

ATHENAHEALTH INC  
Form DEFA14A  
November 14, 2018

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

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

**athenahealth, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.

(3) Filing Party:

(4) Date Filed:

## **athenahealth Agreement Announcement**

11.12.18

I have some exciting and important news to share with you as a valued athenahealth customer.

This morning, with the unanimous approval of our Board of Directors, we announced an agreement under which athenahealth will be acquired by an affiliate of Veritas Capital and Evergreen Coast Capital for \$135 per share in cash, in a transaction valued at approximately \$5.7 billion. We are confident this planned transaction and new direction will give us the flexibility and focus to drive long-term success and value for our customers.

Following the closing of the transaction, expected to occur in the first quarter of 2019, Veritas and Evergreen plan to combine athenahealth with Virence Health, the GE Healthcare Value-based Care assets that Veritas acquired earlier this year. This combined organization will operate under the athenahealth brand and be headquartered in Watertown, Mass. It will be led by Virence chairman and chief executive officer, Bob Segert, and a leadership team comprised of executives from both companies. I am confident athenahealth and our customers will continue to thrive under Bob's leadership, and that this transaction will bring new opportunities to drive value for our customers.

The combined business is expected to be a leading, privately-held healthcare information technology company with an extensive national provider network and the world-class products and solutions to help our customers thrive in an increasingly complex environment. athenahealth and Virence have complementary portfolios and highly-talented people, a combination that positions us to rapidly expand our network scale, our capabilities, and our reach across the continuum of care. Operating as a private company with Veritas's ownership and support will provide athenahealth with increased flexibility and focus to drive customer success and achieve our shared purpose of unleashing our collective potential to transform healthcare.

Excited as we are about embarking on this next chapter of our company's history, please know that we at athenahealth are operating business as usual. Your contacts remain the same, all contracts are continuing as normal, and we'll be here supporting our customers' day-to-day needs with the same focus and commitment to service as always.

We believe athenahealth and our customers will continue to thrive under our partnership with Veritas and Virence. By joining forces with a partner that is equally passionate about athenahealth's mission, we have the opportunity to tap into their additional expertise to help advance our products and our purpose. I'm confident that together we will be in a better position than ever to transform healthcare and help ensure your ongoing success.

As always, if you have any questions, please feel free to reach out to your Customer Success or Account team.

Sincerely,

**Jeff Immelt**

Executive Chairman

© 2018 athenahealth, Inc.

## Forward-Looking Statements

This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding management's expectations to advance value creation across the athenahealth business and to become healthcare's first platform company; statements regarding management's expectations for future financial and operational performance, expected growth, positioning in the market, and business outlook; statements regarding management's focus on the execution of our strategic plan and expected outcomes, including anticipated cost savings, increased efficiencies, streamlined workflow, margin improvements, and improvements in employee engagement; statements regarding recently announced changes to the Company's leadership and governance structure and expected outcomes.

Forward-looking statements may be identified with words such as will, may, expect, plan, anticipate, believe, estimate, or similar terminology, and the negative of these terms. Forward-looking statements are not promises or guarantees of future performance, and are subject to a variety of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those contemplated in these forward-looking statements. These risks and uncertainties include: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the inability to complete the proposed merger due to the failure to obtain stockholder approval for the proposed merger or the failure to satisfy other conditions to completion of the proposed merger, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; risks related to disruption of management's attention from the Company's ongoing business operations due to the transaction; the effect of the announcement of the proposed merger on the Company's relationships with its customers, operating results and business generally; the risk that the proposed merger will not be consummated in a timely manner; exceeding the expected costs of the merger; our ability to successfully implement our strategic initiatives and achieve their anticipated impact; our ability to manage changes in our management team and changes resulting from our workforce reduction and office closures; our highly competitive industry and our ability to compete effectively and remain innovative; the development of the market for cloud-based healthcare information technology services; changes in the healthcare industry and their impact on the demand for our services; our ability to successfully recruit qualified new executive talent and to manage our management transition; our ability to maintain consistently high growth rates due to lengthening customer sales cycles and lower utilization; the impact of changes in our business model and structure; our ability to successfully implement operational and leadership initiatives; our ability to effectively manage our growth; our ability to protect our intellectual property; current and future litigation, including for intellectual property infringement; our dependence on third-party providers; risks and costs associated with our worldwide operations; our ability to attract and retain highly-skilled employees; our fluctuating operating results; our ability to retain our customers and maintain customer revenue; our tax liability; our variable sales and implementation cycles; the timing at which we recognize certain revenue and our ability to evaluate our prospects; defects and errors in our software or services, or interruptions or damages to our systems or those of third parties on which we rely; a data security breach; limitations on our use of data; the effect of payer and provider conduct; the failure of our services to provide accurate and timely information; changing government regulation and the costs and challenges of compliance; the potential for illegal behavior by employees or subcontractors; and the price volatility of our common stock. Forward-looking statements speak only as of the date hereof and, except as required by law, we undertake no obligation to update or revise these forward-looking statements. For additional information regarding these and other risks faced by us, refer to our public filings with the Securities and Exchange Commission (SEC), available on the Investors section of our website at [www.athenahealth.com](http://www.athenahealth.com) and on the SEC's website at [www.sec.gov](http://www.sec.gov).

