

CHARLES RIVER LABORATORIES INTERNATIONAL INC
Form 8-K
May 14, 2018

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, 2018

Charles River Laboratories International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15943

06-1397316

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

251 Ballardvale St., Wilmington,
Massachusetts

01887

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

781-222-6000

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))

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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. []

Top of the Form**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Company held its Annual Meeting of Shareholders on May 8, 2018. For more information on the following proposals, see the Company's proxy statement dated March 29, 2018. At the Company's Annual Meeting, the following proposals were adopted by the votes specified below:

(a) The following eleven (11) directors were elected to serve until our 2019 Annual Meeting of Shareholders and received the number of votes listed opposite each of their names below:

| | Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstained | Broker Non-Votes |
|----------------------|-------------------------------|--------------------------------------|----------------------------------|---------------------|
| James C. Foster | 39,761,241 | 1,397,969 | 322,119 | 2,313,982 |
| Robert J. Bertolini | 41,326,276 | 139,147 | 15,906 | 2,313,982 |
| Stephen D. Chubb | 40,546,667 | 919,770 | 14,892 | 2,313,982 |
| Deborah T. Kochevar | 40,763,577 | 703,538 | 14,214 | 2,313,982 |
| Martin W. MacKay | 41,350,551 | 115,235 | 15,543 | 2,313,982 |
| Jean-Paul Mangeolle | 41,274,380 | 192,738 | 14,211 | 2,313,982 |
| George E. Massaro | 40,639,756 | 826,089 | 15,484 | 2,313,982 |
| George M. Milne, Jr. | 35,277,811 | 6,146,118 | 57,400 | 2,313,982 |
| C. Richard Reese | 40,917,952 | 548,164 | 15,213 | 2,313,982 |
| Craig B. Thompson | 40,848,845 | 618,573 | 13,911 | 2,313,982 |
| Richard F. Wallman | 40,300,829 | 1,165,257 | 15,243 | 2,313,982 |

(b) The shareholders approved, on an advisory, non-binding basis, the compensation of our named executive officers.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 39,878,272 | 1,545,723 | 57,334 | 2,313,982 |

(c) The shareholders approved the 2018 Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 37,145,235 | 4,278,391 | 57,703 | 2,313,982 |

(d) The shareholders approved the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors for fiscal 2018.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|---------------------|
| 43,061,661 | 716,460 | 17,190 | 0 |

Computershare Trust Company, N.A., our transfer agent, acted as independent proxy tabulator and Inspector of Election at the Annual Meeting of Shareholders.

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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.

Charles River Laboratories International, Inc.

May 14, 2018

By: *Matthew L. Daniel*

*Name: Matthew L. Daniel
Title: Corporate Senior Vice President, Legal Compliance,
Deputy General Counsel and Assistant Secretary*