

OSI SYSTEMS INC  
Form 8-K  
December 12, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): **DECEMBER 11, 2017**

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**OSI SYSTEMS, INC.**

(EXACT NAME OF REGISTRANT SPECIFIED IN CHARTER)

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**DELAWARE**  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

**000-23125**  
(COMMISSION  
FILE NUMBER)

**330238801**  
(IRS EMPLOYER  
IDENTIFICATION NO.)

**12525 CHADRON AVENUE**

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HAWTHORNE, CA 90250

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(310) 978-0516

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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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:

- 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

OSI Systems, Inc. (the Company) held its Annual Meeting of Stockholders on December 11, 2017. The results of the proposals voted on by the Company's stockholders at the Annual Meeting were as follows:

*1. Election of Directors*

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-votes</b>
Deepak Chopra	15,625,377	540,005	1,535,061
Ajay Mehra	15,392,906	772,476	1,535,061
Steven C. Good	15,236,008	929,374	1,535,061
Meyer Luskin	14,683,090	1,482,292	1,535,061
William F. Ballhaus	15,849,871	315,511	1,535,061
James B. Hawkins	13,258,170	2,907,212	1,535,061
Gerald Chizever	15,599,514	565,868	1,535,061

The seven nominees who received the highest number of votes (all of the above individuals) were elected to the Board of Directors and will serve as directors until the Company's next annual meeting and until their successors are elected and qualified.

*2. Ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2018*

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
17,147,952	501,931	50,560	0

The proposal was approved.

*3. Approval of Amended and Restated OSI Systems, Inc. 2012 Incentive Award Plan*

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
14,706,751	1,412,685	45,946	1,535,061

The proposal was approved.

*4. Advisory vote on the Company's executive compensation for the fiscal year ended June 30, 2017*

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<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
15,603,065	282,279	280,038	1,535,061

The proposal was approved.

5. *Advisory vote on the determination of the frequency of the advisory vote on the Company's executive compensation.*

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
13,202,539	4,616	2,915,351	42,876	1,535,061

In light of the voting results with respect to the frequency of stockholder votes on executive compensation, the Company's Board of Directors has decided that the Company will hold an annual advisory vote on the compensation of named executive officers.

**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.

Date: December 11, 2017

OSI SYSTEMS, INC.

By:

**/S/ VICTOR SZE**  
**Victor Sze**  
**Executive Vice President,**  
**General Counsel, and Secretary**