

OMNICELL, Inc  
Form 8-K  
February 13, 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): February 13, 2017

OMNICELL, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	000-33043 (Commission File Number)	94-3166458 (IRS Employer Identification Number)
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590 East Middlefield Road  
Mountain View, CA 94043  
(Address of principal executive offices, including zip code)

(650) 251-6100  
(Registrant's telephone number, including area code)

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))



## Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On February 8, 2017, at a meeting of the Compensation Committee (the “Committee”) of the Board of Directors of Omnicell, Inc. (the “Company”), the Committee approved the 2017 annualized base salaries for the Company’s executive officers as set forth below. The Committee determined not to change the executive officers’ annualized base salaries from the salaries then in effect. In addition, the Committee granted long-term equity compensation awards to the Company’s executive officers in the amounts set forth below.

Name	Title	2017 Annualized Base Salary	2017 Annual Cash Bonus Target as % of Base Salary	Long-Term Equity Compensation			
				Stock Option Grant(1)	Restricted Stock Units (time based) (2)	Restricted Stock Units (performance based)(3)	
Randall A. Lipps	Chairman, President and Chief Executive Officer	\$ 660,000	125	% 134,160	16,350	54,500	
Peter J. Kuipers	Executive Vice President and Chief Financial Officer	\$ 375,000	70	% 30,190 4,200	3,680 (4)510	12,260 (4)1,700	(4)
J. Christopher Drew	President, North American Automation	\$ 375,000	90	% 30,190 5,030	3,680 (4)610	12,260 (4)2,050	(4)
Robin G. Seim	President, Global Automation and Medication Adherence	\$ 375,000	90	% 30,190 4,200	3,680 (4)510	12,260 (4)1,700	(4)
Nhat Ngo	Executive Vice President, Strategy and Business Development	\$ 300,000	90	% 21,800 1,680	2,660 (4)200	8,860 (4)680	(4)
Dan S. Johnston	Executive Vice President and Chief Legal and Administrative Officer	\$ 300,000	90	% 21,800 1,680	2,660 (4)200	8,860 (4)680	(4)
Jorge Tabora	Executive Vice President, Engineering	\$ 285,000	90	% 21,800 3,350	2,660 (4)410	8,860 (4)1,360	(4)

(1) The exercise price of each of the stock option grants is equal to the closing price of the Company’s stock on the date of grant, February 8, 2017, as reported on The NASDAQ Global Market, which was \$36.70 per share. The shares subject to each of the stock option grants vest as follows: 25% of the shares subject to the grant shall vest on the first anniversary of the vesting commencement date of such grants, February 8, 2018, with the remainder of the shares subject to the grant vesting in equal monthly installments over the following thirty-six months.

(2) The time-based restricted stock unit awards vest on a semi-annual basis over a period of four years commencing on June 15, 2017.

(3) The performance-based restricted stock unit awards vest as follows: 25% of the shares subject to the performance-based restricted stock unit awards shall vest, if at all, on the date of the Committee meeting in 2018 when the Committee reviews the Company stock performance objectives as compared to the NASDAQ Healthcare Index and certifies in writing the extent to which the objectives were met, with the remaining 75% of the shares subject to the performance-based restricted stock unit award vesting on a semi-annual basis over a period of thirty-six months

commencing on June 15, 2018 only if and to the extent the Committee certifies in writing that the stock performance objectives were met. The actual number of shares that vest subject to the performance-based restricted stock units may be 0%, 50% or 100% of the numbers reflected above, depending upon the Company's performance.

(4) Discretionary awards to the executive officers (other than Mr. Lipps) for their outstanding performance during 2016.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	2017 Executive Officer Annual Base Salaries

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

OMNICELL, INC.

Dated: February 13, 2017 By: /s/ Dan S.  
Johnston  
Dan S.  
Johnston  
Executive Vice  
President and  
Chief Legal  
and  
Administrative  
Officer

INDEX TO EXHIBITS

Exhibit Number	Description
10.1	2017 Executive Officer Annual Base Salaries