056,711 | 4,563,376      | 165,981        | 7,469,761               |

Proposal Three:

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Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2019:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> <sup>(1)</sup> |
|------------|----------------|----------------|----------------------------------------|
| 77,376,298 | 2,750,766      | 128,765        | —                                      |

(1) Pursuant to the rules of the New York Stock Exchange, this proposal constituted a routine matter. Therefore, brokers were permitted to vote without receipt of instructions from beneficial owners.

**SIGNATURE(S)**

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.

Varian Medical Systems, Inc.

By: /s/ John W. Kuo

Name: John W. Kuo

Title: Senior Vice President, General Counsel and Corporate Secretary

Dated: February 19, 2019