## Additional Information and Where to Find It

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This filing may be deemed solicitation material in respect of the proposed acquisition of the Company by Veritas. In connection with the proposed merger, the Company will file with the SEC and furnish to the Company's stockholders a proxy statement and other relevant documents. This filing does not constitute a solicitation of any vote or approval. Stockholders are urged to read the proxy statement when it becomes available and any other documents to be filed with the SEC in connection with the proposed merger or incorporated by reference in the proxy statement because they will contain important information about the proposed merger.

Investors will be able to obtain free of charge the proxy statement and other documents filed with the SEC at the SEC's website at <http://www.sec.gov>. In addition, the proxy statement and our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 are or will be available free of charge through our website at [www.athenahealth.com](http://www.athenahealth.com) as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC.

The directors, executive officers and certain other members of management and employees of the Company may be deemed participants in the solicitation of proxies from stockholders of the Company in favor of the proposed merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders of the Company in connection with the proposed merger will be set forth in the proxy statement and the other relevant documents to be filed with the SEC. You can find information about the Company's executive officers and directors in the definitive proxy statement on Schedule 14A in connection with athenahealth's 2018 Annual Meeting of Shareholders, filed with the SEC on April 26, 2018.

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EXT-INDENT: 0px" align="left">87612E106

28-May-2009

COMPANY'S PROPOSAL TO DETERMINE THAT THE NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS SHALL BE 12.

Management

Y

Against

\*

TARGET CORPORATION

TGT

87612E106

28-May-2009

WILLIAM A. ACKMAN

Management

Y

For

\*

TARGET CORPORATION

TGT

87612E106

28-May-2009

MICHAEL L. ASHNER

Management

Y

For

\*

TARGET CORPORATION

TGT

87612E106

28-May-2009

JAMES L. DONALD

Management

Y

For

\*

TARGET CORPORATION

TGT

87612E106

28-May-2009

RICHARD W. VAGUE

Management

Y

For

\*

TARGET CORPORATION

TGT

87612E106

28-May-2009

ASSUMING PROPOSAL 1 IS REJECTED BY THE SHAREHOLDERS, TO ELECT RONALD J. GILSON AS A DIRECTOR OF TARGET CORPORATION.

Management

Y

Against

\*

TARGET CORPORATION

TGT

87612E106

28-May-2009

COMPANY'S PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Management

Y

For

\*

TARGET CORPORATION

TGT

87612E106

28-May-2009

COMPANY'S PROPOSAL TO APPROVE THE PERFORMANCES MEASURES AVAILABLE UNDER THE TARGET CORPORATION LONG-TERM INCENTIVE PLAN.

Management

Y

For

\*

TARGET CORPORATION

TGT

87612E106

28-May-2009

SHAREHOLDER PROPOSAL REGARDING ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION.

