

CARDINAL HEALTH INC  
Form 8-K  
November 05, 2012

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): November 2, 2012

Cardinal Health, Inc.  
(Exact Name of Registrant as Specified in Charter)

|  |  |  |
|--|--|--|
| Ohio<br>(State or Other Jurisdiction<br>of Incorporation)                                      | 1-11373<br>(Commission<br>File Number) | 31-0958666<br>(IRS Employer<br>Identification No.) |
| 7000 Cardinal Place, Dublin, Ohio 43017<br>(Address of Principal Executive Offices) (Zip Code) |  |  |
| (614) 757-5000<br>(Registrant's telephone number, including area code)                         |  |  |

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

Cardinal Health, Inc. (the "Company") held its 2012 Annual Meeting of Shareholders (the "Annual Meeting") on November 2, 2012. For more information on the following proposals, see the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on September 14, 2012 (the "Proxy Statement"), the relevant portions of which are incorporated herein by reference.

The shareholders elected the 12 nominees to the Board of Directors, each to serve until the 2013 Annual Meeting of Shareholders and until his or her successor is duly elected and qualified, and voted as follows:

| Director                   | For         | Against    | Abstained | Broker Non-Votes |
|----------------------------|-------------|------------|-----------|------------------|
| Colleen F. Arnold          | 270,459,963 | 1,303,885  | 266,228   | 26,775,944       |
| George S. Barrett          | 261,099,648 | 10,659,550 | 270,878   | 26,775,944       |
| Glenn A. Britt             | 266,118,720 | 5,621,204  | 290,152   | 26,775,944       |
| Carrie S. Cox              | 269,216,375 | 2,516,313  | 297,388   | 26,775,944       |
| Calvin Darden              | 270,277,237 | 1,401,415  | 351,424   | 26,775,944       |
| Bruce L. Downey            | 270,409,675 | 1,322,850  | 297,551   | 26,775,944       |
| John F. Finn               | 268,749,533 | 2,997,936  | 282,607   | 26,775,944       |
| Clayton M. Jones           | 265,656,003 | 6,088,355  | 285,718   | 26,775,944       |
| Gregory B. Kenny           | 265,954,102 | 5,723,884  | 352,090   | 26,775,944       |
| David P. King              | 270,398,694 | 1,284,403  | 346,979   | 26,775,944       |
| Richard C. Notebaert       | 268,992,257 | 2,720,514  | 317,305   | 26,775,944       |
| Jean G. Spaulding,<br>M.D. | 270,139,787 | 1,622,562  | 267,727   | 26,775,944       |

The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 295,555,928 |
| Against          | 2,811,331   |
| Abstained        | 438,761     |
| Broker Non-Votes | 0           |

The shareholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 262,373,156 |
| Against          | 9,255,858   |
| Abstained        | 401,062     |
| Broker Non-Votes | 26,775,944  |

The shareholder proposal set forth in the Proxy Statement was not submitted to a vote at the Annual Meeting because the proponent failed to present the proposal 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.

Cardinal Health, Inc.  
(Registrant)

Date: November 5, 2012

By: /s/ Craig S. Morford  
Name: Craig S. Morford  
Title: Chief Legal and Compliance Officer