

# **NXSTAGE MEDICAL, INC.**

## **FORM 8-K** (Current report filing)

Filed 05/26/17 for the Period Ending 05/25/17

Address	350 MERRIMACK STREET LAWRENCE, MA 01843
Telephone	978-687-4700
CIK	0001333170
Symbol	NXTM
SIC Code	3845 - Electromedical and Electrotherapeutic Apparatus
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

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 25, 2017**

**NxSTAGE MEDICAL, INC.**  
(Exact name of registrant as specified in its charter)

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

**000-51567**  
(Commission File Number)

**04-3454702**  
(I.R.S. Employer Identification No.)

**350 Merrimack Street, Lawrence, MA**  
(Address of principal executive offices)

**01843**  
(Zip Code)

**(978) 687-4700**  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

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

On May 25, 2017, the stockholders of NxStage Medical, Inc. (NxStage) approved the Amended and Restated 2014 Omnibus Incentive Plan (2014 Plan). The 2014 Plan will be administered by NxStage's Compensation Committee, and awards under the 2014 Plan will be granted at the discretion of the Compensation Committee. The following types of awards may be made under the 2014 Plan, subject to the limitations set forth in the 2014 Plan: stock options, which may be either incentive stock options or non-qualified stock options; stock appreciation rights; restricted stock; restricted stock units; unrestricted stock; dividend equivalent rights; performance shares and performance-based awards; other equity-based awards; and cash awards. Employees and non-employee directors of NxStage and its affiliates are eligible to receive awards under the 2014 Plan, as well as key consultants and advisors who perform services for NxStage or its affiliates. The approval also made an additional 6,300,000 shares of NxStage common stock available for future grants (New Shares). New Shares that are subject to awards other than stock options or stock appreciation rights will be counted against the 2014 Plan share limit as 1.96 shares for every one share subject to the award. New Shares that are subject to awards of stock options or stock appreciation rights will be counted against the 2014 Plan share limit as one share for every one share subject to the award.

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

NxStage held its 2017 Annual Meeting of Stockholders on May 25, 2017. Set forth below are the final voting results for each of the matters submitted to a stockholder vote at the 2017 Annual Meeting.

1. Stockholders elected each of the nine nominees to NxStage's Board of Directors to serve until the 2018 Annual Meeting of Stockholders, with the votes cast as follows:

<b><u>Director Nominee</u></b>	<b><u>Votes For</u></b>	<b><u>Votes Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Jeffrey H. Burbank	50,619,929	82,205	8,175,066
Heyward R. Donigan	50,662,963	39,171	8,175,066
Robert G. Funari	50,654,453	47,681	8,175,066
Daniel A. Giannini	50,416,609	285,525	8,175,066
Earl R. Lewis	50,656,968	45,166	8,175,066
Jean K. Mixer	50,652,954	49,180	8,175,066
Craig W. Moore	50,383,250	318,884	8,175,066
Reid S. Perper	50,589,297	112,837	8,175,066
James J. Peters	50,662,698	39,436	8,175,066

2. Stockholders approved, on an advisory basis, the named executive officers' compensation as disclosed in NxStage's proxy statement, with the votes cast as follows:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
49,708,453	534,772	458,909	8,175,066

3. Stockholders approved, on an advisory basis, one year as the frequency of future advisory votes on our named executive officers' compensation, with the votes cast as follows:

<b><u>1 Year</u></b>	<b><u>2 Years</u></b>	<b><u>3 Years</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
45,652,754	606,242	4,374,733	68,405	8,175,066

---

4. Stockholders ratified the selection of Ernst & Young LLP to serve as NxStage's independent registered public accounting firm for the 2017 fiscal year, with the votes cast as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
58,558,761	304,540	13,899	0

5. Stockholders (of at least 75% of the shares outstanding) approved an amendment to NxStage's Amended and Restated By-laws to adopt a majority voting standard for uncontested director elections, with the votes cast as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
50,650,207	17,916	34,011	8,175,066

6. Stockholders approved the 2014 Plan and its material terms for Internal Revenue Code §162(m) purposes, with the votes cast as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
46,990,893	3,691,282	19,959	8,175,066

**Item 9.01 Financial Statements and Exhibits.**

The exhibit listed in the Exhibit Index is filed as part of this report.

---

**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.

**NxStage Medical, Inc.**

By: /s/ Winifred L. Swan  
Winifred L. Swan  
General Counsel

Date: May 26, 2017

---

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to Amended and Restated By-laws.

## Amendment to Amended and Restated By-laws of NxStage Medical, Inc.

Section 1.9 of NxStage's Amended and Restated By-laws is amended as follows, with deletions indicated by strike-throughs and additions indicated by underlining:

1.9 Action at Meeting. When a quorum is present at any meeting, any matter other than the election of directors to be voted upon by the stockholders at such meeting shall be decided by the affirmative vote of the holders of a majority in voting power of the shares of stock present or represented and voting on such matter (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the holders of a majority in voting power of the shares of stock of that class present or represented and voting on such matter), except when a different vote is required by law, the Certificate of Incorporation or these By-laws. When a quorum is present at any meeting, ~~any election by stockholders of directors shall be determined by a plurality of the votes cast by the stockholders entitled to vote on the election~~a nominee for director shall be elected to the Board of Directors if the votes cast for such nominee's election exceed the votes cast against such nominee's election; provided, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which the Secretary of the corporation determines that the number of nominees exceeds the number of directors to be elected as of the record date for such meeting. If an incumbent director fails to receive the number of votes required for reelection, such director shall promptly tender his or her offer of resignation to the Chairman of the Board for consideration by the Board of Directors. The Board of Directors (excluding the director in question) shall, within 90 days after certification of the election results, decide whether to accept the director's resignation, taking into account such factors as it deems relevant. Such factors may include, without limitation, the stated reason or reasons why stockholders voted against such director's reelection, the qualifications of the director, and whether accepting the resignation would cause the corporation to fail to comply with any applicable listing standards or would violate state law. The Board of Directors shall promptly disclose its decision and, if applicable, the reasons for rejecting the resignation in a filing with the Securities and Exchange Commission.