

CONMED CORP
Form 8-K
September 12, 2014

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): September 10, 2014

CONMED CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other Jurisdiction

of Incorporation)

0-16093
(Commission

File Number)

16-0977505
(IRS Employer

Identification No.)

525 French Road
Utica, New York
(Address of Principal Executive Offices)

13502
(Zip Code)

Registrant's telephone number, including area code: (315) 797-8375

(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:

- .. 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.

On September 10, 2014, CONMED Corporation (the Company) held its Annual Meeting of Shareholders (the Annual Meeting) at the Company's headquarters, located at 525 French Road, Utica, New York. The holders of record of the 27,344,609 shares of the Company's common stock, par value \$0.01 per share (the Common Stock) outstanding on the record date of July 22, 2014 were entitled to vote on all matters which came before the Annual Meeting. Holders of 24,348,354 shares of Common Stock were present at the Annual Meeting, in person or by proxy, representing more than a majority of the shares entitled to vote at the Annual Meeting and constituting a quorum.

The final voting results as certified by the independent inspector of election, IVS Associates, Inc. (IVS), for each of the proposals submitted to a vote of security holders at the Annual Meeting are set forth below. The proposals are described in detail in the Company's definitive proxy statement for the Annual Meeting (the Proxy Statement), which was filed with the Securities and Exchange Commission on Schedule 14A on August 8, 2014 and mailed to the Company's shareholders on or about August 11, 2014.

Proposal 1. Election of Directors.

Shareholders voted on the election of eight directors, which constitutes the entire Board of Directors (the Board) of the Company, to hold office until the Company's next Annual Meeting of Shareholders and until their successors have been elected and qualified. The Company nominated the following eight director nominees for election to the Board: Brian Concannon, Charles M. Farkas, Jo Ann Golden, Curt R. Hartman, Dirk M. Kuyper, Jerome J. Lande, Stephen M. Mandia and Mark E. Tryniski. In addition, Voce Catalyst Partners LP, Voce Capital LLC, Voce Capital Management LLC and J. Daniel Plants (collectively, Voce), a shareholder of the Company, duly nominated the following three director nominees in opposition to the Company's director nominees: James W. Green, Joshua H. Levine and J. Daniel Plants.

Based on the final voting results reported by IVS, each of the Company's eight director nominees were elected as directors of the Company by a plurality of the votes cast at the Annual Meeting (which votes also represented a majority of the shares outstanding on the record date). The voting results for Proposal 1, as reported by IVS, are summarized in the table below. In addition, there were 347,479 broker non-votes for Proposal 1.

| Director Nominee | Votes For | Votes Withheld |
|---------------------------------|------------------|-----------------------|
| Brian Concannon | 23,905,340 | 95,535 |
| Charles M. Farkas | 23,914,300 | 86,575 |
| Jo Ann Golden | 14,602,387 | 363,755 |
| Curt R. Hartman | 23,769,158 | 231,717 |
| Dirk M. Kuyper | 23,914,945 | 85,930 |
| Jerome J. Lande | 14,932,613 | 33,529 |
| Stephen M. Mandia | 14,601,922 | 364,220 |
| Mark E. Tryniski | 23,575,990 | 424,885 |
| James W. Green (Voce nominee) | 9,012,307 | 22,426 |
| Joshua H. Levine (Voce nominee) | 8,823,127 | 211,606 |

| | | |
|---------------------------------|-----------|-----------|
| J. Daniel Plants (Voce nominee) | 1,802,582 | 7,232,151 |
|---------------------------------|-----------|-----------|

Proposal 2. Ratification of the appointment of PricewaterhouseCoopers LLP as independent accountants for the Company for 2014.

Based on the final voting results reported by IVS, the Company's shareholders approved the proposal to ratify the appointment of PricewaterhouseCoopers LLP as independent accountants for the Company for 2014. The proposal received the affirmative vote of a majority of the votes cast at the Annual Meeting. The following table summarizes the voting results for Proposal 2, as reported by IVS:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 24,014,274 | 312,348 | 21,732 | 0 |

Proposal 3. Advisory Vote on Named Executive Officer Compensation.

Based on the final voting results reported by IVS, the Company's shareholders approved, on an advisory basis, the executive compensation of the Company's named executive officers as such information is disclosed in the Company's Proxy Statement. The proposal received the affirmative vote of a majority of the votes cast at the Annual Meeting. The following table summarizes the voting results for Proposal 3, as reported by IVS:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 21,485,915 | 2,265,475 | 249,485 | 347,479 |

Item 8.01 Other Events.

On September 10, 2014, the Company announced the preliminary voting results on the matters voted upon at the Annual Meeting discussed under Item 5.07 above. A copy of the Company's press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 99.1 | Press Release, dated September 10, 2014, issued by CONMED Corporation. |

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.

CONMED CORPORATION

(Registrant)

By: /s/ Daniel S. Jonas

Name: Daniel S. Jonas, Esq.

Title: Executive Vice President Legal
Affairs & General Counsel

Date: September 12, 2014

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 99.1 | Press Release, dated September 10, 2014, issued by CONMED Corporation. |