

ALIGN TECHNOLOGY INC
Form 8-K
May 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 16, 2013

ALIGN TECHNOLOGY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-32259

(Commission File Number)

94-3267295

(IRS Employer Identification No.)

2560 Orchard Parkway,

San Jose, California

(Address of Principal Executive Offices)

(408) 470-1000

(Registrant's Telephone Number, Including Area Code)

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

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))

ITEM 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders (the “Annual Meeting”) of Align Technology, Inc. (the “Company”) was held on May 16, 2013. At the Annual Meeting, the shareholders voted on the following four proposals and cast their votes as described below. For more information about these proposals, see the Company's proxy statement dated April 18, 2013, the relevant portions of which are incorporated herein by reference.

Proposal 1

The following eight nominees received the a majority of the votes cast and were elected to the Board of Directors and will serve as directors until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified.

| Director Nominee | Votes For | Against | Abstain | Non-Votes |
|------------------------|------------|---------|-----------|-----------|
| David E. Collins | 62,086,033 | 503,627 | 6,501,258 | 5,280,959 |
| Joseph Lacob | 64,809,399 | 542,876 | 3,738,643 | 5,280,959 |
| C. Raymond Larkin, Jr. | 65,462,102 | 543,137 | 3,085,672 | 5,280,959 |
| George J. Morrow | 62,672,264 | 72,450 | 6,346,204 | 5,280,959 |
| Dr. David C. Nagel | 62,671,832 | 73,914 | 6,345,172 | 5,280,959 |
| Thomas M. Prescott | 65,990,259 | 84,926 | 3,015,733 | 5,280,959 |
| Greg J. Santora | 65,447,327 | 500,979 | 3,142,612 | 5,280,959 |
| Warren S. Thaler | 65,546,457 | 399,498 | 3,144,963 | 5,280,959 |

Proposal 2

Proposal 2 was a management proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2013, as described in the proxy materials. This proposal was approved.

| | |
|---------|------------|
| For | 73,053,542 |
| Against | 1,060,514 |
| Abstain | 257,821 |

Proposal 3

Proposal 3 was a management proposal to hold an advisory vote to approve the compensation of the Company's named executive officers, as described in the proxy materials. This proposal was approved.

| | |
|-----------|------------|
| For | 64,706,355 |
| Against | 4,256,233 |
| Abstain | 128,330 |
| Non Votes | 5,280,959 |

Proposal 4

Proposal 4 was a management proposal to approve our amended and restated 2005 Incentive Plan to, among other things, increase the number of shares available for issuance thereunder by 7,000,000 shares. This proposal was approved.

| | |
|-----------|------------|
| For | 57,347,342 |
| Against | 11,436,006 |
| Abstain | 307,570 |
| Non Votes | 5,280,959 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 21, 2013

ALIGN TECHNOLOGY, INC.

By: /s/ Roger E. George

Roger E. George

Vice President, Corporate and Legal Affairs,
General Counsel

and Interim Chief Financial Officer