

OWENS & MINOR INC/VA/
Form 8-K
May 01, 2013

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 1, 2013 (April 26, 2013)

Owens & Minor, Inc.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction

of incorporation

1-9810
(Commission

File Number)

54-1701843
(IRS Employer

Identification No.)

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9120 Lockwood Blvd., Mechanicsville, Virginia
(Address of principal executive offices)

23116
(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 26, 2013, 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 twelve to nine to reflect the number of directors comprising the Board immediately following the Annual Meeting of Shareholders on April 26, 2013 and to make certain other technical changes. 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 2013 Annual Meeting of Shareholders on April 26, 2013 at which the matters described below were voted upon and approved as indicated. There were 63,301,188 shares of common stock entitled to vote at the meeting and 57,365,964 shares were voted in person or by proxy (approximately 91% of shares entitled to vote).

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

| Director | Votes For | Votes Against or Withheld | Broker Non-Votes |
|-----------------------|------------|---------------------------|------------------|
| Richard E. Fogg | 52,457,238 | 563,104 | 4,345,622 |
| John W. Gerdelman | 52,384,828 | 635,514 | 4,345,622 |
| Lemuel E. Lewis | 52,428,045 | 592,297 | 4,345,622 |
| Martha H. Marsh | 52,928,261 | 92,081 | 4,345,622 |
| Eddie N. Moore, Jr. | 52,386,770 | 633,572 | 4,345,622 |
| James E. Rogers | 52,275,089 | 745,253 | 4,345,622 |
| Robert C. Sledd | 52,322,638 | 697,704 | 4,345,622 |
| Craig R. Smith | 52,258,576 | 761,766 | 4,345,622 |
| Anne Marie Whittemore | 52,278,360 | 741,982 | 4,345,622 |

- (2) Ratification of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 as follows:

| Votes For | Votes Against or Withheld | Abstentions | Broker Non-Votes |
|------------|---------------------------|-------------|------------------|
| 57,127,127 | 210,132 | 28,704 | 0 |

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

| Votes For | Votes Against or Withheld | Abstentions | Broker Non-Votes |
|------------------|--------------------------------------|--------------------|-----------------------------|
| 52,040,366 | 498,761 | 481,215 | 4,345,622 |

Item 8.01. Other Events.

On April 26, 2013, following the Annual Meeting of Shareholders, the Board of Directors appointed Craig R. Smith, President and Chief Executive Officer of the Company, as Chairman of the Board.

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 1, 2013

By: /s/ Grace R. den Hartog

Name: Grace R. den Hartog

Title: Senior Vice President, General Counsel and Corporate Secretary

Exhibit Index

| Exhibit No. | Description |
|------------------------|--|
| 3.1 | Amended and Restated Bylaws of the Company |