

BOSTON SCIENTIFIC CORP
Form 8-K
March 03, 2015

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): **March 1, 2015**

BOSTON SCIENTIFIC CORPORATION

(Exact name of registrant as specified in charter)

DELAWARE
(State or other
jurisdiction of
incorporation)

1-11083
(Commission
file number)

04-2695240
(IRS employer
identification no.)

300 Boston Scientific Way, Marlborough, Massachusetts
(Address of principal executive offices)

01752-1234
(Zip code)

Registrant's telephone number, including area code: **(508) 683-4000**

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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))
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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.**

(d) Election of Directors

On March 1, 2015, the Board of Directors (the **Board**) of Boston Scientific Corporation (the **Company**), upon the recommendation of the Nominating and Governance Committee, increased the number of directors comprising the Board from eleven to thirteen and appointed Charles J. Dockendorff and Stephen P. MacMillan to be directors of the Company, filling the vacancies, to hold office until the next annual meeting of stockholders, in each case, effective April 1, 2015.

Under the Company's non-employee director compensation program (the **Program**), each of Messrs. Dockendorff and MacMillan will receive standard non-employee director compensation, prorated for the time period from the effective date of his appointment to the date of the Company's 2015 annual meeting of stockholders (the **2015 Annual Meeting**), which includes (i) a cash retainer of \$8,654 (representing the prorated amount of the Program's annual cash retainer of \$90,000) and (ii) an equity award valued at \$16,827 (representing the prorated amount of the Program's annual grant of equity having a value of \$175,000) vesting at the end of his term. The actual number of shares to be granted to each of Messrs. Dockendorff and MacMillan will be determined on the date of grant, May 1, 2015, which is the first business day of the month following the month in which he will be appointed.

In connection with his appointment to the Board, the Company intends to enter into an indemnification agreement with each of Messrs. Dockendorff and MacMillan in substantially the same form as the Company has entered into with each of the Company's existing directors and as previously filed with the Securities and Exchange Commission.

A copy of our press release announcing the appointments of Messrs. Dockendorff and MacMillan is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Directors Not Standing for Re-election

On March 3, 2015, the Company announced that two current members of its Board, Uwe E. Reinhardt, a member of the Board since May 2002, and Bruce L Byrnes, a member of the Board since August 2009, will not stand for re-election at the Company's 2015 Annual Meeting. Dr. Reinhardt and Mr. Byrnes will continue to serve as directors until the 2015 Annual Meeting. Dr. Reinhardt is currently the chairman of the Audit Committee and a member of the Quality and Compliance Committee and Mr. Byrnes is currently the chairman of the Nominating and Governance Committee and a member of the Executive Compensation and Human Resources Committee. Dr. Reinhardt and Mr. Byrnes will continue to serve on such committees in such capacities until the 2015 Annual Meeting.

Item 9.01 **Financial Statements and Exhibits.**

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(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release issued by Boston Scientific Corporation dated March 3, 2015. |

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.

March 3, 2015

BOSTON SCIENTIFIC CORPORATION

By:

/s/ Vance R. Brown

Vance R. Brown

Vice President and Chief Corporate Counsel

INDEX TO EXHIBITS

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