

IDEXX LABORATORIES INC /DE  
Form 8-K  
December 12, 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): **December 6, 2017**

**IDEXX LABORATORIES, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**                      **000-19271**                      **01-0393723**  
*(State or other jurisdiction (Commission File Number) (IRS Employer Identification No.)  
of incorporation)*

One IDEXX Drive, Westbrook, Maine **04092**  
*(Address of principal executive offices) (ZIP Code)*

**207.556.0300**

*(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))

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 5.03 Amendments to Articles of Incorporation or ByLaws; Change in Fiscal Year.**

Effective December 6, 2017, the Board of Directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”) amended and restated the Company’s bylaws (as so amended and restated, the “Amended Bylaws”) to implement proxy access. The Amended Bylaws include a new Section 2.8 that permits a stockholder, or a group of up to 20 stockholders, owning at least 3% of the Company’s outstanding common stock continuously for at least three years to nominate and include in the Company’s annual meeting proxy materials director nominees constituting up to the greater of (i) two individuals or (ii) 20% of the number of directors serving on the Board, provided that the nominating stockholder(s) and the director nominee(s) satisfy the requirements specified in the Amended Bylaws.

In addition, the Amended Bylaws also contain changes to conform with the adoption of the proxy access provision, as well as other minor, non-substantive changes.

The foregoing summary description of the amendments to the Bylaws is not intended to be complete and is qualified in its entirety by reference to the complete text of the Amended Bylaws, a copy of which is included as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

<u>3.1</u>	<u>Amended and Restated Bylaws of IDEXX Laboratories, Inc., amended through December 6, 2017.</u>
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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.

**IDEXX LABORATORIES, INC.**

Date: December 12, 2017 By: /s/ Jacqueline L. Studer

Jacqueline L. Studer  
Corporate Vice President,

General Counsel and Secretary