

CROSS COUNTRY HEALTHCARE INC
Form 8-K
May 06, 2013

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 1, 2013

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)

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.. 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 1, 2013, 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 2013 and until their successors are duly elected and qualified was approved with the following vote:

| Director | For | Against | Withheld | Broker Non-votes |
|---------------------|------------|---------|-----------|------------------|
| Joseph A. Boshart | 25,559,658 | 0 | 1,589,246 | 2,093,970 |
| Emil Hensel | 25,255,914 | 0 | 1,892,990 | 2,093,970 |
| W. Larry Cash | 25,562,009 | 0 | 1,586,895 | 2,093,970 |
| Thomas C. Dircks | 25,475,683 | 0 | 1,673,221 | 2,093,970 |
| Gale Fitzgerald | 25,358,582 | 0 | 1,790,322 | 2,093,970 |
| William J. Grubbs | 26,404,782 | 0 | 744,122 | 2,093,970 |
| Richard M. Mastaler | 26,596,518 | 0 | 552,386 | 2,093,970 |
| Joseph Trunfio | 26,503,745 | 0 | 645,159 | 2,093,970 |

(ii) To re-approve the Code Section 162(m) performance goals under the Company's 2007 Stock Incentive Plan

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 26,892,863 | 255,541 | 500 | 2,093,970 |

(iii) To ratify the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2012 was approved as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 28,912,889 | 329,585 | 400 | 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 |
|------------|---------|-------------|------------------|
| 26,799,995 | 345,170 | 3,739 | 2,093,970 |

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/ Emil Hensel
Emil Hensel
Chief Financial Officer

Dated: May 5, 2013
