
**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): June 1, 2017



MASIMO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33642
(Commission
File Number)

33-0368882
(IRS Employer
Identification No.)

52 Discovery
Irvine, California
(Address of principal executive offices)

92618
(Zip Code)

Registrant's telephone number, including area code: (949) 297-7000

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:

- 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 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.

The information set forth below under Item 5.07 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.02.

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

Masimo Corporation (the “Company”) held its 2017 Annual Meeting of Stockholders on June 1, 2017 (the “Meeting”). At the Meeting, a total of 46,435,240 shares, or 90.79% of the Company’s common stock issued and outstanding as of the record date, were represented in person or by proxy.

At the Meeting, the Company’s stockholders considered six proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (“SEC”) on April 11, 2017, as supplemented by the supplements thereto filed with the SEC on May 24, 2017 and May 26, 2017.

Set forth below is a brief description of each matter voted upon at the Meeting and the voting results with respect to each matter.

Proposal No. 1: To elect the following nominees as Class I directors to serve until the Company’s 2020 Annual Meeting of Stockholders.

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Dr. Steven J. Barker	40,324,787	1,712,812	16,315	4,381,326
Sanford Fitch	41,668,707	367,547	17,660	4,381,326

Proposal No. 2: To ratify the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 30, 2017.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
46,229,974	155,419	49,847

Proposal No. 3: To vote on an advisory resolution to approve Named Executive Officer Compensation.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
31,396,473	10,463,957	193,484	4,381,326

Proposal No. 4: To vote on an advisory resolution on the frequency of future advisory resolutions to approve Named Executive Compensation.

<u>Every Year (an annual vote)</u>	<u>Every Other Year (a biennial vote)</u>	<u>Every Three Years (a triennial vote)</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
34,110,634	50,046	7,787,051	106,183	4,381,326

Proposal No. 5: To vote on the approval of the Company’s 2017 Equity Incentive Plan.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
25,344,555	16,675,097	34,262	4,381,326

Proposal No. 6: To vote on the approval of the Company's Executive Bonus Incentive Plan.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
41,531,637	439,362	82,915	4,381,326

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Masimo Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 5, 2017

MASIMO CORPORATION

By: /s/ MARK P. DE RAAD

Mark P. de Raad

Executive Vice President & Chief Financial Officer

(Principal Financial and Accounting Officer)