

QUEST DIAGNOSTICS INC
Form 8-K
October 22, 2014

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): October 17, 2014

Quest Diagnostics Incorporated
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of Incorporation)

001-12215
(Commission File Number)

16-1387862
(I.R.S. Employer Identification No.)

Three Giralda Farms
Madison, NJ 07940
(Address of principal executive offices)

07940
(Zip Code)

973-520-2700
(Registrant's telephone number, including area code)

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.

(d) On October 17, 2014, the Board of Directors (the “Board”) of Quest Diagnostics Incorporated (the “Company”) increased its size from 10 to 11 directors, and increased the number of directors in the class of directors elected in 2012 whose term expires at the Company’s 2015 Annual Meeting of Stockholders from 3 to 4. After considering the recommendation of the Board’s Governance Committee, the Board elected Jeffrey M. Leiden, M.D., Ph.D., Chairman, President and Chief Executive Officer of Vertex Pharmaceuticals, to fill the resulting vacancy. All of these changes are effective December 1, 2014.

The Board determined that Dr. Leiden is an independent director pursuant to the New York Stock Exchange listing standards and the Company’s independence guidelines, as set forth in its corporate governance principles.

The Board appointed Dr. Leiden to serve on the Board’s Compensation Committee.

Dr. Leiden will receive compensation as a non-employee director in accordance with the Company’s non-employee director compensation practices described in the Company’s proxy statement for its annual meeting of stockholders, filed April 10, 2014. As part of that compensation, Dr. Leiden will receive a one-time grant of restricted share units valued at \$77,790 upon becoming a member of the Company’s Board.

A copy of the Company’s press release announcing the election is attached hereto as exhibit 99.1 and is hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 Press release dated October 22, 2014.

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.

October 22, 2014

QUEST DIAGNOSTICS INCORPORATED

By: /s/ William J. O’Shaughnessy, Jr.
William J. O’Shaughnessy, Jr.
Deputy General Counsel and Secretary