

HEALTHWAYS, INC
Form 8-K
May 26, 2016

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 26, 2016

HEALTHWAYS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--|
| Delaware | 000-19364 | 62-1117144 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

701 Cool Springs Boulevard
Franklin, Tennessee 37067
(Address of principal executive offices) (Zip Code)

(615) 614-4929
(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:

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))

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

(a) The Annual Meeting was held on May 26, 2016, at which a total of 32,224,908 shares of the Company's common stock, out of a total of 36,137,666 shares of the Company's common stock outstanding and entitled to vote, were present in person or represented by proxies.

(b) The following proposals were voted upon at the Annual Meeting:

To elect Mary Jane England, M.D., Archelle Georgiou, M.D., Robert J. Greczyn, Jr., Peter A. Hudson, M.D.,
 (i) Bradley S. Karro, Paul H. Keckley, Ph.D., Conan J. Laughlin, Lee A. Shapiro, Donato J. Tramuto and Kevin G. Wills as directors of the Company. The results of the election of the above-mentioned nominees were as follows:

| | For | Against | Abstain from Voting | Broker Non-Votes |
|-------------------------|------------|-----------|---------------------|------------------|
| Mary Jane England, M.D. | 28,019,882 | 1,080,849 | 2,014 | 3,122,163 |
| Archelle Georgiou, M.D. | 28,953,957 | 146,624 | 2,164 | 3,122,163 |
| Robert J. Greczyn, Jr. | 28,886,561 | 212,466 | 3,718 | 3,122,163 |
| Peter A. Hudson, M.D. | 28,953,690 | 146,774 | 2,281 | 3,122,163 |
| Bradley S. Karro | 28,010,055 | 1,089,072 | 3,618 | 3,122,163 |
| Paul H. Keckley, Ph.D. | 28,797,690 | 301,336 | 3,719 | 3,122,163 |
| Conan J. Laughlin | 28,336,234 | 764,146 | 2,365 | 3,122,163 |
| Lee A. Shapiro | 28,952,638 | 147,492 | 2,615 | 3,122,163 |
| Donato J. Tramuto | 28,855,054 | 221,536 | 26,155 | 3,122,163 |
| Kevin G. Wills | 28,740,015 | 360,049 | 2,681 | 3,122,163 |

(ii) To consider and act upon non-binding, advisory vote to approve compensation of the Company's named executive officers. The voting results were as follows:

| For | Against | Abstain from Voting | Broker Non-Votes |
|------------|-----------|---------------------|------------------|
| 21,804,986 | 7,292,578 | 5,181 | 3,122,163 |

(iii) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The voting results were as follows:

| For | Against | Abstain from Voting | Broker Non-Votes |
|------------|---------|---------------------|------------------|
| 32,180,330 | 37,178 | 7,400 | N/A |

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.

HEALTHWAYS, INC.

By: /s/ Alfred Lumsdaine
Alfred Lumsdaine
Chief Financial Officer

Date: May 26, 2016
