

KINDRED HEALTHCARE, INC  
Form 8-K  
May 18, 2012

**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 17, 2012

**KINDRED HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

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

**001-14057**  
(Commission  
File Number)

**61-1323993**  
(IRS Employer  
Identification No.)

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**680 South Fourth Street**

**Louisville, Kentucky**

(Address of principal executive offices)

**40202-2412**

(Zip Code)

**Registrant's telephone number, including area code: (502) 596-7300**

**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 to 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.**

On May 17, 2012, Kindred Healthcare, Inc. (the Company) held its 2012 Annual Meeting of Shareholders.

At the annual meeting, the Company's shareholders voted to elect the following board members to terms expiring at the Company's 2013 Annual Meeting of Shareholders: Edward L. Kuntz, Joel Ackerman, Jonathan D. Blum, Dr. Thomas P. Cooper, Paul J. Diaz, Christopher T. Hjelm, Isaac Kaufman, Frederick J. Kleisner, Eddy J. Rogers, Jr., John H. Short, Ph.D. and Phyllis R. Yale.

In addition to electing directors, the Company's shareholders approved the Company's 2011 executive compensation program, approved the 2012 Equity Plan for Non-Employee Directors, ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2012 and approved a shareholder proposal from the City of Philadelphia Public Employees Retirement System requesting the Board of Directors to adopt a policy requiring the Chair of the Company's Board of Directors to be an independent member of the Board (the Shareholder Proposal).

The final voting results on these matters were as follows:

1. Election of Directors:

| Name                      | For        | Against   | Abstain | Broker Non-Votes |
|---------------------------|------------|-----------|---------|------------------|
| a. Edward L. Kuntz        | 44,970,367 | 873,392   | 127,751 | 2,690,206        |
| b. Joel Ackerman          | 42,061,839 | 3,781,640 | 128,031 | 2,690,206        |
| c. Jonathan D. Blum       | 39,235,122 | 6,608,817 | 127,571 | 2,690,206        |
| d. Thomas P. Cooper, M.D. | 45,184,499 | 659,534   | 127,477 | 2,690,206        |
| e. Paul J. Diaz           | 45,024,880 | 819,050   | 127,580 | 2,690,206        |
| f. Christopher T. Hjelm   | 45,250,232 | 573,727   | 147,551 | 2,690,206        |
| g. Isaac Kaufman          | 44,873,385 | 970,074   | 128,051 | 2,690,206        |
| h. Frederick J. Kleisner  | 45,279,547 | 564,505   | 127,458 | 2,690,206        |
| i. Eddy J. Rogers, Jr.    | 39,229,202 | 6,614,780 | 127,528 | 2,690,206        |
| j. John H. Short, Ph.D.   | 45,022,931 | 821,107   | 127,472 | 2,690,206        |
| k. Phyllis R. Yale        | 39,251,718 | 6,592,499 | 127,293 | 2,690,206        |

2. Non-binding advisory vote to approve the compensation of the Company's named executive officers disclosed in the Company's 2012 proxy statement:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 37,730,119 | 8,044,591 | 196,800 | 2,690,206        |

3. Proposal to approve the 2012 Equity Plan for Non-Employee Directors:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 41,662,865 | 4,115,106 | 193,539 | 2,690,206        |

4. Proposal to ratify the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered public accounting firm for fiscal year 2012:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 47,912,646 | 570,298 | 178,772 |                  |



5. Shareholder Proposal:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 23,930,949 | 21,796,956     | 243,605        | 2,690,206               |

**Item 8.01. Other Events.**

Incorporated by reference is a press release issued by the Company on May 17, 2012, which is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press release dated May 17, 2012.

**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 hereto duly authorized.

Date: May 18, 2012

By: /s/ Joseph L. Landenwich  
Joseph L. Landenwich  
Co-General Counsel and Corporate Secretary