

OSI SYSTEMS INC  
Form 8-K  
December 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): **DECEMBER 12, 2012**

**OSI SYSTEMS, INC.**

(EXACT NAME OF REGISTRANT SPECIFIED IN CHARTER)

**DELAWARE**  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

**000-23125**  
(COMMISSION  
FILE NUMBER)

**330238801**  
(IRS EMPLOYER  
IDENTIFICATION NO.)

**12525 CHADRON AVENUE**

**HAWTHORNE, CA 90250**

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

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(310) 978-0516

(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:

- 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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

OSI Systems, Inc. (the Company) held its Annual Meeting of Stockholders on December 12, 2012. The results of the proposals voted on by the Company's stockholders at the Annual Meeting were as follows:

*1. Election of Directors*

| <b>Name</b>         | <b>For</b> | <b>Withheld</b> | <b>Broker Non-votes</b> |
|---------------------|------------|-----------------|-------------------------|
| Deepak Chopra       | 15,508,215 | 1,343,332       | 1,939,540               |
| Ajay Mehra          | 15,805,948 | 1,045,599       | 1,939,540               |
| Steven C. Good      | 15,281,634 | 1,569,913       | 1,939,540               |
| Meyer Luskin        | 13,938,228 | 2,913,319       | 1,939,540               |
| David T. Feinberg   | 16,510,380 | 341,167         | 1,939,540               |
| William F. Ballhaus | 16,262,808 | 588,739         | 1,939,540               |

The six nominees who received the highest number of votes (all of the above individuals) were elected to the Board of Directors and will serve as directors until the Company's next annual meeting and until their successors are elected and qualified.

*2. Approval of the OSI Systems, Inc. 2012 Incentive Award Plan*

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|------------|----------------|--------------------|-------------------------|
| 11,556,859 | 5,275,488      | 19,200             | 1,939,540               |

The proposal was approved.

*3. Ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013*

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|------------|----------------|--------------------|-------------------------|
| 18,757,864 | 19,844         | 13,379             | 0                       |

The proposal was approved.

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*4. Advisory vote on the Company's executive compensation for the fiscal year ended June 30, 2012*

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|------------|----------------|--------------------|-------------------------|
| 16,178,409 | 649,388        | 23,750             | 1,939,540               |

The proposal was approved.

**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.

Date: December 12, 2012

OSI SYSTEMS, INC.

By:

*/S/* VICTOR SZE  
**Victor Sze**  
**Executive Vice President,**  
**Secretary, and General Counsel**