

PATHEON INC
Form 8-K
April 02, 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): March 28, 2013

PATHEON INC.

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

000-54283
(Commission
File Number)

Not Applicable
(IRS Employer
Identification No.)

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c/o Patheon Pharmaceuticals Services Inc.

4721 Emperor Boulevard, Suite 200

Durham, NC

(Address of principal executive offices)

Registrant's telephone number, including area code: (919) 226-3200

27703

(Zip 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))

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

On March 28, 2013, Patheon Inc. (the Company) held its 2013 Annual and Special Meeting of Shareholders (the Meeting) to (i) elect nine directors; (ii) appoint Ernst & Young LLP as the Company's for the ensuing year at remuneration to be fixed by the Company's board of directors; and (iii) consider and, if thought appropriate, approve a resolution to amend Patheon's By-law No. 1 (2008) to increase the quorum requirements for meetings of the Company's shareholders. For more information about the foregoing matters, see the Company's proxy statement filed with the Securities and Exchange Commission on February 26, 2013.

As of February 21, 2013, the record date for the Meeting, there were 139,806,375 restricted voting shares issued, outstanding and entitled to vote on all matters, except the election of those directors elected by the holders of Class I Preferred Shares, Series D (Special Voting Preferred Shares), of which there were 150,000 shares issued, outstanding and entitled to vote on the election of such directors. At the Meeting, 117,123,278 restricted voting shares and 150,000 Special Voting Preferred Shares were represented in person or by proxy, constituting a quorum. The certified results of the matters voted on at the Meeting are set forth below.

Proposal No. 1 Election of nine directors.

Directors electable by holders of restricted voting shares:

| Nominee | For | Withheld | Broker Non-Vote |
|-------------------|-------------|------------|-----------------|
| Daniel Agroskin | 97,092,809 | 17,928,151 | 2,102,318 |
| James C. Mullen | 106,344,120 | 8,676,840 | 2,102,318 |
| Brian G. Shaw | 114,856,189 | 164,771 | 2,102,318 |
| David E. Sutin | 105,558,992 | 9,461,968 | 2,102,318 |
| Joaquín B. Viso | 99,569,736 | 15,451,224 | 2,102,318 |
| Derek J. Watchorn | 114,854,489 | 166,471 | 2,102,318 |

The above director nominees were duly elected by a vote conducted by ballot.

Directors electable by holders of Special Voting Preferred Shares:

| Nominee | For | Withheld | Broker Non-Vote |
|------------------|---------|----------|-----------------|
| Michel Lagarde | 150,000 | 0 | 0 |
| Paul S. Levy | 150,000 | 0 | 0 |
| Nicholas O Leary | 150,000 | 0 | 0 |

The above director nominees were duly elected by a vote by proxy.

Proposal No. 2 Appointment of Ernst & Young LLP as the Company's auditors for the ensuing year at remuneration to be fixed by the Company's board of directors.

| For | Withheld |
|-------------|----------|
| 116,958,080 | 84,475 |

This proposal was approved by a show of hands.

Proposal No. 3 Approval of a resolution to amend Patheon's By-law No. 1 (2008) to increase the quorum requirements for meetings of the Company's shareholders.

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| For | Against | Abstain | Broker Non-Vote |
|-------------|----------------|----------------|----------------------------|
| 104,116,187 | 10,897,628 | 7,145 | 2,102,318 |

This proposal was approved by a vote conducted by ballot.

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.

Date: April 2, 2013

PATHEON INC.

By: /s/ Stuart Grant
Stuart Grant
Executive Vice President, Chief Financial Officer