

BOSTON SCIENTIFIC CORP  
Form 8-K  
May 14, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 8, 2012

BOSTON SCIENTIFIC CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                                  |                                        |                                                    |
|------------------------------------------------------------------|----------------------------------------|----------------------------------------------------|
| DELAWARE<br>(State or other<br>jurisdiction of<br>incorporation) | 1-11083<br>(Commission<br>file number) | 04-2695240<br>(IRS employer<br>identification no.) |
|------------------------------------------------------------------|----------------------------------------|----------------------------------------------------|

|                                                                                                |                          |
|------------------------------------------------------------------------------------------------|--------------------------|
| One Boston Scientific Place, Natick, Massachusetts<br>(Address of principal executive offices) | 01760-1537<br>(Zip code) |
|------------------------------------------------------------------------------------------------|--------------------------|

Registrant's telephone number, including area code: (508) 650-8000

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 communication 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.

(a) Boston Scientific Corporation (the “Company”) held its 2012 Annual Meeting of Stockholders (the “Annual Meeting”) on May 8, 2012 in Boston, Massachusetts.

(b) The final voting results on each of the matters submitted to a vote of stockholders at the Annual Meeting are set forth below.

The following nominees were elected to the Company's Board of Directors for a one-year term to hold office

(1) until the Company's 2013 Annual Meeting of Stockholders and until their successors have been elected and qualified.

| Nominee               | For           | Withheld   | Broker Non-Votes |
|-----------------------|---------------|------------|------------------|
| Katharine T. Bartlett | 1,091,717,200 | 49,032,545 | 94,574,629       |
| Bruce L. Byrnes       | 1,124,089,951 | 16,659,794 | 94,574,629       |
| Nelda J. Connors      | 1,126,675,537 | 14,074,208 | 94,574,629       |
| Kristina M. Johnson   | 1,091,826,305 | 48,923,440 | 94,574,629       |
| William H. Kucheman   | 1,119,743,448 | 21,006,297 | 94,574,629       |
| Ernest Mario          | 1,088,561,745 | 52,188,000 | 94,574,629       |
| N.J. Nicholas, Jr.    | 1,075,773,390 | 64,976,355 | 94,574,629       |
| Pete M. Nicholas      | 1,072,364,341 | 68,385,404 | 94,574,629       |
| Uwe E. Reinhardt      | 1,125,642,591 | 15,107,154 | 94,574,629       |
| John E. Sununu        | 1,126,169,598 | 14,580,147 | 94,574,629       |

(2) The advisory vote on the compensation for the Company's “Named Executive Officers” as disclosed in the Company's proxy statement for the Annual Meeting was approved.

| For         | Against     | Abstain   | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 804,149,315 | 332,396,800 | 4,203,630 | 94,574,629       |

(3) The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2012 fiscal year was ratified.

| For           | Against   | Abstain   | Broker Non-Votes |
|---------------|-----------|-----------|------------------|
| 1,226,894,147 | 7,197,761 | 1,232,466 | 0                |

(4) The amendment and restatement of the Company's By-Laws to provide for a majority vote standard in uncontested director elections was not approved.

| For           | Against   | Abstain   | Broker Non-Votes |
|---------------|-----------|-----------|------------------|
| 1,132,288,503 | 6,860,171 | 1,601,071 | 94,574,629       |

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: May 14, 2012

BOSTON SCIENTIFIC CORPORATION

By: /s/ Vance R. Brown  
Vance R. Brown  
Vice President and Chief Corporate Counsel