
**UNITED STATES
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): May 15, 2024

**UNIVERSAL HEALTH SERVICES,
INC.**

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
Incorporation or Organization)

1-10765
(Commission
File Number)

23-2077891
(I.R.S. Employer
Identification No.)

UNIVERSAL CORPORATE CENTER
367 SOUTH GULPH ROAD
KING OF PRUSSIA, PENNSYLVANIA 19406
(Address of principal executive office) (Zip Code)

Registrant's telephone number, including area code (610) 768-3300

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 Instructions 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------|-------------------|---|
| Class B Common Stock | UHS | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 15, 2024, the Company held its 2024 Annual Meeting of Stockholders. This year's Annual Meeting of Stockholders was conducted virtually via a live audio webcast.

At the Annual Meeting, the Company's stockholders: (i) voted to elect three Class I members of the Board of Directors for a three-year term scheduled to expire at the Company's 2027 Annual Meeting of Stockholders; (ii) voted in favor of the Amended and Restated 2020 Omnibus Stock and Incentive Plan; (iii) voted in favor of the Amended and Restated Employee Stock Purchase Plan; (iv) voted to ratify the selection of PricewaterhouseCoopers, LLP, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024, and; (v) voted against the stockholder proposal to elect each Director annually. The final voting results were as follows:

Proposal No. 1: Election of Directors:**Eileen C. McDonnell - elected by the Class A and Class C Stockholders:**

| | |
|---------------------|-----------|
| Votes cast in favor | 7,238,788 |
| Votes withheld | 0 |
| Non-votes | 0 |

Marc D. Miller - elected by the Class A and Class C Stockholders:

| | |
|---------------------|-----------|
| Votes cast in favor | 7,238,788 |
| Votes withheld | 0 |
| Non-votes | 0 |

Elliot J. Sussman, M.D. - elected by the Class A and Class C Stockholders:

| | |
|---------------------|-----------|
| Votes cast in favor | 7,238,788 |
| Votes withheld | 0 |
| Non-votes | 0 |

Proposal No. 2: Amended and Restated 2020 Omnibus Stock and Incentive Plan:

| | |
|---------------------|------------|
| Votes cast in favor | 60,356,836 |
| Votes cast against | 3,253,520 |
| Votes abstained | 4,877 |
| Non-votes | 252,689 |
| Uncast | 0 |

Proposal No. 3: Amended and Restated Employee Stock Purchase Plan:

| | |
|---------------------|------------|
| Votes cast in favor | 63,333,458 |
| Votes cast against | 277,615 |
| Votes abstained | 4,160 |
| Non-votes | 252,689 |
| Uncast | 0 |

Proposal No. 4: Ratification of the selection of PricewaterhouseCoopers, LLP, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024:

| | |
|---------------------|------------|
| Votes cast in favor | 63,800,008 |
| Votes cast against | 64,720 |
| Votes abstained | 3,194 |
| Non-votes | 0 |
| Uncast | 0 |

Proposal No. 5: Stockholder Proposal to elect each Director annually:

| | |
|---------------------|------------|
| Votes cast in favor | 4,467,895 |
| Votes cast against | 59,143,166 |
| Votes abstained | 4,171 |
| Non-votes | 252,689 |
| Uncast | 0 |

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.

Universal Health Services, Inc.

By: /s/ Steve Filton
Name: Steve Filton
Title: Executive Vice President and
Chief Financial Officer

Date: May 16, 2024
