VARIAN MEDICAL SYSTEMS INC Form 8-K February 15, 2013

Delaware

of Incorporation)

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) February 14, 2013
VARIAN MEDICAL SYSTEMS, INC. (Exact Name of Registrant as Specified in its Charter)

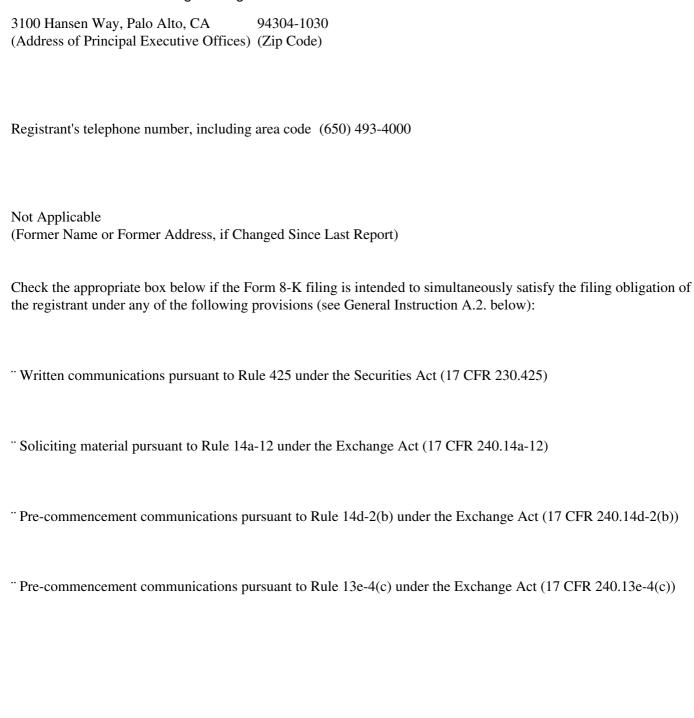
94-2359345

Identification No.)

1-7598

Number)

(State or Other Jurisdiction (Commission File (IRS Employer



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

The Annual Meeting of Stockholders of Varian Medical Systems, Inc. (the "Company") was held on February 14, 2013 (the "Stockholders' Meeting"). The Company's stockholders voted on the following four proposals at the Stockholders' Meeting and cast their votes as follows:

### **Proposal One:**

The following individuals were elected to serve as directors for three-year terms ending with the 2016 Annual Meeting of Stockholders by the votes set forth in the following table:

For Withheld Broker Non-Votes R. Andrew Eckert 80,056,3661,779,2879,754,412 Mark R. Laret 81,251,387584,266 9,754,412 Erich R. Reinhardt 81,330,369505,284 9,754,412

Directors Susan L. Bostrom, Timothy E. Guertin, David J. Illingworth, Richard M. Levy, Ruediger Naumann-Etienne, Venkatraman Thyagarajan and Dow R. Wilson continued in office following the Stockholders' Meeting.

### Proposal Two:

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

For Against Abstain Broker Non-Votes 76,430,4272,693,4582,711,7689,754,412

#### Proposal Three:

The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2013 was ratified, by the votes set forth in the following table:

For Against Abstain <u>Broker Non-Votes</u><sup>(1)</sup> 90,444,4431,018,903126,719--

## **Proposal Four:**

The stockholders approved a stockholder proposal urging the Board of Directors to take all necessary steps to eliminate the classification of the Board of Directors.

For Against Abstain Broker Non-Votes 61,251,63220,395,992188,0299,754,412

Pursuant to the rules of the New York Stock Exchange, this proposal constituted a routine matter. Therefore, brokers were permitted to vote without receipt of instructions from beneficial owners.

### **SIGNATURES**

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.

Varian Medical Systems, Inc.

By: /s/ John W. Kuo Name: John W. Kuo

Title: Senior Vice President, General Counsel and Corporate Secretary

Dated: February 15, 2013