

Mylan N.V.
Form 8-K
June 24, 2016

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): June 24, 2016

Mylan N.V.

(Exact name of registrant as specified in its charter)

The Netherlands
(State or other jurisdiction

of incorporation)

Building 4, Trident Place

333-199861
(Commission

File Number)

98-1189497
(IRS Employer

Identification No.)

AL10 9UL

Mosquito Way, Hatfield, Hertfordshire
(Address of principal executive offices)

(Zip Code)

+44 (0) 1707 853 000

(Registrant's telephone number, including area code)

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 June 24, 2016, Mylan N.V. (Mylan or the Company) held its annual general meeting of shareholders (the Annual General Meeting) to (i) appoint two executive directors and 11 non-executive directors, each for a term ending immediately after the next annual general meeting held after their appointment; (ii) adopt the Dutch annual accounts for fiscal year 2015; (iii) ratify the selection of Deloitte & Touche LLP (Deloitte) as the Company's independent registered public accounting firm for fiscal year 2016; (iv) instruct Deloitte Accountants B.V. for the audit of the Company's Dutch annual accounts for fiscal year 2016; (v) approve, on an advisory basis, the compensation of the Named Executive Officers of the Company; (vi) re-approve the performance goals set forth in the Company's 2003 Long-Term Incentive Plan; and (vii) authorize the Mylan Board to acquire ordinary shares and preferred shares in the capital of the Company.

As of the close of business on May 27, 2016, the record date for the Annual General Meeting (the Record Date), there were issued and outstanding 508,387,479 ordinary shares of Mylan entitled to vote at the Annual General Meeting. As of the Record Date, there were no preferred shares of Mylan issued and outstanding. At least one-third of the issued Mylan shares were present or represented at the Annual General Meeting with respect to each proposal below, constituting a quorum for each such proposal. The certified results of the matters voted on at the Annual General Meeting are set forth below.

Proposal No. 1 - Appointment of two executive directors and 11 non-executive directors, each for a term ending immediately after the next annual general meeting held after their appointment:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|--|-------------|-------------|---------|------------------|
| Heather Bresch* | 358,982,971 | 7,985,929 | 814,797 | 37,214,246 |
| Wendy Cameron | 266,923,451 | 100,089,456 | 770,790 | 37,214,246 |
| Hon. Robert J. Cindrich | 363,447,386 | 3,427,506 | 908,805 | 37,214,246 |
| Robert J. Coury | 358,873,532 | 8,165,574 | 744,591 | 37,214,246 |
| JoEllen Lyons Dillon | 364,665,215 | 2,243,471 | 875,011 | 37,214,246 |
| Neil Dimick, C.P.A. | 321,310,944 | 45,600,661 | 872,092 | 37,214,246 |
| Melina Higgins | 362,530,784 | 4,361,844 | 891,069 | 37,214,246 |
| Douglas J. Leech, C.P.A. | 345,355,113 | 21,538,865 | 889,719 | 37,214,246 |
| Rajiv Malik* | 355,781,169 | 11,169,687 | 832,841 | 37,214,246 |
| Joseph C. Maroon, M.D. | 360,592,101 | 6,413,690 | 777,906 | 37,214,246 |
| Mark W. Parrish | 307,411,592 | 59,463,983 | 908,122 | 37,214,246 |
| Rodney L. Piatt, C.P.A. | 361,525,684 | 5,504,471 | 753,542 | 37,214,246 |
| Randall L. (Pete) Vanderveen, Ph.D., R.Ph. | 360,631,033 | 6,281,022 | 871,642 | 37,214,246 |

* Refers to an executive director. All other directors listed above are non-executive directors. Consistent with established Dutch law and Mylan's Articles of Association, each director nominee was appointed by the general meeting.

Proposal No. 2 Adoption of the Dutch annual accounts for fiscal year 2015:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 398,554,362 | 2,466,646 | 3,976,935 | 0 |

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

Proposal No. 3 Ratification of the selection of Deloitte as the Company's independent registered public accounting firm for fiscal year 2016:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 398,972,456 | 3,154,383 | 2,871,104 | 0 |

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

Proposal No. 4 Instruction to Deloitte Accountants B.V. for the audit of the Company's Dutch annual accounts for fiscal year 2016:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 398,529,632 | 3,374,493 | 3,093,818 | 0 |

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

Proposal No. 5 Approval, on an advisory basis, of the compensation of the Named Executive Officers of the Company:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 239,095,688 | 127,556,709 | 1,131,300 | 37,214,246 |

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

Proposal No. 6 Re-approval of the performance goals set forth in the Company's 2003 Long-Term Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 333,877,588 | 32,653,313 | 1,252,796 | 37,214,246 |

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

Proposal No. 7 Authorization of the Mylan Board to acquire ordinary shares and preferred shares in the capital of the Company:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 251,614,173 | 115,483,428 | 686,096 | 37,214,246 |

The proposal received the affirmative vote of a majority of the votes cast by shareholders entitled to vote and therefore passed.

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With respect to each proposal above, any abstentions, blank votes and invalid votes were counted for the purposes of determining the presence of a quorum, but were not considered to be votes cast and therefore had no effect on the vote on any such proposal. Any broker non-votes with respect to any proposal were not treated as shares present for purposes of determining the presence of a quorum with respect to such proposal and were not considered to be votes cast and therefore had no effect on the vote on such proposal.

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.

MYLAN N.V.

Date: June 24, 2016

By: /s/ Kenneth S. Parks
Kenneth S. Parks
Chief Financial Officer