

CVS CAREMARK CORP
Form 8-K/A
May 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(AMENDMENT NO. 1)

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 9, 2013

CVS CAREMARK CORPORATION
(Exact Name of Registrant
as Specified in its 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 02895
(Address of Principal Executive Offices) (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.):

- 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))

CVS Caremark Corporation (the "Company") is filing this Amendment No. 1 to its Current Report on Form 8-K filed with the Securities and Exchange Commission on May 13, 2013 to amend item number 5.07 to include voting information that was inadvertently missing from the table due to a software error. There are no changes to any other items included in that filing.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The following are the voting results on each matter submitted to the Company's stockholders at the Annual Meeting of Stockholders held on May 9, 2013 (the "Annual Meeting"). The proposals below are described in detail in the Proxy Statement pertaining to the Annual Meeting. At the Annual Meeting, the 9 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 ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2013, the non-binding approval of the compensation of the Company's named executive officers as disclosed in the Proxy Statement, an amendment of the Company's 2007 Employee Stock Purchase Plan to add shares to the Plan, and a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation that amends the voting thresholds required under the "fair price provision set forth in Article Fifth of the Company's Amended and Restated Certificate of Incorporation (Proposals 2-5), were approved. Stockholder proposals requesting (i) a report on political contributions, (ii) a policy on accelerated vesting of equity awards of senior management upon a change in control and (iii) a report on lobbying, respectively (Proposals 6-8), were rejected.

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| | For | Against | Abstained | Broker Non-Votes | |
|--|---|-------------|------------|---------------------|------------|
| The election, for one-year terms, of all persons nominated for directors, as | | | | | |
| 1. | set forth in the Company's Proxy Statement, was approved by the following votes: | | | | |
| | C. David Brown II | 959,833,148 | 11,368,524 | 4,749,340 | 78,085,784 |
| | David W. Dorman | 960,810,928 | 10,414,321 | 4,725,763 | 78,085,784 |
| | Anne M. Finucane | 964,386,003 | 6,873,949 | 4,691,059 | 78,085,784 |
| | Kristen Gibney Williams | 965,006,245 | 6,243,989 | 4,700,778 | 78,085,784 |
| | Larry J. Merlo | 965,494,685 | 5,813,340 | 4,642,849 | 78,085,784 |
| | Jean-Pierre Millon | 964,980,356 | 6,209,748 | 4,760,908 | 78,085,784 |
| | Richard J. Swift | 895,399,057 | 75,799,466 | 4,752,488 | 78,085,784 |
| | William C. Weldon | 963,566,064 | 7,636,093 | 4,748,191 | 78,085,784 |
| | Tony L. White | 961,649,582 | 9,535,717 | 4,765,713 | 78,085,784 |
| Ratification of the appointment of Ernst & Young LLP as the Company's independent registered | | | | | |
| 2. | public accounting firm for the 2013 fiscal year, as set forth in the Company's Proxy Statement, was approved by the following vote: | | | | |
| 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: | | | | | |
| 3. | Company proposal to approve an amendment of its 2007 Employee Stock Purchase Plan to add shares to the Plan, as set forth in the Company's Proxy Statement, was approved by the following vote: | | | | |
| 4. | Company proposal to approve an amendment of the Company's Amended and Restated Certificate of Incorporation to reduce the voting thresholds in the fair price provision, as set forth in the Company's Proxy Statement, was approved by the following vote: | | | | |
| 5. | Stockholder proposal requesting a report on political contributions and expenditures, as set forth in the Company's Proxy Statement, was | | | | |
| 6. | | | | | |

rejected by the following vote:

Stockholder proposal requesting a policy on accelerated vesting of equity awards of senior management

| | | | | | |
|----|--|-------------|-------------|-----------|------------|
| 7. | upon a change in control, as set forth in the Company's Proxy Statement, was rejected by the following vote: | 365,713,842 | 602,838,438 | 7,390,006 | 78,094,510 |
|----|--|-------------|-------------|-----------|------------|

rejected by the following vote:

Stockholder proposal requesting a report on lobbying, as set forth in the Company's Proxy Statement, was rejected by the following vote:

| | | | | | |
|----|--|-------------|-------------|-------------|------------|
| 8. | report on lobbying, as set forth in the Company's Proxy Statement, was rejected by the following vote: | 285,546,275 | 514,580,877 | 175,815,135 | 78,094,509 |
|----|--|-------------|-------------|-------------|------------|

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 CAREMARK CORPORATION

By: /s/ Thomas S. Moffatt
Thomas S. Moffatt
Vice President and Corporate Secretary

Dated: May 14, 2013