

WATERS CORP /DE/  
Form 8-K  
May 14, 2015

**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 12, 2015**

**Waters Corporation**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction**  
**of Incorporation)**

**01-14010**  
**(Commission**

**13-3668640**  
**(IRS Employer**

**File Number)**

**Identification No.)**

**34 Maple Street, Milford, Massachusetts**  
**(Address of Principal Executive Offices)**

**01757**  
**(Zip Code)**

**(508) 478-2000**

**(Registrant's Telephone Number, Including Area Code)**

**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 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))

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

A total of 71,170,145 shares were present or represented by proxy at the Registrant's annual meeting of shareholders on May 12, 2015, representing approximately 86.1% of all shares entitled to vote. The final results of voting on each of the matters submitted to a vote of security holders during the annual meeting are as follows:

<b>PROPOSAL 1. ELECTION OF DIRECTORS</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>Election of Directors:</b>				
Douglas A. Berthiaume	63,857,617	4,467,737		2,844,791
Joshua Bekenstein	59,146,460	9,178,894		2,844,791
Michael J. Berendt, Ph.D.	62,815,151	5,510,203		2,844,791
Edward Conard	64,884,045	3,441,309		2,844,791
Laurie H. Glimcher, M.D.	64,934,067	3,391,287		2,844,791
Christopher A. Kuebler	67,472,671	852,683		2,844,791
William J. Miller	63,915,259	4,410,095		2,844,791
JoAnn A. Reed	67,484,695	840,659		2,844,791
Thomas P. Salice	64,871,049	3,454,305		2,844,791

Under the Registrant's Bylaws, each of the directors was elected, having received more votes for than against.

**PROPOSAL 2. RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Under the Registrant's Bylaws, the selection of PricewaterhouseCoopers was ratified, having received for votes from more than a majority of shares cast for, against or abstain.	69,840,356	1,126,549	203,240	

**PROPOSAL 3. NON-BINDING VOTE ON EXECUTIVE COMPENSATION**

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Advisory Vote on Executive Compensation Matters: Our shareholders approved the non-binding vote on executive compensation	64,352,122	3,755,254	217,858	2,844,911

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.

WATERS CORPORATION

Dated: May 14, 2015

By: /s/ EUGENE G. CASSIS

Name: Eugene G. Cassis

Title: Corporate Vice President and Chief Financial  
Officer