

CVS HEALTH Corp  
Form 8-K  
May 20, 2016

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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, 2016

CVS HEALTH CORPORATION  
(Exact Name of Registrant  
as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

001-01011  
(Commission File Number)

05-0494040  
(IRS Employer Identification  
No.)

One CVS Drive  
Woonsocket, Rhode Island  
(Address of Principal Executive  
Offices)

02895  
(Zip Code)

Registrant's telephone number, including area code: (401) 765-1500

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 (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)
  - 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 5.07. Submission of Matters to a Vote of Security Holders.

The following are the voting results on each matter submitted to the stockholders of CVS Health Corporation (the “Company”) at the Annual Meeting of Stockholders held on May 19, 2016 (the “Annual Meeting”). The proposals below are described in detail in the proxy statement filed by the Company on April 8, 2016 (the “Proxy Statement”). At the Annual Meeting, the 11 nominees for director were elected to the Company’s Board of Directors for a term of one year (Proposal 1). In addition, management proposals regarding the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2016 (Proposal 2) and a non-binding resolution regarding approval of the compensation of the Company’s named executive officers as disclosed in the Proxy Statement (Proposal 3), were approved. Stockholder proposals requesting a report on the alignment of the Company’s political contributions and its corporate values (Proposal 4) and requesting a report on executive pay (Proposal 5) were rejected.

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|   | For         | Against     | Abstained   | Broker<br>Non-Votes |
|---|-------------|-------------|-------------|---------------------|
| 1. The election, for one-year terms, of persons nominated for directors, all as set forth in the Company's Proxy Statement, was approved by the following votes:  |             |             |             |                     |
| Richard M. Bracken  | 859,502,292 | 3,804,506   | 1,440,150   | 94,836,171          |
| C. David Brown II   | 841,683,831 | 21,560,921  | 1,502,196   | 94,836,171          |
| Alecia A. DeCoudreaux   | 860,979,464 | 2,379,419   | 1,388,065   | 94,836,171          |
| Nancy-Ann M. DeParle  | 861,189,576 | 2,137,657   | 1,419,715   | 94,836,171          |
| David W. Dorman   | 842,438,086 | 20,808,559  | 1,500,303   | 94,836,171          |
| Anne M. Finucane  | 849,557,041 | 13,779,452  | 1,410,455   | 94,836,171          |
| Larry J. Merlo  | 860,638,963 | 2,867,708   | 1,240,277   | 94,836,171          |
| Jean-Pierre Millon  | 859,945,355 | 3,321,076   | 1,480,517   | 94,836,171          |
| Richard J. Swift  | 779,563,716 | 81,927,589  | 3,255,643   | 94,836,171          |
| William C. Weldon   | 843,115,815 | 20,078,999  | 1,552,134   | 94,836,171          |
| Tony L. White   | 843,915,782 | 19,320,097  | 1,511,069   | 94,836,171          |
| 2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2016 fiscal year, as set forth in the Company's Proxy Statement, was approved by the following vote: | 950,956,355 | 6,745,154   | 1,881,610   | —                   |
| 3. Company proposal to approve, by a non-binding vote, the compensation of the Company's named executive officers, as set forth in the Company's Proxy Statement, was approved by the following vote:                               | 689,956,751 | 169,784,623 | 5,005,574   | 94,836,171          |
| 4. Stockholder proposal requesting a report on the congruency of the Company's political contributions and its corporate values was rejected by the following vote:   | 48,687,102  | 695,391,620 | 120,668,226 | 94,836,171          |
| 5. Stockholder proposal requesting a report on the Company's executive pay was rejected by the following vote:  | 59,207,680  | 756,944,695 | 48,594,573  | 94,836,171          |

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.

CVS HEALTH  
CORPORATION

By: /s/  
Colleen  
M.  
McIntosh  
Colleen  
M.  
McIntosh  
Senior  
Vice  
President  
and  
Corporate  
Secretary

Dated:  
May 20,  
2016