

CRYOLIFE INC
Form 8-K
May 26, 2015

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 20, 2015

CRYOLIFE, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Florida | 1-13165 | 59-2417093 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1655 Roberts Boulevard, N.W., Kennesaw, Georgia 30144
(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (770) 419-3355

(Former name or former address, if changed since last report)

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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 (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))

Section 5 Corporate Governance and Management

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

At CryoLife, Inc.'s (the "Company" or "CryoLife") 2015 Annual Meeting of Stockholders held on May 20, 2015 (the "Annual Meeting"), CryoLife's stockholders approved certain amendments to the CryoLife, Inc. Second Amended and Restated 2009 Stock Incentive Plan (the "Current Plan"). Pursuant to the amendment, the name of the Current Plan changed to the CryoLife, Inc. Equity and Cash Incentive Plan (the "Amended Plan"). The only other changes to the Current Plan relate to the addition of cash-based awards and modifications to the performance goals that may relate to all awards to facilitate the granting of cash awards that will qualify as "performance-based compensation" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended and the regulations thereunder. The Amended Plan became effective May 20, 2015. The terms and conditions of the Amended Plan are described in more detail in the Company's 2015 proxy statement filed with the Securities and Exchange Commission on April 20, 2015 on pages 91 to 104, which are incorporated herein by reference.

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

At the Annual Meeting, CryoLife's stockholders elected each individual that was nominated for election as director of the Company to serve until the next annual meeting or until their successors are elected and have been qualified. The stockholders also (i) approved, by non-binding vote, the compensation paid to CryoLife's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion; (ii) approved certain amendments to the CryoLife, Inc. Second Amended and Restated 2009 Stock Incentive Plan; and (iii) ratified the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2015.

The final results of the voting on each matter of business at the 2015 Annual Meeting are as follows:

Election of Directors

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------|-----------|----------------|------------------|
|------|-----------|----------------|------------------|

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| | | | |
|------------------------|------------|-----------|-----------|
| Thomas F. Ackerman | 19,982,371 | 318,783 | 5,462,796 |
| James S. Benson | 19,974,946 | 326,208 | 5,462,796 |
| Daniel J. Bebevino | 18,599,518 | 1,701,636 | 5,462,796 |
| Ronald C. Elkins, M.D. | 18,523,295 | 1,777,859 | 5,462,796 |
| J. Patrick Mackin | 19,966,675 | 334,479 | 5,462,796 |
| Ronald D. McCall, Esq. | 19,940,893 | 360,261 | 5,462,796 |
| Harvey Morgan | 19,964,255 | 336,899 | 5,462,796 |
| Jon W. Salveson | 19,984,971 | 316,183 | 5,462,796 |

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Approval, by non-binding vote of the compensation paid to CryoLife's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 19,683,592 | 363,347 | 254,214 | 5,462,796 |

Approval of certain amendments to the CryoLife, Inc. Second Amended and Restated 2009 Stock Incentive Plan.

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 18,505,567 | 1,531,459 | 264,128 | 5,462,796 |

Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2015.

| Votes For | Votes Against | Votes Abstain |
|------------|---------------|---------------|
| 25,673,140 | 55,806 | 35,005 |

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SIGNATURES

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

CRYOLIFE, INC.

Date: May 21, 2015 By: /s/ D. Ashley Lee
Name: D. Ashley Lee
Title: Executive Vice President, Chief
Operating Officer and Chief
Financial Officer

