

AGILENT TECHNOLOGIES INC
Form 8-K
March 25, 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): March 20, 2013

AGILENT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware 001-15405
(State or other jurisdiction (Commission
of incorporation) File Number)

77-0518772
(IRS Employer
Identification No.)

5301 Stevens Creek Boulevard, Santa Clara, CA 95,051
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (408) 345-8886

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

The Annual Meeting of Stockholders of Agilent Technologies, Inc. (the "Company") was held on March 20, 2013 (the "Annual Meeting"). A total of 298,757,097 shares of Common Stock, representing approximately 86.11% of the shares outstanding, were represented at the Annual Meeting. The voting results for each item of business properly presented at the Annual Meeting, as certified by the Company's independent inspector of elections, are set forth below:

Proposal No. 1 The election of three (3) directors for a term of three years. The individuals listed below received the affirmative vote of a majority of the votes cast by the shares present in person or represented by proxy and entitled to vote at the Annual Meeting, and were each elected to serve a three-year term.

| Name | For | Against | Abstain | Broker Non-Vote |
|-----------------------|-------------|------------|-----------|-----------------|
| Paul N. Clark | 254,716,653 | 4,839,505 | 313,984 | 38,886,955 |
| James G. Cullen | 250,103,807 | 8,504,932 | 1,261,400 | 38,886,955 |
| Tadataka Yamada, M.D. | 247,236,273 | 12,254,064 | 379,805 | 38,886,955 |

Directors Robert J. Herbold, Koh Boon Hwee, Heidi Fields, David M. Lawrence, M.D., A. Barry Rand and William P. Sullivan continued in office following the Annual Meeting.

Proposal No. 2 The proposal to ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2013 fiscal year was approved as set forth below.

| For | Against | Abstain |
|-------------|-----------|---------|
| 295,249,830 | 2,899,605 | 607,662 |

Proposal No. 3 The non-binding advisory vote to approve the fiscal year 2012 compensation of the Company's named executive officers was approved as set forth below.

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 251,665,629 | 7,613,958 | 590,555 | 38,886,955 |

Proposal No. 4 The stockholder proposal regarding board declassification was not submitted to a vote at the Annual Meeting because the proponent failed to properly present the proposal personally or through a qualified representative at the Annual Meeting.

SIGNATURE

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.

AGILENT TECHNOLOGIES, INC.

By: /s/ Stephen D. Williams
Name: Stephen D. Williams
Title: Vice President, Assistant General Counsel
and Assistant Secretary

Date: March 25, 2013