

ALIGN TECHNOLOGY INC
Form 8-K
May 25, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 20, 2010

ALIGN TECHNOLOGY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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0-32259
(Commission File Number)

94-3267295
(IRS Employer Identification No.)

881 Martin Avenue, Santa Clara, California
(Address of Principal Executive Offices)

95050
(Zip Code)

(408) 470-1000

(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 (*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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) On May 20, 2010, at the 2010 Annual Meeting of Stockholders of Align Technology, Inc. the stockholders approved:

the amended and restated 2005 Incentive Plan to, among other things, increase the number of authorized shares of common stock that may be issued under the plan by 3,300,000; and

the 2010 Employee Stock Purchase Plan to, among other things, reserve a total of 2,400,000 shares of common stock for issuance thereunder.

Copies of the amended and restated 2005 Incentive Plan and the 2010 Employee Stock Purchase Plan are being filed as Exhibit 10.01 and 10.02, respectively, to this Form 8-K and are incorporated herein by reference in their entirety.

ITEM 5.07 Submission of Matters to a Vote of Security Holders

The following proposals were submitted to the stockholders at the 2010 Annual Meeting of Stockholders held on May 20, 2010:

the election of eight (8) directors to serve until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified;

to ratify the appointment of PricewaterhouseCoopers LLP, as our independent registered public accountants for the fiscal year ending December 31, 2010;

to approve the amended and restated 2005 Incentive Plan; and

to approve the 2010 Employee Stock Purchase Plan.

For more information about the foregoing proposals, see our proxy statement dated April 21, 2010, the relevant portions of which are incorporated herein by reference. The number of votes cast for and against (withheld) and the number of abstentions and non-votes with respect to each matter voted upon are set forth below.

Election of Board of Director

| Director Nominee | Votes For | Votes Against/ Withheld | Non-Votes |
|-------------------------|------------------|------------------------------------|------------------|
| David E. Collins | 59,295,906 | 7,030,862 | 5,659,378 |
| Joseph Lacob | 45,321,070 | 21,005,698 | 5,659,378 |
| C. Raymond Larkin, Jr. | 59,674,990 | 6,651,778 | 5,659,378 |
| George J. Morrow | 59,286,830 | 7,039,938 | 5,659,378 |
| Dr. David C. Nagel | 59,322,995 | 7,003,773 | 5,659,378 |
| Thomas M. Prescott | 65,381,545 | 945,223 | 5,659,378 |
| Greg J. Santora | 65,416,342 | 910,426 | 5,659,378 |
| Warren S. Thaler | 65,415,176 | 911,592 | 5,659,378 |

The eight nominees who received the highest number of votes (out of the eight individuals named above) were elected to the Board of Directors and will serve as directors until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified.

Ratification of PricewaterhouseCoopers LLP as Align's independent registered public accounting firm.

The results of the voting were as follows:

| | |
|------------|-------------------|
| For | 71,025,271 |
| Against | 948,363 |
| Abstain | 12,512 |

The appointment was ratified.

Approval of the Amended and Restated 2005 Incentive Plan

The results of the voting were as follows:

| | |
|------------|-------------------|
| For | 53,557,879 |
| Against | 12,741,025 |
| Abstain | 27,864 |
| Non Votes | 5,659,378 |

The amended and restated 2005 Incentive Plan was approved.

Approval of the 2010 Employee Stock Purchase Plan

The results of the voting were as follows:

| | |
|------------|-------------------|
| For | 65,325,007 |
| Against | 977,539 |
| Abstain | 24,222 |
| Non Votes | 5,659,378 |

The 2010 Employee Stock Purchase Plan was approved.

ITEM 9.10 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|------------------------|--|
| 10.01 | Amended and Restated 2005 Incentive Plan |
| 10.02 | 2010 Employee Stock Purchase Plan |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 24, 2010

ALIGN TECHNOLOGY, INC.

By: */s/* ROGER E. GEORGE
Roger E. George

Vice President, Legal & Corporate Affairs,

General Counsel and Corporate Secretary

INDEX TO EXHIBITS

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