Shareholder

Y

For

\*

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

PETER C. BROWNING

Management

Y

For

For



LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

MARSHALL O. LARSEN

Management

Y

For

For

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

STEPHEN F. PAGE

Management

Y

For

For

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

O. TEMPLE SLOAN, JR.

Management

Y

For

For

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

TO APPROVE AMENDMENTS TO THE COMPANY'S 2006 LONG TERM INCENTIVE PLAN.

Management

Y

For

For

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Management

Y

For

For

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

TO APPROVE AMENDMENTS TO LOWE'S ARTICLES OF INCORPORATION ELIMINATING ALL REMAINING SUPERMAJORITY VOTE REQUIREMENTS.

Management

Y

For

For

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

SHAREHOLDER PROPOSAL REGARDING REINCORPORATING IN NORTH DAKOTA.

Shareholder

Y

Against

For

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

SHAREHOLDER PROPOSAL REGARDING HEALTH CARE REFORM PRINCIPLES.

Shareholder

Y

Against

For

LOWE'S COMPANIES, INC.

LOW

548661107

29-May-2009

SHAREHOLDER PROPOSAL REGARDING SEPARATING THE ROLES OF CHAIRMAN AND CEO.

Shareholder

Y

Against

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: RICHARD T. BURKE

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: ROBERT J. DARRETTA

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: MICHELE J. HOOPER

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: GLENN M. RENWICK

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.

Management

Y

For

For

UNITEDHEALTH GROUP INCORPORATED

UNH

91324P102

02-Jun-2009

SHAREHOLDER PROPOSAL CONCERNING ADVISORY VOTE ON EXECUTIVE COMPENSATION.

Shareholder

Y

Against

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

LAWRENCE C. BEST

Management

N

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

ALAN B. GLASSBERG

Management

N

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

ROBERT W. PANGIA

Management

N

BIOGEN IDEC INC.

BIIB



09062X103

03-Jun-2009

WILLIAM D. YOUNG

Management

N

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.

Management

N

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

TO APPROVE AMENDMENTS TO THE COMPANY'S BYLAWS TO CHANGE THE VOTING STANDARD FOR THE ELECTION OF DIRECTORS IN UNCONTESTED ELECTIONS FROM A PLURALITY STANDARD TO A MAJORITY STANDARD. THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" PROPOSALS 4 AND 5.

Management

N

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

SHAREHOLDER PROPOSAL TO AMEND THE COMPANY'S BYLAWS TO FIX THE SIZE OF THE BOARD AT 13 MEMBERS AND REMOVE THE BOARD'S ABILITY TO CHANGE THE SIZE OF THE BOARD.

Shareholder

N

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

SHAREHOLDER PROPOSAL THAT THE COMPANY REINCORPORATE FROM DELAWARE TO NORTH DAKOTA AND ELECT TO BE SUBJECT TO THE NORTH DAKOTA PUBLICLY TRADED CORPORATIONS ACT.

Shareholder

N

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

LAWRENCE C. BEST

Management

Y

For

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

ALAN B. GLASSBERG

Management

Y

For

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

ROBERT W. PANGIA

Management

Y

For

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

WILLIAM D. YOUNG

Management

Y

For

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.

Management

Y

For

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

TO APPROVE AMENDMENTS TO THE COMPANY'S BYLAWS TO CHANGE THE VOTING STANDARD FOR THE ELECTION OF DIRECTORS IN UNCONTESTED ELECTIONS FROM A PLURALITY STANDARD TO A MAJORITY STANDARD. THE BOARD OF DIRECTORS RECOMMENDS A VOTE "AGAINST" PROPOSALS 4 AND 5.

Management

Y

For

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

SHAREHOLDER PROPOSAL TO AMEND THE COMPANY'S BYLAWS TO FIX THE SIZE OF THE BOARD AT 13 MEMBERS AND REMOVE THE BOARD'S ABILITY TO CHANGE THE SIZE OF THE BOARD.

Shareholder

Y

Against

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

SHAREHOLDER PROPOSAL THAT THE COMPANY REINCORPORATE FROM DELAWARE TO NORTH DAKOTA AND ELECT TO BE SUBJECT TO THE NORTH DAKOTA PUBLICLY TRADED CORPORATIONS ACT.

