

OMNICELL, Inc  
Form 8-K  
July 25, 2017

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): July 22, 2017

OMNICELL, INC.  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 000-33043                | 94-3166458                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File Number) | (IRS Employer<br>Identification Number) |

590 East Middlefield Road  
Mountain View, CA 94043  
(Address of principal executive offices, including zip code)

(650) 251-6100  
(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))

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

On July 22, 2017, at a meeting of the Compensation Committee (the “Committee”) of the Board of Directors of Omnicell, Inc. (the “Company”), the Committee approved 2017 annualized base salaries for the Company’s executive officers as set forth in the table below. The foregoing increases reflect the only base salary increases received by the Company’s executive officers for 2017, and are effective as of June 26, 2017. In addition, the Committee approved an increase in Mr. Kuipers’ annual bonus target from 70% of his base salary to 90% of his base salary, effective as of June 26, 2017.

The Committee has historically made decisions regarding executive compensation, including changes to the executive officers’ base salaries, during February, however, as previously disclosed by the Company on a Current Report on Form 8-K, at its meeting held on February 8, 2017, the Committee determined not to change the executive officers’ annualized base salaries from the salaries then in effect at that time.

| Name                | Title   | 2017<br>Annualized<br>Base Salary | 2017<br>Bonus<br>Target<br>(Percentage<br>of<br>Base Salary) |   |
|---------------------|---|-----------------------------------|--|---|
| Randall A. Lipps    | Chairman, President and Chief Executive Officer                     | \$ 680,000                        | 125  | % |
| Peter J. Kuipers    | Executive Vice President and Chief Financial Officer                | \$ 390,000                        | 90   | % |
| J. Christopher Drew | President, North American Automation                                | \$ 390,000                        | 90   | % |
| Robin G. Seim       | President, Global Automation and Medication Adherence               | \$ 390,000                        | 90   | % |
| Nhat Ngo            | Executive Vice President, Strategy and Business Development         | \$ 325,000                        | 90   | % |
| Dan S. Johnston     | Executive Vice President and Chief Legal and Administrative Officer | \$ 310,000                        | 90   | % |
| Jorge Tabora        | Executive Vice President, Engineering                               | \$ 300,000                        | 90   | % |

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit<br>Number | Description                                 |
|-------------------|---|
| 10.1              | 2017 Executive Officer Annual Base Salaries |

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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.

OMNICELL, INC.

Dated: July 25, 2017 By:     /s/ Dan S.  
  Johnston  
  Dan S.  
  Johnston  
  Executive Vice  
  President and  
  Chief Legal  
  and  
  Administrative  
  Officer

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INDEX TO EXHIBITS

| Exhibit<br>Number | Description                                 |
|-------------------|---|
| 10.1              | 2017 Executive Officer Annual Base Salaries |

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Exhibit 10.1

2017 Executive Officer Annualized Base Salaries

Effective June 26, 2017, the annualized base salaries for Omnicell's executive officers are as follows:

| Name                | Title   | 2017<br>Annualized<br>Base Salary |
|---------------------|---|-----------------------------------|
| Randall A. Lipps    | Chairman, President and Chief Executive Officer                     | \$ 680,000                        |
| Peter J. Kuipers    | Executive Vice President and Chief Financial Officer                | \$ 390,000                        |
| J. Christopher Drew | President, North American Automation                                | \$ 390,000                        |
| Robin G. Seim       | President, Global Automation and Medication Adherence               | \$ 390,000                        |
| Nhat Ngo            | Executive Vice President, Strategy and Business Development         | \$ 325,000                        |
| Dan S. Johnston     | Executive Vice President and Chief Legal and Administrative Officer | \$ 310,000                        |
| Jorge Taborga       | Executive Vice President, Engineering                               | \$ 300,000                        |