

CARDINAL HEALTH INC

Form 8-K/A

November 12, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 29, 2013

Cardinal Health, Inc.

(Exact Name of Registrant as Specified in Charter)

Ohio

(State or Other Jurisdiction  
of Incorporation)

1-11373

(Commission  
File Number)

31-0958666

(IRS Employer  
Identification No.)

7000 Cardinal Place, Dublin, Ohio 43017

(Address of Principal Executive Offices) (Zip Code)

(614) 757-5000

(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 (see General Instruction A.2. below):

- .. 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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## Explanatory Note

Pursuant to Instruction 2 to Item 5.02 of Form 8-K, this Current Report on Form 8-K/A amends and supplements the information reported in Item 5.02(d) to the Current Report on Form 8-K dated August 29, 2013 (filed September 4, 2013) regarding the election of Patricia A. Hemingway Hall to the Board of Directors (the "Board") of Cardinal Health, Inc. (the "Company"). This Current Report on Form 8-K/A also reports new information under Item 5.07 of Form 8-K.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)

On November 6, 2013, the Board appointed Patricia A. Hemingway Hall to serve on the Audit Committee of the Board. As previously disclosed, Ms. Hemingway Hall was elected a director, effective September 12, 2013, by the Board on August 30, 2013.

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

The Company held its 2013 Annual Meeting of Shareholders (the "Annual Meeting") on November 6, 2013. For more information on the following proposals, see the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on September 17, 2013 (the "Proxy Statement").

The shareholders elected the 12 nominees to the Board, each to serve until the 2014 Annual Meeting of Shareholders and until his or her successor is duly elected and qualified, and voted as follows:

| Director                   | For         | Against   | Abstained | Broker Non-Votes |
|----------------------------|-------------|-----------|-----------|------------------|
| Colleen F. Arnold          | 271,604,620 | 485,915   | 514,769   | 25,379,672       |
| George S. Barrett          | 263,071,597 | 8,576,852 | 956,855   | 25,379,672       |
| Glenn A. Britt             | 266,955,285 | 5,062,434 | 587,585   | 25,379,672       |
| Carrie S. Cox              | 269,427,385 | 2,672,729 | 505,190   | 25,379,672       |
| Calvin Darden              | 271,494,103 | 518,204   | 592,997   | 25,379,672       |
| Bruce L. Downey            | 271,557,995 | 537,372   | 509,937   | 25,379,672       |
| John F. Finn               | 267,807,220 | 4,314,757 | 483,327   | 25,379,672       |
| Patricia A. Hemingway Hall | 271,106,859 | 998,618   | 499,827   | 25,379,672       |
| Clayton M. Jones           | 270,270,401 | 1,745,931 | 588,972   | 25,379,672       |
| Gregory B. Kenny           | 266,778,771 | 5,256,377 | 570,156   | 25,379,672       |
| David P. King              | 271,543,276 | 514,073   | 547,955   | 25,379,672       |
| Richard C. Notebaert       | 270,231,606 | 1,781,560 | 592,138   | 25,379,672       |

The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2014, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 293,572,612 |
| Against          | 3,780,649   |
| Abstained        | 631,715     |
| Broker Non-Votes | 0           |

The shareholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 256,807,503 |
| Against          | 13,581,888  |
| Abstained        | 2,215,913   |
| Broker Non-Votes | 25,379,672  |

The shareholders did not approve the shareholder proposal regarding political contributions and expenditures, and voted as follows:

|                  |             |
|------------------|-------------|
| For              | 104,480,273 |
| Against          | 156,390,265 |
| Abstained        | 11,734,766  |
| Broker Non-Votes | 25,379,672  |

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 hereunto duly authorized.

Cardinal Health, Inc.  
(Registrant)

Date: November 12, 2013

By: /s/ Craig S. Morford  
Name: Craig S. Morford  
Title: Chief Legal and Compliance Officer