

STERICYCLE INC  
Form 8-K  
May 28, 2015

---

---

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 27, 2015

Stericycle, Inc.  
(Exact name of registrant as specified in its charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 0-21229<br>(Commission File Number) | 36-3640402<br>(IRS Employer Identification<br>Number) |
|---|-------------------------------------|---|

28161 North Keith Drive  
Lake Forest, Illinois 60045  
(Address of principal executive offices including zip code)

(847) 367-5910  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

---

---

Edgar Filing: STERICYCLE INC - Form 8-K

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 CR 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.

We held our 2015 Annual Meeting of Stockholders on May 27, 2015, at the DoubleTree Hotel Chicago O'Hare Airport-Rosemont, Rosemont, Illinois 60018.

At the meeting, stockholders voted on the following matters:

- (1) the election to our Board of Directors of the 10 nominees for director named in the proxy statement for the annual meeting;
- (2) ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2015;
- (3) a non-binding advisory resolution to approve the compensation of our named executive officers as disclosed in the proxy statement (the "say-on-pay" vote); and
- (4) a stockholder proposal requesting that the Board adopt a policy to require that the Chairman of the Board be an independent director.

The results of this voting were as follows:

## Election of Directors

|                    | For        | Against   | Abstain | Broker<br>Non-Vote |
|--------------------|------------|-----------|---------|--------------------|
| Mark C. Miller     | 66,847,107 | 803,533   | 56,765  | 6,002,426          |
| Jack W. Schuler    | 65,946,650 | 1,569,068 | 191,687 | 6,002,426          |
| Charles A. Alutto  | 67,117,323 | 531,723   | 58,359  | 6,002,426          |
| Lynn D. Bleil      | 67,416,411 | 234,584   | 56,410  | 6,002,426          |
| Thomas D. Brown    | 67,270,508 | 379,353   | 57,544  | 6,002,426          |
| Thomas F. Chen     | 67,227,177 | 422,915   | 57,313  | 6,002,426          |
| Rod F. Dammeyer    | 66,254,161 | 1,295,801 | 157,443 | 6,002,426          |
| William K. Hall    | 67,155,293 | 390,880   | 161,232 | 6,002,426          |
| John Patience      | 66,375,452 | 1,275,079 | 56,874  | 6,002,426          |
| Mike S. Zafirovski | 67,255,092 | 392,789   | 59,524  | 6,002,426          |

## Ratification of Appointment of Ernst &amp; Young LLP

|  | For        | Against   | Abstain | Broker<br>Non-Vote |
|--|------------|-----------|---------|--------------------|
|  | 72,623,229 | 1,023,791 | 62,811  | --                 |

## Say-on-Pay Vote

|  | For        | Against   | Abstain | Broker<br>Non-Vote |
|--|------------|-----------|---------|--------------------|
|  | 65,592,084 | 2,018,416 | 96,905  | 6,002,426          |

## Stockholder Proposal to Require an Independent Board Chairman

|  | For        | Against    | Abstain | Broker<br>Non-Vote |
|--|------------|------------|---------|--------------------|
|  | 28,822,246 | 38,665,701 | 219,458 | 6,002,426          |



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 thereunto duly authorized.

Dated: May 28, 2015

Stericycle, Inc.

By: /s/ Daniel V. Ginnetti

Daniel V. Ginnetti  
Executive Vice President and Chief Financial Officer