

WATERS CORP /DE/  
Form 8-K  
May 11, 2017

**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) May 9, 2017**

**Waters Corporation**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction**  
**of Incorporation)**

**01-14010**  
**(Commission**  
**File Number)**

**13-3668640**  
**(IRS Employer**  
**Identification No.)**

**34 Maple Street, Milford, Massachusetts**  
**(Address of Principal Executive Offices)**

**01757**  
**(Zip Code)**

**(508) 478-2000**

**(Registrant's Telephone Number, Including Area Code)**

**N/A**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to 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))  
Indicate by check mark whether the registrant is an emerging growth company in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

A total of 70,637,773 shares were present or represented by proxy at the annual meeting of stockholders of Waters Corporation (the Company) on May 9, 2017, representing approximately 88.2% of all shares entitled to vote. The final results of voting on each of the matters submitted to a vote of stockholders during the annual meeting are as follows:

**PROPOSAL 1. ELECTION OF DIRECTORS**

|                               | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|-------------------------------|------------|-----------------|-----------------------------|
| <b>Election of Directors:</b> |            |                 |                             |
| Douglas A. Berthiaume         | 65,699,924 | 2,240,181       | 2,697,668                   |
| Christopher J. O'Connell      | 66,363,387 | 1,576,718       | 2,697,668                   |
| Michael J. Berendt, Ph.D.     | 61,679,658 | 6,260,447       | 2,697,668                   |
| Edward Conard                 | 63,531,312 | 4,408,793       | 2,697,668                   |
| Laurie H. Glimcher, M.D.      | 63,415,333 | 4,524,772       | 2,697,668                   |
| Christopher A. Kuebler        | 66,652,433 | 1,287,672       | 2,697,668                   |
| William J. Miller             | 62,584,764 | 5,355,344       | 2,697,665                   |
| JoAnn A. Reed                 | 66,952,447 | 987,658         | 2,697,668                   |
| Thomas P. Salice              | 62,221,588 | 5,718,517       | 2,697,668                   |

In accordance with the Company's Amended and Restated Bylaws and pursuant to the foregoing vote, each of the nominated directors was re-elected to the Company's board of directors.

**PROPOSAL 2. RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|------------|----------------|----------------|-----------------------------|
| Pursuant to the foregoing vote, the ratification of the selection of PricewaterhouseCoopers as the Company's independent registered public accounting firm was approved. | 68,980,550 | 1,624,623      | 32,600         |                             |

**PROPOSAL 3. NON-BINDING VOTE ON EXECUTIVE COMPENSATION**

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|------------|----------------|----------------|-----------------------------|
| Pursuant to the foregoing vote, the stockholders adopted a non-binding advisory resolution indicating their approval of the compensation paid to the Company's named executive officers. | 58,635,537 | 9,258,902      | 45,560         | 2,697,774                   |

**PROPOSAL 4. NON-BINDING VOTE ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES**

|   | <b>Every 1<br/>Year</b> | <b>Every 2<br/>Years</b> | <b>Every 3<br/>Years</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---|-------------------------|--------------------------|--------------------------|----------------|-----------------------------|
| The Board of Directors of the Company reviewed and considered the results of the advisory vote as well as general market practices, and determined that the Company will include an advisory vote on executive compensation in the Company's proxy materials once every year until such time as another advisory vote on the frequency of such non-binding advisory votes on executive compensation votes is held, in accordance with Section 14A(a)(2) of the Securities Exchange Act of 1934, as amended. | 62,804,067              | 23,977                   | 5,075,194                | 36,762         | 2,697,773                   |

**PROPOSAL 5. REAPPROVE MATERIAL TERMS OF PERFORMANCE GOALS AND RELATED PROVISIONS UNDER THE 2012 EQUITY INCENTIVE PLAN FOR PURPOSES OF 162(M) OF THE INTERNAL REVENUE CODE**

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|------------|----------------|----------------|-----------------------------|
| Pursuant to the foregoing vote, the Company's stockholders reapproved the material terms of the performance goals and related provisions under the 2012 Equity incentive plan for purposes of section 162(m) of the internal revenue code. | 66,244,885 | 1,664,198      | 30,916         | 2,697,774                   |

**PROPOSAL 6. CONSIDERATION OF A SHAREHOLDER PROPOSAL TO ADOPT A PROXY ACCESS BYLAW**

|   | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---|------------|----------------|----------------|-----------------------------|
| Pursuant to the foregoing vote, the Company's stockholders approved the shareholder proposal asking the Company's board of directors to take the steps necessary to adopt a proxy access bylaw. | 54,951,662 | 6,545,859      | 6,442,582      | 2,697,670                   |

**Item 8.01 Other Events**

On May 9, 2017, the Board of Directors of the Company authorized the Company to repurchase up to \$1,000,000,000 of its outstanding common stock over a three-year period. The Company's prior share repurchase program, which was authorized in May 2014 and set to expire in May 2017, that authorized the Company to repurchase up to \$750,000,000 of its outstanding common stock, has been extended and will be completed before utilizing the new authorization. As of May 9, 2017 there was \$31,000,000 remaining under that program.

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 hereunto duly authorized.

WATERS CORPORATION

Dated: May 11, 2017

By: /s/ SHERRY L. BUCK  
Name: Sherry L. Buck  
Title: Senior Vice President and  
Chief Financial Officer