

ICU MEDICAL INC/DE  
Form 8-K  
June 16, 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) June 15, 2015

ICU Medical, Inc.  
(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| DELAWARE<br>(State or other jurisdiction<br>of incorporation) | 0-19974<br>(Commission File Number) | 33-0022692<br>(IRS Employer Identification<br>No.) |
|---|-------------------------------------|--|

|  |                     |
|--|---------------------|
| 951 Calle Amanecer, San Clemente, California<br>(Address of principal executive offices) | 92673<br>(Zip Code) |
|--|---------------------|

(949) 366-2183  
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 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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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The disclosure set forth under Proposal 1 in Item 5.07 of this Form 8-K is incorporated herein by reference.

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

At the 2015 Annual Meeting of Stockholders (the “Annual Meeting”) of ICU Medical, Inc. (the “Company”), held on June 15, 2015, the following proposals were voted on by the Company’s stockholders, as set forth below:

Proposal 1. Election of directors.

| Name of Nominee          | Votes For  | Withheld  | Broker<br>Non-Votes |
|--------------------------|------------|-----------|---------------------|
| Jack W. Brown            | 11,289,382 | 1,785,939 | 678,600             |
| John J. Connors, Esq.    | 12,884,986 | 190,335   | 678,600             |
| Vivek Jain               | 12,596,785 | 478,536   | 678,600             |
| Joseph R. Saucedo        | 11,343,772 | 1,731,549 | 678,600             |
| Richard H. Sherman, M.D. | 11,072,870 | 2,002,451 | 678,600             |
| David C. Greenberg       | 12,829,019 | 246,302   | 678,600             |

The Company’s stockholders elected each of the director nominees to serve as a director for a term of one year until the 2016 annual meeting of stockholders and until their respective successors are elected and qualified.

Proposal 2. Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015.

| Votes For  | Votes<br>Against | Abstain | Broker<br>Non-Votes |
|------------|------------------|---------|---------------------|
| 13,358,802 | 389,985          | 5,134   | 0                   |

The Company’s stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

Proposal 3. Approve Named Executive Officer Compensation.

| Votes For | Votes<br>Against | Abstain | Broker<br>Non-Votes |
|-----------|------------------|---------|---------------------|
| 3,717,634 | 9,336,773        | 20,914  | 678,600             |

The Company’s stockholders did not approve by advisory vote the named executive compensation.

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.

Date: June 16, 2015

ICU Medical, Inc.  
/s/ SCOTT E. LAMB  
Scott E. Lamb  
Secretary, Treasurer and Chief Financial Officer