

HEALTHWAYS, INC
Form 8-K
June 03, 2010

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): June 3, 2010 (May 28, 2010)

HEALTHWAYS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

000-19364
(Commission
File Number)

62-1117144
(IRS Employer
Identification No.)

701 Cool Springs Boulevard
Franklin, Tennessee
(Address of principal executive offices)

37067
(Zip Code)

(615) 614-4929
(Registrant's telephone number, including area code)

(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))

- o 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

- (a) The Annual Meeting of Stockholders of Healthways, Inc. was held on May 28, 2010.
- (b) The following proposals were voted upon at the Annual Meeting of Stockholders:

(i) Nominations to elect William C. O'Neil, Jr., Ben R. Leedle, Jr., and Alison Taunton-Rigby as Directors of the Company. The results of the election of the above-mentioned nominees were as follows:

| | For | Withheld |
|------------------------|------------|-----------|
| William C. O'Neil, Jr. | 21,768,762 | 7,246,492 |
| Ben R. Leedle, Jr. | 21,807,749 | 7,207,505 |
| Alison Taunton-Rigby | 23,165,791 | 5,849,463 |

(ii) To amend and restate the Company's 2007 Stock Incentive Plan to increase the aggregate number of authorized shares available under the 2007 Stock Incentive Plan by 2,000,000 shares and to correspondingly increase the number of awards that are permitted to be "full value awards" (meaning all awards other than stock options or stock appreciation rights) by 1,000,000. The voting results were as follows:

| For | Against | Abstain from Voting |
|------------|------------|---------------------|
| 14,609,841 | 14,396,003 | 9,410 |

(iii) Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2010. The voting results were as follows:

| For | Against | Abstain from Voting |
|------------|-----------|---------------------|
| 29,831,987 | 1,596,023 | 3,930 |

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.

HEALTHWAYS, INC.

By: /s/ Mary A. Chaput
Mary A. Chaput
Chief Financial Officer

Date: June 3, 2010