Shareholder

Y

Against

For

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

DR. ALEXANDER J. DENNER

Management

Y

Withheld

\*

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

DR. RICHARD C. MULLIGAN

Management

Y

Withheld

\*

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

DR. THOMAS F. DEUEL

Management

Y

Withheld

\*

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

DR. DAVID SIDRANSKY

Management

Y

Withheld

\*

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

APPROVAL OF THE ICAHN BYLAWS AMENDMENTS.

Management

Y

Against

\*

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

APPROVAL OF THE NORTH DAKOTA REINCORPORATION RESOLUTION.

Management

Y

Against

\*

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Management

Y

For

\*

BIOGEN IDEC INC.

BIIB

09062X103

03-Jun-2009

APPROVAL OF THE BIOGEN BYLAW AMENDMENT.

Management

Y

For

\*

GARMIN LTD.

GRMN

G37260109

05-Jun-2009

MIN H. KAO

Management

Y

For

For

GARMIN LTD.

GRMN

G37260109

05-Jun-2009

CHARLES W. PEFFER

Management

Y



For

For

GARMIN LTD.

GRMN

G37260109

05-Jun-2009

RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GARMIN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.

Management

Y

For

For

GARMIN LTD.

GRMN

G37260109

05-Jun-2009

APPROVAL OF AMENDMENT TO THE GARMIN LTD. 2005 EQUITY INCENTIVE PLAN.

Management

Y

For

For

GARMIN LTD.

GRMN

G37260109

05-Jun-2009

APPROVAL OF AMENDMENT TO THE GARMIN LTD. 2000 NON-EMPLOYEE DIRECTORS' OPTION PLAN.

Management

Y

For

For

GARMIN LTD.

GRMN

G37260109

05-Jun-2009

IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE WITH RESPECT TO ANY OTHER MATTERS THAT MAY COME BEFORE THE ANNUAL GENERAL MEETING OR ANY ADJOURNMENT THEREOF.

Management

Y

For

For

AFFILIATED MANAGERS GROUP, INC.

AMG

008252108

09-Jun-2009

RICHARD E. FLOOR

Management

Y

For

For

AFFILIATED MANAGERS GROUP, INC.

AMG

008252108

09-Jun-2009

SEAN M. HEALEY

Management

Y

For

For

AFFILIATED MANAGERS GROUP, INC.

AMG

008252108

09-Jun-2009

HAROLD J. MEYERMAN

Management

Y

For

For

AFFILIATED MANAGERS GROUP, INC.

AMG

008252108

09-Jun-2009

WILLIAM J. NUTT

Management

Y

For

For

AFFILIATED MANAGERS GROUP, INC.

AMG

008252108

09-Jun-2009

RITA M. RODRIGUEZ

Management

Y

For

For

AFFILIATED MANAGERS GROUP, INC.

AMG

008252108

09-Jun-2009

PATRICK T. RYAN

Management

Y

For

For

AFFILIATED MANAGERS GROUP, INC.

AMG

008252108

09-Jun-2009

JIDE J. ZEITLIN

Management

Y

For

For

AFFILIATED MANAGERS GROUP, INC.

AMG

008252108

09-Jun-2009

TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.

Management

Y

For

For

AMERICAN EAGLE OUTFITTERS, INC.

AEO

02553E106

16-Jun-2009

ELECTION OF DIRECTOR: JANICE E. PAGE

Management

Y

For

For

AMERICAN EAGLE OUTFITTERS, INC.

AEO

02553E106

16-Jun-2009

ELECTION OF DIRECTOR: J. THOMAS PRESBY

Management

Y

For

For

AMERICAN EAGLE OUTFITTERS, INC.

AEO

02553E106

16-Jun-2009

ELECTION OF DIRECTOR: GERALD E. WEDREN

Management

Y

For

For

AMERICAN EAGLE OUTFITTERS, INC.

AEO

02553E106

16-Jun-2009

AMEND AND RESTATE THE COMPANY'S 2005 STOCK AWARD AND INCENTIVE PLAN.

Management

Y

For

For

AMERICAN EAGLE OUTFITTERS, INC.

