

CONMED CORP  
Form 8-K  
May 20, 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 19, 2011

CONMED CORPORATION  
(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| New York  | 0-16093                     | 16-0977505                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

525 French Road  
Utica, New York 13502  
(Address of principal executive offices, including zip code)

(315) 797-8375  
(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 obligations of the registrant under any of the following provisions (See General Instruction A.2 below):

- 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)

Edgar Filing: CONMED CORP - Form 8-K

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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.

The annual meeting of shareholders of CONMED Corporation was held on May 19, 2011 (the “Annual Meeting”). Holders of Common Stock were entitled to elect seven directors. On all matters which came before the Annual Meeting, holders of Common Stock were entitled to one vote for each share held. Proxies for 24,420,800 of the 28,293,135 shares of Common Stock entitled to vote were received in connection with the Annual Meeting.

The following table sets forth the names of the seven persons elected at the Annual Meeting to serve as directors until the first annual meeting of shareholders following the end of the Company’s fiscal year ending December 31, 2011 and the number of votes cast for, against or withheld with respect to each person.

## Election of Directors

| Director            | Votes Received | Votes Withheld | Broker Non-Votes |
|---------------------|----------------|----------------|------------------|
| Eugene R. Corasanti | 22,811,001     | 276,453        | 1,333,346        |
| Joseph J. Corasanti | 22,892,371     | 195,083        | 1,333,346        |
| Bruce F. Daniels    | 22,544,841     | 542,613        | 1,333,346        |
| Jo Ann Golden       | 23,034,683     | 52,771         | 1,333,346        |
| Stephen M. Mandia   | 22,683,531     | 403,923        | 1,333,346        |
| Stuart J. Schwartz  | 22,547,371     | 540,083        | 1,333,346        |
| Mark E. Tryniski    | 23,031,833     | 55,621         | 1,333,346        |

## Management Proposals

|   | For        | Against   | Abstain     | Broker Non-Votes |                  |
|---|------------|-----------|-------------|------------------|------------------|
| Ratification of the appointment of PricewaterhouseCoopers LLP as independent accountants for the Company for the fiscal year ending December 31, 2011 | 24,326,292 | 79,185    | 15,823      | -                |                  |
| Approve advisory vote on executive compensation   | 21,920,533 | 666,877   | 500,044     | 1,333,346        |                  |
|   | One Year   | Two Years | Three Years | Abstain          | Broker Non-Votes |
| Approval of advisory vote on frequency of advisory votes on executive compensation  | 19,565,886 | 477,822   | 2,491,276   | 552,470          | 1,333,346        |

Based on the above results, the Board of Directors has determined it will submit to our shareholders an advisory vote on executive compensation every year.



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 thereunto duly authorized.

CONMED CORPORATION  
(Registrant)

By: /s/Robert D. Shallish, Jr.  
Robert D. Shallish, Jr.  
Vice President-Finance and  
Chief Financial Officer

Date: May 19, 2011