

PATTERSON COMPANIES, INC.
Form 8-K
September 21, 2017

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) September 18, 2017

PATTERSON COMPANIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Minnesota
(State or Other Jurisdiction

of Incorporation)

0-20572
(Commission

File Number)
1031 Mendota Heights Road

41-0886515
(IRS Employer

Identification No.)

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St. Paul, Minnesota 55120

(Address of Principal Executive Offices, including 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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §24.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 28, 2018 was approved. The results of the vote were as follows:

	For		Against		Abstain
Votes	Percentage of Shares Voted	Votes	Percentage of Shares Voted	Votes	Percentage of Shares Voted
89,208,439	99.33%	539,948	0.60%	60,835	0.06%

(d) On September 19, 2017, the Company's Board of Directors decided, in light of the above-referenced vote on Proposal No. 3, that it will include a shareholder vote on the compensation of executives in its proxy materials every one year until the next required vote on the frequency of shareholder votes on the compensation of executives.

Item 8.01 OTHER EVENTS

On September 20, 2017, the Company entered into a stock repurchase plan agreement established in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), in connection with its previously disclosed board-authorized March 2013 plan to purchase up to 25 million shares through March 19, 2018. As of September 20, 2017, a total of approximately 12.8 million shares remain available for purchase under such repurchase authorization. A Rule 10b5-1 plan allows a company to repurchase its shares at times when it otherwise might be unable to do so under the 1934 Act's insider trading rules.

The Company's designated broker has authority under the Company's 10b5-1 repurchase plan agreement (the "Plan") to repurchase up to \$37.5 million of the Company's common stock through October 27, 2017, unless terminated earlier in accordance with the terms of the Plan. Because the repurchases under the Plan will be subject to specified parameters and certain price and volume restraints as established in the Plan, there is no guarantee as to the exact number of shares that will be repurchased, or that there will be any repurchases at all pursuant to the Plan.

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 21, 2017

By: /s/ Les B. Korsh
Les B. Korsh
Vice President, General Counsel and Secretary