

LUMINEX CORP
Form 8-K/A
May 22, 2012
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 22, 2012 (May 17, 2012)

LUMINEX CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation)

000-30109
(Commission File
Number)

74-2747608
(IRS Employer Identification
No.)

12212 TECHNOLOGY BLVD., AUSTIN, TEXAS
(Address of principal executive offices)

78727
(Zip Code)

Registrant's telephone number, including area code: (512) 219-8020

N/A
(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:

- ☐ 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))

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (this “Amendment”) amends the Current Report on Form 8-K (the “Original Filing”) of Luminex Corporation (the “Company”) filed with the Securities and Exchange Commission on May 17, 2012. The Company is filing this Amendment to provide additional information related to the stockholder approval of the Luminex Corporation Second Amended and Restated 2006 Equity Incentive Plan and the Luminex Corporation Employee Stock Purchase Plan in Item 5.02 and to properly reflect the effective date of Gerard Vaillant’s resignation from the Company’s Board of Directors as May 19, 2012. The Original Filing is not modified in any other respects.

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

Resignation of Gerard Vaillant

On May 17, 2012, Gerard Vaillant informed the Board of Directors (the “Board”) of the Company of his decision to resign from the Board and related responsibilities on the Compensation Committee and Strategy and Development Committee effective as of May 19, 2012.

Mr. Vaillant elected to resign primarily to allow him to devote his efforts in his roles as acting chief executive officer and as a member of the board of directors of Tecan AG, a provider of laboratory instruments and solutions in biopharmaceuticals, forensics, and clinical diagnostics, and as chairman of Safe Orthopaedics, Inc., a medical device company that manufactures single use instruments for spinal surgery.

Approval of Luminex Corporation Second Amended and Restated 2006 Equity Incentive Plan

The Board previously approved, subject to stockholder approval, the Luminex Corporation Second Amended and Restated 2006 Equity Incentive Plan (the “Plan”). According to the results from the Company’s 2012 Annual Meeting of Stockholders held on May 17, 2012, the Company’s stockholders approved the Plan. A detailed summary of the material terms of the Plan appears on pages 12 – 17 of the Company’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities Exchange Commission (the “SEC”) on April 3, 2012 (the “Proxy Statement”). The foregoing description of the Plan is qualified in its entirety by reference to the full text of the Plan, which is filed as Annex A to the Proxy Statement and incorporated herein by reference.

Approval of Luminex Corporation Employee Stock Purchase Plan

The Board previously approved, subject to stockholder approval, the Luminex Corporation Employee Stock Purchase Plan (the “ESPP”). According to the results from the Company’s 2012 Annual Meeting of Stockholders held on May 17, 2012, the Company’s stockholders approved the ESPP. A detailed summary of the material terms of the ESPP appears on pages 18 – 19 of the Proxy Statement. The foregoing description of the ESPP is qualified in its entirety by reference to the full text of the ESPP, which is filed as Annex B to the Proxy Statement and incorporated herein by reference.

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

At the 2012 Annual Meeting of Stockholders of the Company, which was held on May 17, 2012, the Company’s stockholders elected Patrick J. Balthrop, Sr., G. Walter Loewenbaum II, Kevin M. McNamara and Edward A. Ogunro, Ph.D. to serve as Class III directors for a term of three years by the following votes:

	Voted For	Number of Shares Vote Withheld	Broker Non-Votes
Patrick J. Balthrop, Sr.	29,984,159	819, 131	7,596,293

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G. Walter Loewenbaum II	29,744,172	1,059,118	7,596,293
Kevin M. McNamara	30,325,802	477,488	7,596,293
Edward A. Ogunro, Ph.D.	30,326,115	477,175	7,596,293

The following items were also presented to the stockholders with the following results:

To approve the compensation of the Company's named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in the Company's proxy statement for the 2012 Annual Meeting of Stockholders:

Number of Shares			
Voted For	Voted Against	Abstained	Broker Non-Votes
27,309,156	3,439,097	55,037	7,596,293

To approve the Luminex Corporation Second Amended and Restated 2006 Equity Incentive Plan:

Number of Shares			
Voted For	Voted Against	Abstained	Broker Non-Votes
27,892,976	2,788,861	121,453	7,596,293

To approve the Luminex Corporation Employee Stock Purchase Plan:

Number of Shares			
Voted For	Voted Against	Abstained	Broker Non-Votes
30,698,361	70,907	34,022	7,596,293

To ratify the appointment by the Company's Audit Committee of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2012:

Number of Shares			
Voted For	Voted Against	Abstained	Broker Non-Votes
38,001,649	387,084	10,850	-

Item 9.01. Financial Statements and Exhibits.

Exhibit No. Description

- 10.1 Luminex Corporation Second Amended and Restated 2006 Equity Incentive Plan (Previously filed as Annex A to the Company's Proxy Statement for its Annual Meeting of Stockholders held on May 17, 2012)
- 10.2 Luminex Corporation Employee Stock Purchase Plan (Previously filed as Annex B to the Company's Proxy Statement for its Annual Meeting of Stockholders held on May 17, 2012)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 22, 2012

LUMINEX CORPORATION

By: /s/ Harriss T. Currie

Name:

Harriss T. Currie

Title:

Chief Financial Officer, Vice President
of Finance

EXHIBIT INDEX

Exhibit No.	Description
10.1	Luminex Corporation Second Amended and Restated 2006 Equity Incentive Plan (Previously filed as Annex A to the Company's Proxy Statement for its Annual Meeting of Stockholders held on May 17, 2012)
10.2	Luminex Corporation Employee Stock Purchase Plan (Previously filed as Annex B to the Company's Proxy Statement for its Annual Meeting of Stockholders held on May 17, 2012)
