

COHERENT INC
Form 8-K
March 08, 2017

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): **March 2, 2017**

COHERENT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-33962
(Commission File No.)

94-1622541
(IRS Employer Identification
Number)

5100 Patrick Henry Drive

Santa Clara, CA 95054

(Address of principal executive offices)

(408) 764-4000

(Registrant's telephone number, including area code)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 2, 2017, the stockholders of Coherent, Inc. (the Company) approved the Company's 2011 Equity Incentive Plan (the Plan). A description of the terms of the Plan is incorporated by reference herein to Proposal Five Approval of 2011 Equity Incentive Plan contained in the Company's proxy statement on Schedule 14A, as amended, filed with the Securities and Exchange Commission on February 8, 2017.

ITEM 5.07. Submission of Matters to a Vote of Securityholders

On March 2, 2017, the Company held its 2017 Annual Meeting of Stockholders. Present at the annual meeting in person or by proxy were holders of 23,180,935 shares of common stock, or approximately 94.4% of the total shares entitled to vote at the meeting. The voting results for each of the proposals considered at the annual meeting are provided below.

Proposal One

The stockholders elected each of the nominees listed below to serve on the Company's Board of Directors.

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------|------------|---------------|-------------|------------------|
| John R. Ambroseo | 21,429,443 | 298,391 | 12,223 | 1,440,878 |
| Jay T. Flatley | 21,556,626 | 167,595 | 15,836 | 1,440,878 |
| Susan M. James | 21,713,401 | 13,015 | 13,641 | 1,440,878 |
| L. William Krause | 21,553,572 | 169,510 | 16,975 | 1,440,878 |
| Garry W. Rogerson | 21,377,734 | 345,446 | 16,877 | 1,440,878 |
| Steve Skaggs | 21,716,637 | 6,583 | 16,837 | 1,440,878 |
| Sandeep Vij | 21,214,923 | 511,475 | 13,659 | 1,440,878 |

Proposal Two

The stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending September 30, 2017.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 22,725,855 | 442,452 | 12,628 | |

Proposal Three

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The stockholders voted to approve, on a non-binding, advisory basis, the Company's executive officer compensation.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 21,084,153 | 171,305 | 484,599 | 1,440,878 |

Proposal Four

The stockholders cast their vote with respect to the advisory vote on the frequency with which stockholders will vote on the Company's executive officer compensation as follows:

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|------------|---------|-----------|-------------|------------------|
| 17,799,015 | 76,025 | 3,188,413 | 676,603 | |

A majority of the votes cast were voted for holding future advisory votes on executive compensation on an annual basis. Based on these results, the Company will include an advisory vote on named executive officer compensation in its proxy statement for each annual meeting of stockholders until the next advisory vote taken on the frequency of advisory votes on named executive officer compensation.

Proposal Five

The stockholders approved the 2011 Equity Incentive Plan.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 20,301,742 | 860,932 | 577,383 | 1,440,878 |

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.

Date: March 8, 2017

COHERENT, INC.

By: */s/ Bret M. DiMarco*
Bret M. DiMarco
Executive Vice President and
General Counsel