

SHARPS COMPLIANCE CORP
Form 8-K
November 24, 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)
November 24, 2014 (November 20, 2014)
SHARPS COMPLIANCE CORP.
Commission File No. 001-34269

(Exact Name Of Registrant As Specified In Its Charter)
Delaware 74-2657168
(State Or Other Jurisdiction Of Incorporation or Organization) (IRS Employer Identification No.)

9220 Kirby Drive, Suite 500
Houston, Texas 77054
(Address Of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code)
713-432-0300

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))

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SIGNATURES

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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.

Non-Employee Board of Director Compensation Policy

On November 20, 2014, the Board of Directors of Sharps Compliance Corp. (the “Company” or “Sharps”) approved Board of Director compensation for the Company’s non-employee directors effective for the period from October 1, 2014 through September 30, 2015, paid or issued quarterly (except for special board meetings) as follows:

| Non-Employee Board of Directors Compensation | Chairman of the Board | Board Member | Committee Chair | Committee Member |
|--|-----------------------|--------------|-----------------|------------------|
| Quarterly Cash Retainer (\$) | \$15,000 | \$10,000 | | |
| Quarterly Restricted Stock Awards (shares): | | | | |
| Board Membership | 2,500 | 2,500 | | |
| Chairman of the Board | 1,250 | | | |
| Audit Committee | | | 375 | 187 |
| Compensation Committee | | | 375 | 187 |
| Corporate Governance Committee | | | 250 | 125 |
| Cash Fees for Special Meetings (\$) | \$1,000 | \$1,000 | | |

Executive Officer Stock Option Awards

On November 20, 2014, the Compensation Committee of the Board of Directors approved the following stock option awards for certain named executive officers:

| Officer | Stock Options |
|--|---------------|
| David P. Tusa, Chief Executive Officer and President | 120,000 |
| Diana P. Diaz, Vice President and Chief Financial Officer | 65,000 |
| Brandon L. Beaver, Senior Vice President of Sales | 65,000 |
| Gregory C. Davis, Vice President of Operation | 25,000 |
| Khairan “Al” Aladwani, Vice President of Quality Control/Assurance | 25,000 |

The stock options were granted under the Company’s 2010 Stock Plan and will vest over a four year period (one-quarter at end of each year beginning November 20, 2015). The exercise price of the options is equal to \$4.30 per share.

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

At the annual meeting of the stockholders of the Company, held on November 20, 2014, the matters voted upon at the Company’s Annual Meeting, and the results of the voting including broker non-votes as to such matters, were as stated below.

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Proposal 1. The following nominees for directors were elected to serve one-year terms expiring at the 2015 annual meeting of stockholders:

| Nominee | For | Against | Abstentions | Withheld |
|---------------------|-----------|---------|-------------|----------|
| John W. Dalton | 8,182,385 | - | - | 526,931 |
| Parris H. Holmes | 8,502,833 | - | - | 206,483 |
| F. Gardner Parker | 8,496,182 | - | - | 213,134 |
| David P. Tusa | 8,628,002 | - | - | 81,314 |
| Phillip C. Zerrillo | 8,503,325 | - | - | 205,991 |

Broker Non-Votes: 3,933,745

Proposal 2. The Amendment to the Company's 2010 Stock Plan to increase the number of shares of Common Stock available under the Plan by 2,000,000 shares:

| For | Against | Abstain |
|-----------|---------|---------|
| 8,218,160 | 481,482 | 9,674 |

Broker Non-Votes: 3,933,745

Proposal 3. The Non-Binding Advisory Vote on executive compensation:

| For | Against | Abstain |
|-----------|---------|---------|
| 8,467,365 | 229,158 | 12,793 |

Broker Non-Votes: 3,933,745

Proposal 4. The ratification by the Audit Committee of the Board of Directors of UHY LLP as independent registered public accounting for the current fiscal year:

| For | Against | Abstain |
|------------|---------|---------|
| 12,489,730 | 109,977 | 43,354 |

Broker Non-Votes: none

Item 9.01. Financial Statements and Exhibits.

None

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 thereunto duly authorized.

Date: November 24, 2014 SHARPS COMPLIANCE CORP.

By: /s/ DIANA P. DIAZ
Vice President and Chief Financial Officer
