

COHERENT INC  
Form 8-K  
March 04, 2019

# 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): **February 28, 2019**

## 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:

- 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 Securityholders**

On February 28, 2019, Coherent, Inc. (the Company) held its Annual Meeting of Stockholders. Present at the annual meeting in person or by proxy were holders of 22,867,440 shares of common stock, or approximately 94.0% 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.

|                     |            |         |        |           |
|---------------------|------------|---------|--------|-----------|
| John R. Ambroseo    | 20,304,839 | 194,914 | 22,728 | 2,344,959 |
| Pamela Fletcher     | 20,460,988 | 39,478  | 22,015 | 2,344,959 |
| Michael R. McMullen | 20,464,944 | 34,075  | 23,462 | 2,344,959 |
| Steve Skaggs        | 20,456,383 | 43,205  | 22,893 | 2,344,959 |

**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 28, 2019.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 22,393,150 | 428,166       | 46,124      |                  |

**Proposal Three**

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 |
|------------|---------------|-------------|------------------|
| 19,661,837 | 596,994       | 263,650     | 2,344,959        |



**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 4, 2019

COHERENT, INC.

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