

CVS CAREMARK CORP
Form 8-K
May 09, 2014

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 8, 2014

CVS CAREMARK CORPORATION
(Exact Name of Registrant
as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-01011
(Commission File Number)

05-0494040
(IRS Employer Identification No.)

One CVS Drive
Woonsocket, Rhode Island 02895
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (401) 765-1500

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.):

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

The following are the voting results on each matter submitted to the stockholders of CVS Caremark Corporation (the "Company") at its Annual Meeting of Stockholders held on May 8, 2014 (the "Annual Meeting"). The proposals below are described in detail in the Proxy Statement relating to the Annual Meeting (the "Proxy Statement"). At the Annual Meeting, each of the nine nominees for director was elected to the Company's Board of Directors for a term of one year (Proposal 1). In addition, management proposals regarding the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014 (Proposal 2) and a non-binding resolution regarding approval of the compensation of the Company's named executive officers as disclosed in the Proxy Statement (Proposal 3), were approved.

| | For | Against | Abstained | Broker Non-Votes |
|---|---------------|-------------|-----------|---------------------|
| 1. The election, for one-year terms, of all persons nominated for directors, as set forth in the Company's Proxy Statement, was approved by the following votes: | | | | |
| C. David Brown II | 909,269,627 | 20,084,523 | 4,270,834 | 84,159,746 |
| Nancy-Ann M. DeParle | 926,919,347 | 2,498,800 | 4,206,837 | 84,159,746 |
| David W. Dorman | 903,026,392 | 26,392,917 | 4,205,675 | 84,159,746 |
| Anne M. Finucane | 925,684,422 | 3,711,419 | 4,229,143 | 84,159,746 |
| Larry J. Merlo | 926,919,365 | 2,504,944 | 4,200,675 | 84,159,746 |
| Jean-Pierre Millon | 926,877,957 | 2,490,367 | 4,256,660 | 84,159,746 |
| Richard J. Swift | 853,341,966 | 76,014,234 | 4,268,784 | 84,159,746 |
| William C. Weldon | 909,469,815 | 19,907,263 | 4,247,906 | 84,159,746 |
| Tony L. White | 910,275,275 | 19,089,848 | 4,259,861 | 84,159,746 |
| 2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2014 fiscal year, as set forth in the Company's Proxy Statement, was approved by the following vote: | | | | |
| 3. Company proposal to approve, by a non-binding vote, the compensation of the Company's named executive officers, as set forth in the Company's Proxy Statement, was approved by the following vote: | | | | |
| | 1,007,574,322 | 5,506,412 | 4,703,996 | — |
| | 652,767,861 | 272,051,562 | 8,805,561 | 84,159,746 |

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.

CVS CAREMARK CORPORATION

By: /s/ Colleen M. McIntosh
Colleen M. McIntosh
Senior Vice President and
Corporate Secretary

Dated: May 9, 2014