

HEALTHSOUTH CORP
Form 8-K
May 09, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 5, 2011

HealthSouth Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-10315
(Commission File Number)

63-0860407
(I.R.S. Employer
Identification No.)

3660 Grandview Parkway, Suite 200, Birmingham, Alabama 35243
(Address of Principal Executive Offices, Including Zip Code)

(205) 967-7116
(Registrant's telephone number)

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

On May 5, 2011, HealthSouth Corporation (the “Company”) held its 2011 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders voted on the following proposals:

1. election of all ten members of the Company’s board of directors;
2. the ratification of PricewaterhouseCoopers LLP as its independent registered public accounting firm;
3. the approval of the compensation of our named executive officers, as disclosed in the proxy statement filed on April 4, 2011 pursuant to the compensation disclosure rules of the Securities and Exchange Commission;
4. the frequency with which stockholders are provided an advisory vote on executive compensation, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission; and
5. the approval of the Amended and Restated 2008 Equity Incentive Plan.

As of the record date for the Annual Meeting, there were 95,180,871 shares of the Company’s common stock issued and outstanding and 400,000 shares of the Company’s 6.50% Series A Convertible Perpetual Preferred Stock issued and outstanding. Each share of common stock and preferred stock was entitled to one vote on each matter properly brought before the Annual Meeting. The common stock and preferred stock voted together as a class. Votes representing 87.87% of the combined voting power of the common stock and preferred stock were present in person or represented by proxy at the Annual Meeting.

The voting results for the Annual Meeting were as follows:

- Proposal 1, election of directors, which passed:

| Name of Nominee | Votes For | Votes Withheld | Votes Abstained |
|------------------------|------------|----------------|-----------------|
| Edward A. Blechschmidt | 74,225,196 | 326,450 | N/A |
| John W. Chidsey | 74,346,881 | 204,765 | N/A |
| Donald L. Correll | 74,347,319 | 204,327 | N/A |
| Yvonne M. Curl | 73,533,342 | 1,018,304 | N/A |
| Charles M. Elson | 72,497,098 | 2,054,548 | N/A |
| Jay Grinney | 74,351,700 | 199,946 | N/A |
| Jon F. Hanson | 74,236,938 | 314,708 | N/A |
| Leo I. Higdon, Jr. | 74,243,562 | 308,084 | N/A |
| John E. Maupin, Jr. | 74,162,522 | 389,124 | N/A |
| L. Edward Shaw, Jr. | 74,330,263 | 221,383 | N/A |

- Proposal 2, ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm, which passed:

| Votes For | Votes Against | Votes Abstained |
|------------|---------------|-----------------|
| 82,392,438 | 1,475,483 | 123,989 |

- Proposal 3, approval of the compensation of our named executive officers, which passed:

| Votes For | Votes Against | Votes Abstained |
|------------|---------------|-----------------|
| 73,009,780 | 516,705 | 1,025,161 |

- Proposal 4, frequency with which stockholders are provided an advisory vote on executive compensation, which options received the following votes:

| Votes For 1 Year | Votes For 2 Years | Votes For 3 Years | Votes Abstained |
|---------------------|----------------------|----------------------|--------------------|
| 65,976,928 | 215,309 | 7,227,766 | 1,131,643 |

- Proposal 5, approval of the Amended and Restated 2008 Equity Incentive Plan, which passed:

| Votes For | Votes Against | Votes Abstained |
|------------|---------------|-----------------|
| 67,913,940 | 5,128,641 | 1,509,065 |

Each of Proposals 1, 3, 4 and 5 received 9,440,264 broker non-votes. There were no broker non-votes on Proposal 2.

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.

HEALTHSOUTH Corporation

By: */s/John P. Whittington*
Name: John P. Whittington
Title: Executive Vice President,
General Counsel, and Corporate
Secretary

Dated: May 9, 2011