

OWENS & MINOR INC/VA/  
Form 8-K  
May 02, 2012

**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 (Date of earliest event reported): May 2, 2012 (April 27, 2012)

**Owens & Minor, Inc.**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction)

1-9810  
(Commission)

54-1701843  
(IRS Employer)

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of incorporation

File Number)

Identification No.)

**9120 Lockwood Blvd., Mechanicsville, Virginia**

**23116**

(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code (804) 723-7000**

**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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On April 27, 2012, the Board of Directors amended the Bylaws of Owens & Minor, Inc. (the Company) to reduce the number of directors constituting the Board of Directors from 12 to 11 to reflect the number of directors comprising the Board following the Annual Meeting of Shareholders on April 27, 2012. The Amended and Restated Bylaws of the Company are included as Exhibit 3.1 to this Form 8-K and incorporated by reference herein.

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

The Company held its 2012 Annual Meeting of Shareholders on April 27, 2012 at which the matters described below were voted upon and approved as indicated. There were 63,547,321 shares of common stock entitled to vote at the meeting and 56,046,615 shares were voted in person or by proxy (approximately 88% of shares entitled to vote).

- (1) Election of 11 directors, each for a one-year term, as follows:

<b>Director</b>	<b>Votes For</b>	<b>Votes Against or Withheld</b>	<b>Broker Non-Votes</b>
A. Marshall Acuff	50,612,736	1,072,693	4,361,185
J. Alfred Broaddus, Jr.	50,738,105	947,324	4,361,185
Richard E. Fogg	50,785,440	899,989	4,361,185
John W. Gerdelman	50,772,270	913,159	4,361,185
Lemuel E. Lewis	50,765,599	919,830	4,361,185
G. Gilmer Minor, III	50,580,827	1,104,602	4,361,185
Eddie N. Moore, Jr.	50,766,888	918,541	4,361,185
James E. Rogers	50,592,384	1,093,045	4,361,185
Robert C. Sledd	50,785,214	900,215	4,361,185
Craig R. Smith	50,650,681	1,034,748	4,361,185
Anne Marie Whittemore	50,598,345	1,087,084	4,361,185

- (2) Ratification of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 as follows:

<b>Votes For</b>	<b>Votes Against or Withheld</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
55,645,378	379,960	21,276	0

(3) Advisory vote to approve the compensation of our named executive officers as follows:

<b>Votes For</b>	<b>Votes Against or Withheld</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
48,482,446	206,860	2,996,123	4,361,185

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

3.1 Amended and Restated Bylaws of the Company

**SIGNATURE**

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 thereunto duly authorized.

**OWENS & MINOR, INC.**

Date: May 2, 2012

By: /s/ Grace R. den Hartog  
Name: Grace R. den Hartog  
Title: Senior Vice President, General Counsel and Corporate Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Bylaws of the Company