

MCKESSON CORP
Form 8-K
July 28, 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): July 26, 2017

McKesson Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13252
(Commission
File Number)

94-3207296
(I.R.S. Employer
Identification No.)

One Post Street, San Francisco, California
(Address of principal executive offices)

94104
(Zip Code)

Registrant's telephone number, including area code: (415) 983-8300

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:

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 as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

On July 26, 2017, the following six items were voted on at the 2017 Annual Meeting of Stockholders (the 2017 Annual Meeting) of McKesson Corporation (the Company), and the stockholder votes on each such matter, as certified by the Inspector of Election, are set forth below.

Item 1. The Board of Directors nominees for directors, as listed in Company s definitive proxy statement filed with the U.S. Securities and Exchange Commission on June 16, 2017 (the Definitive Proxy Statement), were each elected to serve a one-year term. The votes were as follows:¹

| Director Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|-------------|---------------|-------------|------------------|
| Andy D. Bryant | 148,758,591 | 17,752,939 | 412,954 | 18,725,174 |
| N. Anthony Coles, M.D. | 162,569,309 | 3,757,936 | 597,239 | 18,725,174 |
| John H. Hammergren | 160,226,692 | 5,650,092 | 1,047,700 | 18,725,174 |
| M. Christine Jacobs | 157,358,836 | 8,934,869 | 630,779 | 18,725,174 |
| Donald R. Knauss | 165,340,124 | 921,752 | 662,608 | 18,725,174 |
| Marie L. Knowles | 158,608,350 | 7,720,198 | 595,936 | 18,725,174 |
| Edward A. Mueller | 157,718,442 | 8,572,220 | 633,822 | 18,725,174 |
| Susan R. Salka | 165,466,999 | 881,909 | 575,576 | 18,725,174 |

Item 2. The appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending March 31, 2018 was ratified, having received the following votes:²

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 182,413,817 | 2,721,585 | 514,256 | |

Item 3. The proposal to approve, on an advisory basis, the compensation of the Company s named executive officers was not approved, having received the following votes:²

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 44,123,940 | 121,873,976 | 926,568 | 18,725,174 |

Item 4. The proposal for stockholders to vote, on an advisory basis, on the frequency of the advisory vote on executive compensation received the following votes:³

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|-------------|---------|-----------|-------------|------------------|
| 163,638,417 | 346,729 | 2,412,580 | 526,758 | 18,725,174 |

Item 5. The stockholder-submitted proposal on an independent board chairman was not approved, having received the following votes:²

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 66,949,505 | 99,196,732 | 778,247 | 18,725,174 |

Item 6. The stockholder-submitted proposal on action by written consent of stockholders was not approved, having received the following votes:²

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 77,067,237 | 87,960,073 | 1,897,174 | 18,725,174 |

Each of the items considered at the 2017 Annual Meeting is described in further detail in the Definitive Proxy Statement. No item other than the six items addressed above and described in the Definitive Proxy Statement was submitted at the 2017 Annual Meeting for stockholder action.

- ¹ Under the Company's majority voting standard, the election of a nominee required that the nominee receive a majority of the votes cast (that is, the number of votes cast for each nominee had to exceed the number of votes cast against such nominee). Therefore, abstentions and broker non-votes were required to be disregarded and had no effect on the vote results.
- ² Approval of each proposal with this footnote designation required the affirmative vote of a majority of the shares present, in person or by proxy, and entitled to vote on the proposal at the 2017 Annual Meeting. Therefore, abstentions, which represented shares present and entitled to vote, had the same effect as a vote against the proposal. Broker non-votes, if any, were required to be disregarded and had no effect on the vote results.
- ³ The frequency that received the highest number of votes cast constitutes the advisory recommendation of the stockholders. Abstentions and broker non-votes were required to be disregarded and had no effect on the vote results.

Disclosure Regarding Frequency of Stockholder Advisory Vote on Executive Compensation

Based on the results of the stockholder votes on proxy Item 4 above, and as recommended by the Company's Board of Directors, the Company has determined that an advisory vote on executive compensation will be submitted to stockholders on an annual basis until the next required advisory vote on the frequency of stockholder votes on executive compensation.

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: July 28, 2017

McKesson Corporation

By: /s/ Lori A. Schechter
Lori A. Schechter
Executive Vice President, General
Counsel and

Chief Compliance Officer