

CABOT MICROELECTRONICS CORP

Form 8-K

March 08, 2016

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):

March 8, 2016

Cabot Microelectronics Corporation

(Exact name of registrant as specified in its charter)

Delaware

000-30205

36-4324765

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification)

870 Commons Drive, Aurora, Illinois 60504

(Address of principal executive offices) (Zip Code)

(630) 375-6631

(Registrant's telephone number, including area code)

Not applicable

(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:

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.

On March 8, 2016, Cabot Microelectronics Corporation (the "Company") held its annual meeting of stockholders ("Annual Meeting"), at which the following proposals were approved by the Company's stockholders:

Proposal 1 – Election of two directors, each for a term of three years:

Both of the Board's nominees for director were elected by the stockholders to serve for a term of three years, by the votes set forth in the table below:

| | Number of Votes For Election | Number of Votes Withheld | Broker Non-Votes |
|------------------|------------------------------|--------------------------|------------------|
| Richard S. Hill | 22,282,138 | 30,728 | 851,979 |
| Susan M. Whitney | 22,279,546 | 33,320 | 851,979 |

Proposal 2 – Advisory (non-binding) vote on the compensation of named executive officers:

The stockholders approved, on an advisory (non-binding) basis, the compensation of named executive officers, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 20,570,818 | 1,729,523 | 12,525 | 851,979 |

Proposal 3 – Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditors for fiscal year 2016:

The selection of PricewaterhouseCoopers LLP as the Company's independent auditors for fiscal year 2016 was ratified by the stockholders, by the votes set forth in the table below:

| For | Against | Abstain |
|------------|---------|---------|
| 22,424,077 | 740,038 | 730 |

Item 7.01

Regulation FD Disclosure.

At the Annual Meeting, the Company provided updated information regarding certain aspects of its business for fiscal year 2016. This additional information is included in the script of the Annual Meeting, which is available in the "Events and Presentations" area of the "Investor Relations" section of the Company's website, ir.cabotcmp.com.

This information is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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.

CABOT MICROELECTRONICS CORPORATION
[Registrant]

Date: March 8, 2016 By: /s/ WILLIAM S. JOHNSON
William S. Johnson
Executive Vice President and Chief Financial Officer
[Principal Financial Officer]