

IDEXX LABORATORIES INC /DE
Form 8-K
July 17, 2017

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): **July 12, 2017**

IDEXX LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-19271

01-0393723

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

One IDEXX Drive, Westbrook, Maine **04092**

(Address of principal executive offices) (ZIP Code)

207.556.0300

(Registrant's telephone number, including area code)

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 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))

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

Election of New Director. On July 12, 2017, the board of directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”) elected Stuart M. Essig, PhD as an independent Class III Director effective that date. To accommodate Dr. Essig’s election as a Class III Director, the Board increased the number of Directors constituting the Board from eight to nine and the number of Class III Directors from two to three. It is expected that Dr. Essig will stand for election by stockholders as a Class III Director at the Company’s 2019 annual meeting of stockholders.

Dr. Essig has not yet been named to any Board committee and, as of the date hereof, it has not been determined to which Board committees, if any, Dr. Essig will be named.

There are no related person transactions (or proposed related person transactions) with respect to Dr. Essig reportable under Item 5.02(d) of Form 8-K and Item 404(a) of Regulation S-K since the beginning of the Company’s last fiscal year.

Dr. Essig will receive the same compensation as is paid to the Company’s other nonemployee Directors as described in the section entitled “Corporate Governance – Director Compensation” in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 23, 2017, which description is incorporated herein by reference. The cash fee to be paid to Dr. Essig in the third quarter of 2017 will be prorated to reflect the effective date of his election to the Board on July 12, 2017. Annual deferred stock unit and stock option grants were made to nonemployee Directors on May 3, 2017, the date of the Company’s 2017 annual meeting of stockholders. Since Dr. Essig was not serving as a Director at that time, such grants will be made to him on September 1, 2017, and the award values will be prorated to reflect the portion of the year during which he will serve on the Board, specifically from the effective date of his election on July 12, 2017 until the Company’s 2018 annual meeting of stockholders.

On July 17, 2017, the Company issued a press release regarding Dr. Essig’s election to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed.

99.1 Press Release entitled “IDEXX Laboratories Elects Stuart M. Essig to Board of Directors” and dated July 17, 2017.

1

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|------------------------|---|
| 99.1 | Press Release entitled “IDEXX Laboratories Elects Stuart M. Essig to Board of Directors” and dated July 17, 2017. |