

COVANCE INC  
Form 8-K  
May 18, 2011

**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) **May 12, 2011**

**Covance Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12213**  
(Commission  
File Number)

**22-3265977**  
(IRS Employer  
Identification No.)

**210 Carnegie Center, Princeton, New Jersey**  
(Address of principal executive offices)

**08540**  
(Zip Code)

Registrant's Telephone Number, Including Area Code **609-452-4440**

N/A

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(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))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS**

On May 12, 2011, the Board of Directors elected Brian H. Nutt to the position of Principal Accounting Officer.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Annual Meeting of Stockholders of Covance was held on May 12, 2011. The below proposals are described in detail in the 2011 Proxy Statement. The final results were as follows:

Two Class II members of the Board of Directors were reelected, with the following votes cast:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
Gary E. Costley	50,205,689	975,234
Sandra L. Helton	50,710,675	470,248

The shareholders approved an advisory vote relating to Executive Compensation, with the following votes cast:

<b>For</b>	<b>Against</b>	<b>Abstained</b>	<b>Broker-NonVotes</b>
41,404,359	9,611,613	164,951	4,696,942

The shareholders approved an advisory vote for Every One Year as the frequency with which shareholders are to be provided an advisory vote on Executive Compensation, with the following votes cast:

<b>Every One Year</b>	<b>Every Two Years</b>	<b>Every Three Years</b>	<b>Abstained</b>	<b>Broker-NonVotes</b>
38,765,334	129,491	12,208,390	77,708	4,696,942

In light of the voting results on the above matter, which were consistent with the recommendation of the Company's Board of Directors, Covance has determined that it will adopt a policy of holding a non-binding advisory vote on executive compensation once each year until the Company holds its next non-binding advisory vote on the frequency of the non-binding advisory vote on executive compensation, which must occur at least every six years.

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The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent auditors, with the following votes cast:

<b>For</b>	<b>Against</b>	<b>Abstained</b>
54,173,910	1,643,578	60,377

The shareholders rejected a shareholder proposal relating to annual reporting to shareholders on measures taken relating to USDA citations under the Animal Welfare Act, with the following votes cast:

<b>For</b>	<b>Against</b>	<b>Abstained</b>	<b>Broker-NonVotes</b>
2,609,437	38,973,680	9,597,806	4,696,942

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.

COVANCE INC.

Date: May 18, 2011

/s/ William E. Klitgaard

Name:

William E. Klitgaard

Title:

Corporate Senior Vice President  
and Chief Financial Officer