

BAXTER INTERNATIONAL INC  
Form 8-K  
May 11, 2012

**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 8, 2012**

**Baxter International Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

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**1-4448**  
(Commission File Number)

**36-0781620**  
(IRS Employer Identification No.)

**One Baxter Parkway, Deerfield, Illinois**  
(Address of principal executive offices)

**60015-4633**  
(Zip Code)

**(847) 948-2000**

(Registrant's telephone number, including area code)

(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.**

On May 8, 2012, Baxter International Inc. (the Company) held its annual meeting of shareholders. Of the 556,327,808 shares outstanding and entitled to vote, 475,424,802 shares were represented at the meeting, constituting a quorum of 85.45%. The following is a summary of the matters voted on at the meeting. The percentages shown are percentages of votes cast.

(a) The three nominees for director were elected to serve three-year terms ending in 2015, as follows:

| Nominee                         | For                  | Against    | Abstain | Broker Non-Votes |
|---------------------------------|----------------------|------------|---------|------------------|
| James R. Gavin III, M.D., Ph.D. | 412,965,220 (95.74%) | 18,084,364 | 269,315 | 44,105,903       |
| Peter S. Hellman                | 422,407,810 (97.93%) | 8,639,751  | 271,338 | 44,105,903       |
| K. J. Storm                     | 383,014,008 (88.80%) | 48,018,144 | 286,747 | 44,105,903       |

(b) The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2012 was ratified by the following vote.

| For                  | Against   | Abstain |
|----------------------|-----------|---------|
| 470,613,902 (98.98%) | 4,503,871 | 307,029 |

(c) By the following vote, shareholders approved, on an advisory basis, the 2011 compensation paid to the Company's named executive officers.

| For                  | Against    | Abstain   | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| 409,117,013 (94.85%) | 20,687,685 | 1,514,201 | 44,105,903       |

(d) By the following vote, shareholders approved the shareholder proposal relating to repealing the classified board.

| For                  | Against   | Abstain | Broker Non-Votes |
|----------------------|-----------|---------|------------------|
| 422,985,953 (98.06%) | 7,747,306 | 585,640 | 44,105,903       |

(e) By the following vote, shareholders approved the shareholder proposal relating to simple majority voting.

| For                  | Against   | Abstain | Broker Non-Votes |
|----------------------|-----------|---------|------------------|
| 424,363,823 (98.38%) | 6,463,354 | 491,722 | 44,105,903       |

**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 thereunto duly authorized.

BAXTER INTERNATIONAL INC.

By: /s/ STEPHANIE A. SHINN  
Stephanie A. Shinn

Corporate Vice President

and Corporate Secretary

Date: May 11, 2012