

OMNICELL, Inc  
Form 8-K  
February 10, 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): **February 4, 2016**

**OMNICELL, INC.**

(Exact name of registrant as specified in its charter)

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

**000-33043**  
(Commission File Number)

**94-3166458**  
(IRS Employer  
Identification Number)

**590 East Middlefield Road  
Mountain View, CA 94043**

(Address of principal executive offices, including zip code)

**(650) 251-6100**

(Registrant's telephone number, including area code)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 4, 2016, at a meeting of the Compensation Committee (the Committee) of the Board of Directors of Omnicell, Inc. (the Company), the Committee approved the 2016 annualized base salaries for the Company's executive officers as set forth below. The annualized base salaries are effective June 27, 2016. In addition, the Committee granted long-term equity compensation awards to the Company's executive officers in the amounts set forth below.

| Name                | Title   | 2016<br>Annualized<br>Base Salary | 2016<br>Annual Cash<br>Bonus Target<br>as % of<br>Base Salary | Stock<br>Option<br>Grant(1) | Long-Term Equity Compensation                       |   |
|---------------------|---|-----------------------------------|---|-----------------------------|---|---|
|                     |   |                                   |   |                             | Restricted<br>Stock<br>Units<br>(time based)<br>(2) | Restricted<br>Stock<br>Units<br>(performance<br>based)(3) |
| Randall A. Lipps    | Chairman, President and Chief Executive Officer                             | \$ 660,000                        | 125%  | 126,250                     | 15,700  | 52,350  |
| Peter J. Kuipers    | Executive Vice President and Chief Financial Officer                        | \$ 375,000                        | 70%   | 17,420                      | 2,170   | 7,220   |
| J. Christopher Drew | Executive Vice President, Sales and Marketing for North American Automation | \$ 375,000                        | 90%   | 26,120                      | 3,250   | 10,830  |
| Robin G. Seim       | Executive Vice President, Global Automation and Medication Adherence        | \$ 375,000                        | 90%   | 26,120                      | 3,250   | 10,830  |
| Nhat Ngo            | Executive Vice President, Strategy and Business Development                 | \$ 300,000                        | 90%   | 21,770                      | 2,710   | 9,025   |
| Dan S. Johnston     | Executive Vice President and Chief Legal and Administrative Officer         | \$ 300,000                        | 90%   | 21,770                      | 2,710   | 9,025   |
| Jorge Taborga       | Executive Vice President, Engineering                                       | \$ 285,000                        | 90%   | 21,770                      | 2,710   | 9,025   |
|                     |   |                                   |   | 4,360(6)                    | 550(6)  | 1,800(6)  |

(1) The exercise price of each of the stock option grants is equal to the closing price of the Company's stock on the date of grant, February 4, 2016, as reported on The NASDAQ Global Market, which was \$27.70 per share. The shares subject to each of the stock option grants vest as follows: 25% of the shares subject to the grant shall vest on the first anniversary of the vesting commencement date of such grants, February 4, 2016, with the remainder of the shares subject to the grant vesting in equal monthly installments over the following thirty-six months.

(2) The time-based restricted stock unit awards vest on a semi-annual basis over a period of four years commencing on June 15, 2016.

(3) The performance-based restricted stock unit awards vest as follows: 25% of the shares subject to the performance-based restricted stock unit awards shall vest, if at all, on the date of the Committee meeting in 2017 when the Committee reviews the Company stock performance objectives as compared to the NASDAQ Healthcare Index and certifies in writing the extent to which the objectives were met, with the remaining 75% of the shares subject to the performance-based restricted stock unit award vesting on a semi-annual basis over a period of thirty-six months commencing on June 15, 2017 only if and to the extent the Committee certifies in writing that the stock performance objectives were met. The actual number of shares that vest subject to the performance-based restricted stock units may be 0%, 50% or 100% of the numbers reflected above, depending upon the Company's performance.

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- (4) Discretionary award to Mr. Ngo for his outstanding performance in 2015.
  
- (5) Discretionary award to Mr. Johnston for his outstanding performance in 2015.
  
- (6) Discretionary award to Mr. Tabora for his outstanding performance in 2015.

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

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                          |
|---------------------------|---|
| 10.1                      | 2016 Executive Officer Annual Base Salaries |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**OMNICELL, INC.**

Dated: February 10, 2016

By: */s/ Dan S. Johnston*  
Dan S. Johnston,  
*Executive Vice President and Chief Legal and*  
*Administrative Officer*

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> |   | <b>Description</b> |
|---------------------------|---|--------------------|
| 10.1                      | 2016 Executive Officer Annual Base Salaries |                    |