

MASIMO CORP  
Form 8-K  
October 07, 2013

**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): October 2, 2013**

**MASIMO CORPORATION**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-33642**  
**(Commission File Number)**

**33-0368882**  
**(IRS Employer**

**Identification No.)**

**40 Parker**  
**Irvine, California**

**92618**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (949) 297-7000

**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.**

Masimo Corporation (the Company) held its Annual Meeting of Stockholders on October 2, 2013. At the meeting, a total of 54,398,145 shares, or 96.28%, of the Common Stock outstanding as of the record date, were represented in person or by proxy. At the meeting, the Company's stockholders considered three proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on August 28, 2013 (the Proxy Statement).

Set forth below is a brief description of each matter voted upon at the meeting and the voting results with respect to each matter.

**Proposal No. 1:** To elect the following nominees as Class III directors to serve until the Company's 2016 annual meeting of stockholders.

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
Mr. Joe Kiani	43,346,336	2,809,740	6,584	8,235,485
Mr. Jack Lasersohn	34,425,948	11,729,423	7,289	8,235,485

**Proposal No. 2:** To ratify the selection by the Audit Committee of the Board of Directors of Grant Thornton LLP as the Company's independent auditors for the Company's fiscal year ending December 28, 2013.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
54,153,282	234,412	10,451

**Proposal No. 3:** To approve by an advisory (nonbinding) vote the compensation of the Company's named executive officers, as presented in the Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
22,239,928	18,575,775	5,346,957	8,235,485

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Masimo Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MASIMO CORPORATION

Date: October 7, 2013

By: /s/ MARK P. DE RAAD

Mark P. de Raad

*Executive Vice President and Chief Financial  
Officer*

*(Principal Financial and Accounting Officer)*