

THORATEC CORP  
Form 8-K  
May 25, 2010

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**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 19, 2010  
THORATEC CORPORATION  
(Exact name of registrant as specified in its charter)**

**California**

**000-49798**

**94-2340464**

*(State or other jurisdiction  
of incorporation)*

*(Commission  
File Number)*

*(IRS Employer  
Identification No.)*

**6035 Stoneridge Drive**

**Pleasanton, California 94588**

*(Address of principal executive offices including zip code)*

**(925) 847-8600**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(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 (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))
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**Table of Contents****Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.****(e) Compensatory Arrangements of Certain Officers.**

The Board of Directors (the **Board**) of Thoratec Corporation (the **Company**) previously adopted, subject to shareholder approval, the amendment and restatement (the **Amendment**) of the Company's 2006 Incentive Stock Plan (the **2006 Plan**) that would (1) increase the total number of shares of Company Common Stock available for issuance under the 2006 Plan by 3,200,000 shares to a total of 8,600,000 and (2) provide that (a) each share issued as restricted stock bonuses, restricted stock units, phantom stock units, performance share bonuses, or performance share units counts against the number of shares available under the 2006 Plan as one and seven tenths (1.7) shares; and (b) each share issued as stock options, restricted stock purchase rights or stock appreciation rights counts against the shares available under the 2006 Plan on a share-for-share basis. According to the final results from the Company's Annual Meeting of Shareholders held on May 19, 2010 (the **Annual Meeting**), the Company's shareholders approved the Amendment. The foregoing description of the Amendment is qualified in its entirety by reference to the text of the Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

At the Annual Meeting, the shareholders of the Company voted on the following three proposals, each of which are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 13, 2010.

Proposal No. 1: To elect eight directors to serve for the ensuing year or until their successors are elected and qualified:

|                    | <b>Number of<br/>Votes</b> |                 |                  |
|--------------------|----------------------------|-----------------|------------------|
|                    | <b>For</b>                 | <b>Withheld</b> | <b>Non Votes</b> |
| Gerhard F. Burbach | 49,006,353                 | 936,736         | 3,691,166        |
| J. Daniel Cole     | 48,889,371                 | 1,053,718       | 3,691,166        |
| Steven H. Collis   | 49,239,210                 | 703,879         | 3,691,166        |
| Neil F. Dimick     | 47,493,779                 | 2,449,310       | 3,691,166        |
| Elisha W. Finney   | 49,238,851                 | 704,238         | 3,691,166        |
| D. Keith Grossman  | 31,297,637                 | 18,645,452      | 3,691,166        |
| Paul A. LaViolette | 49,238,073                 | 705,016         | 3,691,166        |
| Daniel M. Mulvena  | 48,890,601                 | 1,052,488       | 3,691,166        |

Proposal No. 2: To approve an amendment and restatement of the Thoratec Corporation 2006 Incentive Stock Plan:

|           | <b>Number of<br/>Votes</b> |
|-----------|----------------------------|
| For       | 40,059,043                 |
| Against   | 9,472,977                  |
| Abstain   | 411,069                    |
| Non Votes | 3,691,166                  |

Proposal No. 3: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent auditors for its fiscal year ending January 1, 2011:

|         | <b>Number of<br/>Votes</b> |
|---------|----------------------------|
| For     | 53,245,828                 |
| Against | 351,844                    |
| Abstain | 36,583                     |



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**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Amended and Restated Thoratec Corporation 2006 Incentive Stock Plan.<br>3. |

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**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.

Dated as of May 25, 2010

**THORATEC CORPORATION**

By: /s/ Gerhard F. Burbach  
Gerhard F. Burbach  
*President and Chief Executive Officer*

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