

AGILENT TECHNOLOGIES INC

Form 8-K

March 20, 2014

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): March 19, 2014

AGILENT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-15405

(Commission
File Number)

77-0518772

(IRS Employer
Identification No.)

5301 Stevens Creek Boulevard, Santa Clara, CA

(Address of principal executive offices)

95051

(Zip Code)

Registrant's telephone number, including area code (408) 345-8886

(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))

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

The Annual Meeting of Stockholders of Agilent Technologies, Inc. (the “Company”) was held on March 19, 2014 (the “Annual Meeting”). A total of 283,259,406 shares of Common Stock, representing approximately 84.98% of the shares outstanding, were represented at the Annual Meeting. The voting results for each item of business properly presented at the Annual Meeting, as certified by the Company’s independent inspector of elections, are set forth below:

Proposal No. 1 The election of two (2) directors for a term of three years. The individuals listed below received the affirmative vote of a majority of the votes cast by the shares present in person or represented by proxy and entitled to vote at the Annual Meeting, and were each elected to serve a three-year term.

Name	For	Against	Abstain	Broker Non-Vote
Heidi Fields	239,996,864	4,603,194	449,414	38,209,934
A. Barry Rand	239,821,252	4,748,659	479,560	38,209,934

Directors Paul N. Clark, James G. Cullen, Robert J. Herbold, Koh Boon Hwee and William P. Sullivan continued in office following the Annual Meeting. Dr. David M. Lawrence’s term expired at the Annual Meeting and he did not stand for re-election as he had reached retirement age as set forth in the Company’s Corporate Governance Standards.

Proposal No. 2 The proposal to ratify the Audit and Finance Committee’s appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the 2014 fiscal year was approved as set forth below.

For	Against	Abstain
278,802,378	3,659,732	797,295

Proposal No. 3 The proposal to reapprove the performance goals under the Company’s 2009 Stock Plan was approved as set forth below.

For	Against	Abstain	Broker Non-Vote
236,417,428	8,117,145	514,891	38,209,934

Proposal No. 4 The non-binding advisory vote to approve the fiscal year 2013 compensation of the Company’s named executive officers was approved as set forth below.

For	Against	Abstain	Broker Non-Vote
237,226,513	6,791,008	1,031,935	38,209,934

SIGNATURE

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.

AGILENT TECHNOLOGIES, INC.

By: /s/ Michael Tang
Name: Michael Tang
Title: Vice President, Assistant General Counsel and
Assistant Secretary

Date: March 20, 2014