

KINDRED HEALTHCARE, INC  
Form 8-K  
May 26, 2016

**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): May 25, 2016**

**KINDRED HEALTHCARE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**001-14057**  
**(Commission**  
**File Number)**  
**680 South Fourth Street**

**61-1323993**  
**(IRS Employer**  
**Identification No.)**

**Louisville, Kentucky**

**(Address of principal executive offices)**

**40202**

**(Zip Code)**

**Registrant's telephone number, including area code: (502) 596-7300**

**Not Applicable**

**(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 to 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Kindred Healthcare, Inc. (the Company) entered into an indemnification agreement, dated as of May 25, 2016, with Mr. Paul J. Diaz, the Company's former Executive Vice Chairman of the Board and a current director.

The indemnification agreement entered into between the Company and Mr. Diaz is the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.7 to the Company's Form 10-K for the year ended December 31, 2015 (Comm. File No. 001-14057). The indemnification agreement provides indemnity, including the advancement of expenses, against liabilities incurred in the performance of Mr. Diaz's duties to the fullest extent permitted by the General Corporation Law of the State of Delaware.

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

On May 25, 2016, the Company held its 2016 Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the Company's shareholders voted to elect the following board members to terms expiring at the Company's 2017 Annual Meeting of Shareholders: Joel Ackerman, Jonathan D. Blum, Benjamin A. Breier, Thomas P. Cooper, M.D., Paul J. Diaz, Heyward R. Donigan, Richard Goodman, Christopher T. Hjelm, Frederick J. Kleisner, Sharad Mansukani, M.D., and Phyllis R. Yale.

In addition to electing directors, the Company's shareholders approved the Company's executive compensation program and ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2016.

The final voting results on these matters were as follows:

## 1. Election of Directors:

| <b>Name</b>               | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------------------|------------|----------------|----------------|-------------------------|
| a. Joel Ackerman          | 74,624,763 | 792,466        | 32,940         | 4,380,988               |
| b. Jonathan D. Blum       | 74,603,934 | 805,788        | 40,447         | 4,380,988               |
| c. Benjamin A. Breier     | 74,659,690 | 756,801        | 33,678         | 4,380,988               |
| d. Thomas P. Cooper, M.D. | 74,541,630 | 873,824        | 34,715         | 4,380,988               |
| e. Paul J. Diaz           | 74,649,691 | 766,113        | 34,365         | 4,380,988               |
| f. Heyward R. Donigan     | 74,611,001 | 804,106        | 35,062         | 4,380,988               |
| g. Richard Goodman        | 74,574,895 | 840,848        | 34,426         | 4,380,988               |
| h. Christopher T. Hjelm   | 74,673,654 | 741,951        | 34,564         | 4,380,988               |
| i. Frederick J. Kleisner  | 74,605,863 | 809,331        | 34,975         | 4,380,988               |
| j. Sharad Mansukani, M.D. | 75,022,540 | 393,006        | 34,563         | 4,380,988               |
| k. Phyllis R. Yale        | 74,617,408 | 797,877        | 34,884         | 4,380,988               |

## 2. Non binding advisory vote to approve the compensation of the Company's named executive officers disclosed in the Company's 2016 Proxy Statement:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
|------------|----------------|----------------|-------------------------|

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63,414,768

11,891,794

143,607

4,380,988

3. Proposal to ratify the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered public accounting firm for fiscal year 2016:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 79,250,745 | 488,175        | 92,237         | 0                       |

**Item 8.01. Other Events.**

Incorporated by reference is a press release issued by the Company on May 25, 2016 announcing the vote results from the Annual Meeting, which is attached hereto as Exhibit 99.1.

**Item 9.01. Exhibits.**

(d) Exhibits

| <b>Exhibit</b> | <b>Description</b>                |
|----------------|-----------------------------------|
| 99.1           | Press release dated May 25, 2016. |

**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 hereto duly authorized.

KINDRED HEALTHCARE, INC.

Date: May 26, 2016

By: /s/ Joseph L. Landenwich  
Joseph L. Landenwich  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                |
|----------------|-----------------------------------|
| 99.1           | Press release dated May 25, 2016. |