

MEDNAX, INC.
Form 8-K
May 05, 2011

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): May 5, 2011

MEDNAX, INC.

(Exact Name of Registrant as Specified in Its Charter)

Florida
(State or Other Jurisdiction of
Incorporation)

001-12111
(Commission File
Number)

26-3667538
(IRS Employer Identification No.)

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1301 Concord Terrace

Sunrise, Florida 33323

(Address of principal executive office) (zip code)

Registrant's telephone number, including area code (954) 384-0175

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.

MEDNAX, Inc., a Florida corporation (the Company), held its 2011 Annual Shareholders Meeting (the Annual Meeting) on May 5, 2011. Of the 48,024,694 shares outstanding and entitled to vote, 43,238,954 shares were represented, constituting a quorum. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

Proposal 1: All of the Board's nominees for Director were elected to serve until the Company's 2012 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Name | For | Withheld | Broker Non-Vote |
|-----------------------------|------------|-----------------|------------------------|
| Cesar L. Alvarez | 33,830,646 | 7,302,558 | 2,105,750 |
| Waldemar A. Carlo, M.D. | 38,422,127 | 2,711,077 | 2,105,750 |
| Michael B. Fernandez | 38,424,857 | 2,708,347 | 2,105,750 |
| Roger K. Freeman, M.D. | 35,688,262 | 5,444,942 | 2,105,750 |
| Paul G. Gabos | 40,578,334 | 554,870 | 2,105,750 |
| Dany Garcia | 40,578,134 | 555,070 | 2,105,750 |
| Pascal J. Goldschmidt, M.D. | 39,733,345 | 1,399,859 | 2,105,750 |
| Manuel Kadre | 39,476,896 | 1,656,308 | 2,105,750 |
| Roger J. Medel, M.D. | 38,842,961 | 2,290,243 | 2,105,750 |
| Donna E. Shalala, Ph.D. | 38,372,481 | 2,760,723 | 2,105,750 |
| Enrique J. Sosa, Ph.D. | 40,576,419 | 556,785 | 2,105,750 |

Proposal 2: The appointment of PricewaterhouseCoopers LLP as the Company's independent registered certified public accounting firm for the 2011 fiscal year was ratified by the shareholders, by the votes set forth in the table below:

| For | Against | Abstained | Broker Non-Vote |
|------------|----------------|------------------|------------------------|
| 42,000,670 | 1,234,139 | 4,145 | 0 |

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Proposal 3: The shareholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers, by the votes set forth in the table below:

| For | Against | Abstained | Broker Non-Vote |
|------------|----------------|------------------|----------------------------|
| 36,857,819 | 3,061,203 | 1,214,182 | 2,105,750 |

Proposal 4: The shareholders indicated, on a non-binding, advisory basis, a preference to hold future advisory votes on executive compensation every year, by the votes set forth in the table below:

| Every Year | Every Two Years | Every Three Years | Abstained | Broker Non-Vote |
|-------------------|--------------------------------|------------------------------|------------------|----------------------------|
| 29,821,161 | 44,198 | 10,044,565 | 1,223,280 | 2,105,750 |

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.

MEDNAX, INC.

Date: May 5, 2011

By: /s/ Vivian Lopez-Blanco
Chief Financial Officer