

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

The information set forth below under Item 8.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.02.

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

Masimo Corporation (the “Company”) held its Annual Meeting of Stockholders on April 20, 2016 (the “Meeting”). At the Meeting, a total of 47,207,516 shares, or 95.29% of the Company’s common stock issued and outstanding as of the record date, were represented in person or by proxy.

At the Meeting, the Company’s stockholders considered three proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 16, 2016 (the “Proxy Statement”).

Set forth below is a brief description of each matter voted upon at the Meeting and the voting results with respect to each matter.

Proposal No. 1: To elect the following nominee as a Class III director to serve until the Company’s 2019 Annual Meeting of Stockholders.

Nominee	For	Against	Abstentions	Broker Non-Votes
Craig Reynolds	28,300,678	16,282,762	85,891	2,538,185

Proposal No. 2: To ratify the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2016.

For	Against	Abstentions
47,000,364	142,506	64,646

Proposal No. 3: To vote on an advisory resolution to approve named executive officer compensation.

For	Against	Abstentions	Broker Non-Votes
17,402,078	23,619,971	3,647,282	2,538,185

Item 8.01. Other Events.

As previously disclosed in the Proxy Statement, Mr. Jack Lasersohn’s service on the Board of Directors of the Company (the “Board”) ceased when his current term expired at the Meeting. Effective upon the termination of Mr. Lasersohn’s service on the Board, the Company’s authorized number of directors was reduced to five.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Masimo Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MASIMO
CORPORATION

Date: April 26, 2016 By: /s/
MARK P.
DE RAAD
Mark P. de
Raad
Executive
Vice
President &
Chief
Financial
Officer
(Principal
Financial
and
Accounting
Officer)