

WATERS CORP /DE/
Form 8-K
May 16, 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) May 15, 2014

Waters Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

01-14010
(Commission

13-3668640
(IRS Employer

File Number)

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

The final results of voting on each of the matters submitted to a vote of security holders during the Registrant's annual meeting of shareholders on May 15, 2014 are as follows.

PROPOSAL 1. ELECTION OF DIRECTORS

| | For | Against | Abstentions | Broker Non-Votes |
|---------------------------|------------|------------|-------------|---------------------|
| Election of Directors: | | | | |
| Douglas A. Berthiaume | 67,949,152 | 4,132,414 | | 3,444,345 |
| Joshua Bekenstein | 66,422,605 | 5,658,961 | | 3,444,345 |
| Michael J. Berendt, Ph.D. | 61,568,821 | 10,512,745 | | 3,444,345 |
| Edward Conard | 68,386,620 | 3,694,946 | | 3,444,345 |
| Laurie H. Glimcher, M.D. | 67,548,581 | 4,532,985 | | 3,444,345 |
| Christopher A. Kuebler | 71,735,668 | 345,898 | | 3,444,345 |
| William J. Miller | 67,395,790 | 4,685,776 | | 3,444,345 |
| JoAnn A. Reed | 71,064,692 | 1,016,874 | | 3,444,345 |
| Thomas P. Salice | 66,742,033 | 5,339,533 | | 3,444,345 |

Under the Registrant's Bylaws, each of the directors was elected, having received more votes for than against.

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

| | For | Against | Abstentions | Broker Non-Votes |
|--|------------|---------|-------------|---------------------|
| Under the Registrant's Bylaws, the selection of PricewaterhouseCoopers was ratified, having received for votes from more than a majority of shares cast for, against or abstain. | 74,713,581 | 748,775 | 63,555 | |

PROPOSAL 3. NON-BINDING VOTE ON EXECUTIVE COMPENSATION

| | For | Against | Abstentions | Broker Non-Votes |
|---|------------|-----------|-------------|---------------------|
| Advisory Vote on Executive Compensation Matters: Our shareholders approved the non-binding vote on executive compensation | 65,728,206 | 6,241,318 | 111,925 | 3,444,462 |

PROPOSAL 4. APPROVE THE COMPANY'S MANAGEMENT INCENTIVE PLAN

| | For | Against | Abstentions | Broker Non-Votes |
|---|------------|----------------|--------------------|-----------------------------|
| Our shareholders approved the Company's Management Incentive Plan, having received more votes for than against. | 69,663,381 | 2,335,770 | 82,299 | 3,444,461 |

Item 8.01 Other Events

On May 15, 2014, the Board of Directors of the Company authorized the Company to repurchase up to \$750,000,000 of its outstanding common stock over a three-year period (the May 2014 program). In May 2012, the Company's Board of Directors had authorized the repurchase of \$750,000,000 of its outstanding common stock (the May 2012 program) over a two-year period, which expired in May 2014. On May 15, 2014, the Company's Board of Directors also authorized the extension of the May 2012 program until May 15, 2015, permitting the repurchase of the remaining \$221,000,000 under the May 2012 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 16, 2014

By: /s/ EUGENE G. CASSIS
Name: Eugene G. Cassis
Title: Corporate Vice President and
Chief Financial Officer