

CROSS COUNTRY HEALTHCARE INC
Form 8-K
May 15, 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) May 13, 2014

Cross Country Healthcare, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 0-33169 (Commission File Number) | 13-4066229 (I.R.S. Employer Identification No.) |
|---|--|---|

6551 Park of Commerce Blvd., N.W., Boca Raton, FL 33487
(Address of Principal Executive Office) (Zip Code)
(561) 998-2232
(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:

- .. 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))

Section 5 - Corporate Governance and Management

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

(a) On May 13, 2014, the Company held its Annual Meeting of Stockholders (“Annual Meeting”).

(b) The following items of business were voted upon by stockholders at the Annual Meeting:

(i) A proposal to elect the directors listed below for a one year term ending in 2015 and until their successors are duly elected and qualified was approved with the following vote:

| Director | For | Against | Withheld | Broker Non-votes |
|------------------------|------------|---------|-----------|------------------|
| William J. Grubbs | 26,175,109 | 0 | 586,432 | 2,274,507 |
| W. Larry Cash | 23,525,552 | 0 | 3,235,989 | 2,274,507 |
| Thomas C. Dircks | 26,317,492 | 0 | 444,049 | 2,274,507 |
| Gale Fitzgerald | 23,803,463 | 0 | 2,958,078 | 2,274,507 |
| Richard M. Mastaler | 26,347,927 | 0 | 413,614 | 2,274,507 |
| Joseph A. Trunfio, PhD | 26,074,815 | 0 | 686,726 | 2,274,507 |

(ii) The approval of amendment and restatement of the Company’s 2007 Stock Incentive Plan (amended and restated effective March 20, 2013), which will be renamed the 2014 Omnibus Incentive Plan was approved as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 25,612,650 | 1,126,383 | 22,508 | 2,274,507 |

(iii) The appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014 was approved as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 28,072,138 | 926,167 | 37,743 | 0 |

(iv) The compensation of named executive officers was approved, on an advisory (non-binding) basis, by the votes set forth below:

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 26,493,881 | 243,837 | 23,823 | 2,274,507 |

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, hereunto duly authorized.

CROSS COUNTRY HEALTHCARE, INC.

By: /s/ William J. Burns
William J. Burns
Chief Financial Officer

Dated: May 15, 2014