AEO

02553E106

16-Jun-2009

RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 30, 2010.

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

RONALD JAMES\*

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

ELLIOT S. KAPLAN\*

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

SANJAY KHOSLA\*

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

GEORGE L. MIKAN III\*

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

MATTHEW H. PAULL\*

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009



RICHARD M. SCHULZE\*

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

HATIM A. TYABJI\*

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

GERARD R. VITTECOQ\*\*

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR THAT BEGAN ON MARCH 1, 2009.

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

APPROVAL OF AMENDMENTS TO OUR 2004 OMNIBUS STOCK AND INCENTIVE PLAN, AS AMENDED.

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION TO CHANGE APPROVAL REQUIRED.

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

APPROVAL OF AN AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE THE SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE IX.

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

APPROVAL OF AMENDMENT TO ARTICLE IX OF OUR ARTICLES TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO REMOVE DIRECTORS WITHOUT CAUSE.

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

APPROVAL OF AMENDMENT TO ARTICLE IX TO DECREASE SHAREHOLDER APPROVAL REQUIRED TO AMEND CLASSIFIED BOARD PROVISIONS.

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

APPROVAL OF AN AMENDMENT TO ARTICLE X TO DECREASE SHAREHOLDER APPROVAL  
REQUIRED FOR CERTAIN REPURCHASES OF STOCK.

Management

Y

For

For

BEST BUY CO., INC.

BBY

086516101

24-Jun-2009

APPROVAL OF AN AMENDMENT TO ARTICLE X OF OUR ARTICLES TO DECREASE THE  
SHAREHOLDER APPROVAL REQUIRED TO AMEND ARTICLE X.

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: CAROL BARTZ

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: FRANK J. BIONDI, JR.

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: ROY J. BOSTOCK

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: RONALD W. BURKLE

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: JOHN H. CHAPPLE

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: ERIC HIPPEAU

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: CARL C. ICAHN

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: VYOMESH JOSHI

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: ARTHUR H. KERN

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: GARY L. WILSON

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

ELECTION OF DIRECTOR: JERRY YANG

Management

Y

For

For

YAHOO! INC.



YHOO

984332106

25-Jun-2009

AMENDMENTS TO THE COMPANY'S AMENDED AND RESTATED 1995 STOCK PLAN.

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

AMENDMENTS TO THE COMPANY'S AMENDED AND RESTATED 1996 EMPLOYEE STOCK PURCHASE PLAN.

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Management

Y

For

For

YAHOO! INC.

YHOO

984332106

25-Jun-2009

STOCKHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION ADVISORY VOTE, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.

Shareholder

Y

Against

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

WARREN EISENBERG

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

LEONARD FEINSTEIN

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

STEVEN H. TEMARES

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

DEAN S. ADLER

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

STANLEY F. BARSHAY

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

KLAUS EPPLER

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

PATRICK R. GASTON

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

JORDAN HELLER

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

VICTORIA A. MORRISON

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

FRAN STOLLER

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

RATIFICATION OF THE APPOINTMENT OF KPMG LLP

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

AMEND CERTIFICATE OF INCORPORATION; MAJORITY VOTING IN NON-CONTESTED DIRECTOR ELECTIONS

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

AMEND CERTIFICATE OF INCORPORATION; ELIMINATE EXPRESS SUPERMAJORITY VOTING PROVISIONS

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

AMEND CERTIFICATE OF INCORPORATION; ELIMINATE STATUTORY SUPERMAJORITY VOTING REQUIREMENTS

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

RE-APPROVAL OF PERFORMANCE GOALS UNDER 2004 INCENTIVE COMPENSATION PLAN

Management

Y

For

For

BED BATH & BEYOND INC.

BBBY

075896100

30-Jun-2009

SHAREHOLDER PROPOSAL; SUSTAINABILITY REPORT

Shareholder

Y

Against

For

\* Registrant voted opposition proxy ballot. As such, no management recommendations were included on the ballot.

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**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Madison Strategic Sector Premium Fund**

By (Signature) W. Richard Mason, Secretary and General Counsel

Date August 12, 2009