

CHEMED CORP  
Form 8-K  
May 20, 2015  
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 18, 2015

CHEMED CORPORATION  
(Exact name of registrant as specified in its charter)

|  |                          |   |
|--|--------------------------|---|
| Delaware                                       | 1-8351                   | 31-0791746                              |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

Suite 2600, 255 East 5th Street, Cincinnati, OH 45202  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:  
(513) 762-6690

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

(a) On May 18, 2015, Chemed Corporation held its annual meeting of shareholders.

(b) **Election of Directors.** The following directors, who constitute the entire Board of Directors, were elected at the meeting by the votes indicated:

| Nominee             | For        | Against | Abstentions |
|---------------------|------------|---------|-------------|
| Kevin J. McNamara   | 14,364,313 | 170,940 | 98,698      |
| George J. Walsh III | 14,243,528 | 291,155 | 99,268      |
| Joel F. Gemunder    | 14,269,175 | 266,282 | 98,494      |
| Patrick P. Grace    | 13,960,032 | 575,022 | 98,897      |
| Thomas C. Hutton    | 14,298,557 | 236,773 | 98,621      |
| Walter L. Krebs     | 14,255,085 | 278,404 | 100,462     |
| Andrea R. Lindell   | 14,304,782 | 230,576 | 98,593      |
| Thomas P. Rice      | 14,400,556 | 134,611 | 98,784      |
| Donald E. Saunders  | 14,327,920 | 206,536 | 99,495      |
| Frank E. Wood       | 14,250,440 | 284,157 | 99,354      |

At the annual meeting, shareholders voted on the following matters:

**2015 Stock Incentive Plan.** The proposal to approve the adoption of the 2015 Stock Incentive Plan was approved with the following votes:

|                  | <u>Voted</u> | <u>Percent<br/>of Voted</u> |
|------------------|--------------|-----------------------------|
| For              | 12,070,873   | 82.49 %                     |
| Against          | 2,454,603    | 16.77 %                     |
| Abstain          | 108,511      | .74 %                       |
| Broker non-votes | 1,125,508    | --                          |

**Ratification of Auditors.** The proposal to ratify the appointment of PricewaterhouseCoopers LLP by the Audit Committee of the Board of Directors as the company's independent auditor for the year ending December 31, 2015, was approved with the following votes:

|         | <u>Voted</u> | <u>Percent<br/>of Voted</u> |
|---------|--------------|-----------------------------|
| For     | 15,493,102   | 98.31 %                     |
| Against | 163,479      | 1.04 %                      |
| Abstain | 102,878      | .65 %                       |

**Say-on-Pay.** The proposal to approve, on a non-binding basis, the Company's executive compensation program, was approved, with the following votes:

|                   | <u>Voted</u> | <u>Percent<br/>of Voted</u> |
|-------------------|--------------|-----------------------------|
| For               | 11,620,421   | 79.48 %                     |
| Against           | 2,892,201    | 19.76 %                     |
| Abstain           | 111,329      | .76 %                       |
| Broker non-votes: | 1,125,508    | --                          |

SIGNATURES

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

CHEMED CORPORATION

Dated: May 20, 2015 By: /s/ Arthur V. Tucker Jr.  
Arthur V. Tucker, Jr.  
Vice President and Controller