

COGNEX CORP
Form 8-K
April 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): April 25, 2019

Cognex Corporation

(Exact name of registrant as specified in charter)

Massachusetts
(State or other jurisdiction

of incorporation)

One Vision Drive, Natick, Massachusetts

001-34218
(Commission

File Number)

04-2713778
(IRS Employer

Identification No.)

01760-2059

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (508) 650-3000

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 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))

Indicate by check mark whether the registrant is an emerging growth company 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 April 25, 2019, the Company held its 2019 Annual Meeting of Shareholders (the Meeting). As of the record date for the Meeting, there were 171,361,704 shares of common stock of the Company outstanding and entitled to vote. The Company shareholders approved each of the proposals put to a vote as recommended by the Board. The proposals had been previously announced and described in the Notice of Meeting contained in the Company's 2019 Proxy Statement filed with the Securities and Exchange Commission on March 13, 2019. The 155,390,948 shares represented at the Meeting were voted as follows:

1. The election of Robert J. Shillman, Anthony Sun and Robert J. Willett as Directors to serve for a term ending in 2022. Each nominee for director was elected by a vote of the shareholders as follows:

| | For | Against | Abstained | Broker Non-Votes |
|--------------------|-------------|------------|-----------|------------------|
| Robert J. Shillman | 134,331,118 | 7,780,337 | 102,249 | 13,177,244 |
| Anthony Sun | 119,996,466 | 17,061,392 | 5,155,846 | 13,177,244 |
| Robert J. Willett | 140,486,159 | 1,620,850 | 106,695 | 13,177,244 |

2. To ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2019. The proposal was approved by a vote of the shareholders as follows:

| | |
|------------------|-------------|
| For | 154,224,078 |
| Against | 1,018,610 |
| Abstained | 148,260 |
| Broker Non-Votes | 0 |

3. To cast a non-binding advisory vote to approve the compensation of the Company's named executive officers as described in the Proxy Statement including the Compensation Discussion and Analysis, compensation tables and narrative discussion (say-on-pay). The proposal was approved by a vote of the shareholders as follows:

| | |
|------------------|-------------|
| For | 131,259,018 |
| Against | 10,705,854 |
| Abstained | 248,832 |
| Broker Non-Votes | 13,177,244 |

No other matters were voted upon at the Meeting.

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.

COGNEX CORPORATION

Date: April 26, 2019

By: /s/ John J. Curran

Name: John J. Curran

Title: Senior Vice President of Finance and Chief
Financial Officer