

PATTERSON COMPANIES, INC.

Form 8-K

September 22, 2015

**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**

**September 21, 2015**

**Date of report (Date of earliest event reported)**

**PATTERSON COMPANIES, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Minnesota**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**0-20572**  
**(Commission**  
**File Number)**

**41-0886515**  
**(IRS Employer**  
**Identification No.)**

**1031 Mendota Heights Road**

**St. Paul, Minnesota**  
**(Address of Principal Executive Offices)**

**55120**  
**(Zip Code)**

**(651) 686-1600**

**(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.**

(e) The Board of Directors of Patterson Companies, Inc. (the Company) previously approved the Company's 2015 Omnibus Incentive Plan, subject to shareholder approval. On September 21, 2015, the shareholders of the Company approved the Company's 2015 Omnibus Incentive Plan. The terms and conditions of such plan are set forth under the caption "Proposal No. 2 Approval of Our 2015 Omnibus Incentive Plan" in our Definitive Schedule 14A (Proxy Statement) filed with the Securities and Exchange Commission on August 7, 2015. Such description, which is qualified in its entirety by reference to the 2015 Omnibus Incentive Plan at Exhibit 10.1 to this report, is incorporated by reference in response to this Item 5.02.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Company held its annual meeting of shareholders on September 21, 2015. The matters that were voted upon at the meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each such matter, where applicable, are set forth below.

*Proposal No. 1: Election of Directors*

Scott P. Anderson, John D. Buck, Jody H. Feragen, Sarena S. Lin, Ellen A. Rudnick, Neil A. Schrimsher, Les C. Vinney and James W. Wiltz were elected directors of the Company to have terms expiring in 2016, and until their successors shall be elected and duly qualified. The results of the vote were as follows:

	For	Withheld	Broker Non-Votes
Scott P. Anderson	80,112,371	4,249,393	8,496,110
John D. Buck	83,057,881	1,303,883	8,496,110
Jody H. Feragen	83,287,517	1,074,247	8,496,110
Sarena S. Lin	83,646,196	715,568	8,496,110
Ellen A. Rudnick	82,804,680	1,557,084	8,496,110
Neil A. Schrimsher	83,292,051	1,069,713	8,496,110
Les C. Vinney	83,674,029	687,735	8,496,110
James W. Wiltz	52,486,972	31,874,792	8,496,110

*Proposal No. 2: Approval of Our 2015 Omnibus Incentive Plan*

The proposal to approve the Company's 2015 Omnibus Incentive Plan was approved. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
77,906,236	5,608,404	847,124	8,496,110

*Proposal No. 3: Advisory Approval of Our Executive Compensation Program*

The proposal regarding advisory approval of the Company's executive compensation program was approved. The results of the vote were as follows:

			Broker
For	Against	Abstain	Non-Votes
80,405,855	3,339,026	616,883	8,496,110

*Proposal No. 4: Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm*

The proposal to ratify the appointment of Ernst and Young LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2016 was approved. The results of the vote were as follows:

For	Against	Abstain
90,788,002	1,591,629	478,243

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) See Exhibit Index

**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.

PATTERSON COMPANIES, INC.

Date: September 22, 2015

By: /s/ Ann B. Gugino  
Ann B. Gugino  
Executive Vice President, Chief Financial Officer  
and Treasurer

(Principal Financial Officer and Principal  
Accounting Officer)

**EXHIBIT INDEX**

Exhibit Number	Description
10.1	2015 Omnibus Incentive Plan (incorporated by reference to our Definitive Schedule 14A (Proxy Statement), filed on August 7, 2015 (File No. 000-20572)).