

HOLOGIC INC  
Form 8-K  
March 12, 2019

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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): March 7, 2019

HOLOGIC, INC.

(Exact name of registrant as specified in its charter)

Delaware                      1-36214              04-2902449  
(State or other jurisdiction   (Commission   (IRS Employer  
of incorporation)              File Number)   Identification No.)  
250 Campus Drive, Marlborough, MA   01752  
(Address of principal executive offices)   (Zip Code)  
(508) 263-2900  
(Registrant's telephone number, including area code)  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

The Company's Annual Meeting of Stockholders was held on March 7, 2019. Of the 267,515,965 shares outstanding and entitled to vote, 251,644,732 shares were represented at the meeting, constituting a quorum of 94.06%

All eight director nominees were elected to the Board for a one-year term.

In addition to electing directors, the stockholders:

provided advisory approval of the Company's executive compensation ("say-on-pay"); and ratified the selection of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending September 28, 2019.

The results of the votes for each of these proposals were as follows:

Proposal 1. Election of Directors

| Nominees               | For         | Withhold   | Broker Non-Votes |
|------------------------|-------------|------------|------------------|
| Stephen P. MacMillan   | 237,093,518 | 4,007,529  | 10,543,685       |
| Sally W. Crawford      | 221,784,690 | 19,316,357 | 10,543,685       |
| Charles J. Dockendorff | 239,078,159 | 2,022,888  | 10,543,685       |
| Scott T. Garrett       | 221,175,933 | 19,925,114 | 10,543,685       |
| Ludwig N. Hantson      | 224,522,309 | 16,578,738 | 10,543,685       |
| Namal Nawana           | 224,145,567 | 16,955,480 | 10,543,685       |
| Christiana Stamoulis   | 240,592,669 | 508,378    | 10,543,685       |
| Amy M. Wendell         | 240,787,975 | 313,072    | 10,543,685       |

Proposal 2. Advisory approval of the Company's executive compensation

| For:        | Against:   | Abstain: | Broker Non-Votes: |
|-------------|------------|----------|-------------------|
| 158,018,788 | 82,762,537 | 319,722  | 10,543,685        |

Proposal 3. Ratification of the selection of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending September 28, 2019

| For:        | Against:  | Abstain: |
|-------------|-----------|----------|
| 249,279,863 | 2,141,805 | 223,064  |

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 12, 2019      HOLOGIC, INC.

By:     /s/ Patricia K. Dolan  
          Patricia K. Dolan  
          Vice President and  
          Secretary