

HEALTHWAYS, INC  
Form 8-K  
May 30, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 30, 2013

HEALTHWAYS, INC.  
(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| Delaware<br>(State or other<br>jurisdiction of<br>incorporation) | 000-19364<br>(Commission<br>File Number) | 62-1117144<br>(IRS Employer<br>Identification No.) |
|--|--|--|

|   |                     |
|---|---------------------|
| 701 Cool Springs Boulevard<br>Franklin, Tennessee<br>(Address of principal executive offices) | 37067<br>(Zip Code) |
|---|---------------------|

(615) 614-4929  
(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 5.07 Submission of Matters to a Vote of Security Holders

(a) The Annual Meeting of Stockholders of Healthways, Inc. (the “Company”) was held on May 30, 2013.

(b) The following proposals were voted upon at the Annual Meeting of Stockholders:

(i) Nominations to elect Ben R. Leedle, Jr., Alison Taunton-Rigby, and Donato Tramuto as Directors of the Company. The results of the election of the above-mentioned nominees were as follows:

|                      | For        | Withheld  |
|----------------------|------------|-----------|
| Ben R. Leedle, Jr.   | 27,432,624 | 1,225,526 |
| Alison Taunton-Rigby | 21,084,320 | 7,573,830 |
| Donato Tramuto       | 27,839,935 | 818,215   |

(ii) To consider and act upon an advisory vote to approve executive compensation. The voting results were as follows:

| For       | Against    | Abstain from Voting |
|-----------|------------|---------------------|
| 8,612,668 | 19,017,043 | 1,028,439           |

(iii) Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal 2013. The voting results were as follows:

| For        | Against   | Abstain from Voting |
|------------|-----------|---------------------|
| 29,651,257 | 1,670,062 | 2,513               |

(iv) To consider and act upon a proposal regarding declassification of the Company’s Board of Directors. The voting results were as follows:

| For        | Against | Abstain from Voting |
|------------|---------|---------------------|
| 28,624,767 | 23,200  | 10,183              |



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.

HEALTHWAYS, INC.

By: */s/ Alfred Lumsdaine*  
Alfred Lumsdaine  
Chief Financial Officer

Date: May 30, 2013