

VARIAN MEDICAL SYSTEMS INC
Form 8-K
February 12, 2010

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) February 11, 2010

VARIAN MEDICAL SYSTEMS, INC.
(Exact Name of Registrant as Specified in its Charter)

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|--|---------------------------------------|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-7598 (Commission File Number) | 94-2359345 (IRS Employer Identification No.) |
| 3100 Hansen Way, Palo Alto, CA (Address of Principal Executive Offices) | | 94304-1030 (Zip Code) |

Registrant's telephone number, including area code (650) 493-4000

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.

At the February 11, 2010 Annual Meeting of Stockholders, the stockholders of Varian Medical Systems, Inc. (the “Company”) approved an amendment to the Company’s Second Amended and Restated 2005 Omnibus Stock Plan to increase the number of shares available for grant by 5,500,000 shares. The remaining terms of the plan are as previously reported under the Securities Exchange Act of 1934.

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.

Varian Medical Systems, Inc.

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| By: | /s/ John W. Kuo |
| Name: | John W. Kuo |
| Title: | Corporate Vice President, General Counsel and Secretary |

Dated: February 12, 2010
