

WATERS CORP /DE/  
Form 8-K  
May 16, 2014

**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 15, 2014**

**Waters Corporation**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction**  
**of Incorporation)**

**01-14010**  
**(Commission**

**13-3668640**  
**(IRS Employer**

**File Number)**

**Identification No.)**

**34 Maple Street, Milford, Massachusetts**  
**(Address of Principal Executive Offices)**

**01757**  
**(Zip Code)**

**(508) 478-2000**

**(Registrant's Telephone Number, Including Area Code)**

**N/A**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to 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))

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

The final results of voting on each of the matters submitted to a vote of security holders during the Registrant's annual meeting of shareholders on May 15, 2014 are as follows.

**PROPOSAL 1. ELECTION OF DIRECTORS**

	For	Against	Abstentions	Broker Non-Votes
Election of Directors:				
Douglas A. Berthiaume	67,949,152	4,132,414		3,444,345
Joshua Bekenstein	66,422,605	5,658,961		3,444,345
Michael J. Berendt, Ph.D.	61,568,821	10,512,745		3,444,345
Edward Conard	68,386,620	3,694,946		3,444,345
Laurie H. Glimcher, M.D.	67,548,581	4,532,985		3,444,345
Christopher A. Kuebler	71,735,668	345,898		3,444,345
William J. Miller	67,395,790	4,685,776		3,444,345
JoAnn A. Reed	71,064,692	1,016,874		3,444,345
Thomas P. Salice	66,742,033	5,339,533		3,444,345

Under the Registrant's Bylaws, each of the directors was elected, having received more votes for than against.

**PROPOSAL 2. RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

	For	Against	Abstentions	Broker Non-Votes
Under the Registrant's Bylaws, the selection of PricewaterhouseCoopers was ratified, having received for votes from more than a majority of shares cast for, against or abstain.	74,713,581	748,775	63,555	

**PROPOSAL 3. NON-BINDING VOTE ON EXECUTIVE COMPENSATION**

	For	Against	Abstentions	Broker Non-Votes
Advisory Vote on Executive Compensation Matters: Our shareholders approved the non-binding vote on executive compensation	65,728,206	6,241,318	111,925	3,444,462

**PROPOSAL 4. APPROVE THE COMPANY'S MANAGEMENT INCENTIVE PLAN**

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Our shareholders approved the Company's Management Incentive Plan, having received more votes for than against.	69,663,381	2,335,770	82,299	3,444,461

**Item 8.01 Other Events**

On May 15, 2014, the Board of Directors of the Company authorized the Company to repurchase up to \$750,000,000 of its outstanding common stock over a three-year period (the May 2014 program ). In May 2012, the Company's Board of Directors had authorized the repurchase of \$750,000,000 of its outstanding common stock (the May 2012 program ) over a two-year period, which expired in May 2014. On May 15, 2014, the Company's Board of Directors also authorized the extension of the May 2012 program until May 15, 2015, permitting the repurchase of the remaining \$221,000,000 under the May 2012 program.

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.

WATERS CORPORATION

Dated: May 16, 2014

By: /s/ EUGENE G. CASSIS  
Name: Eugene G. Cassis  
Title: Corporate Vice President and  
Chief Financial Officer