

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 18, 2020

**CHEMED CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

1-8351  
(Commission File Number)

31-0791746  
(I.R.S. Employer  
Identification  
Number)

2600 First Financial Center, 255 East 5th Street, Cincinnati, OH 45202  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:  
(513) 762-6690

<b>Title of each class</b>	<b>Trading symbol</b>	<b>Name of each exchange on which registered</b>
Capital stock \$1 par value	CHE	NYSE

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 Exchange Act (17 CFR 240-14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4 (c) under Exchange Act (17 CFR 240-13e-4(c))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. 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**

- (a) On May 18, 2020, Chemed Corporation held its annual meeting of stockholders.
- (b) Stockholders voted on the matters set forth below:

**Item 1. Election of Directors.** The following directors, who constitute the entire Board of Directors, were elected at the meeting by the votes indicated:

Nominee	For	Against	Abstentions	Broker non-votes
Kevin J. McNamara	13,214,659	174,755	16,383	975,891
Ron DeLyons	13,348,485	39,058	18,253	975,891
Joel F. Gemunder	11,252,779	2,136,040	16,978	975,891
Patrick P. Grace	10,441,009	2,640,184	324,603	975,891
Christopher J. Heaney	13,347,380	41,188	17,229	975,891
Thomas C. Hutton	13,079,375	309,340	17,082	975,891
Andrea R. Lindell	13,148,607	241,402	15,787	975,891
Thomas P. Rice	12,939,295	277,903	188,598	975,891
Donald E. Saunders	12,493,677	723,474	188,645	975,891
George J. Walsh III	11,281,435	2,104,147	20,214	975,891

**Item 2. Ratification of Independent Accountants.** The proposal to ratify the appointment of PricewaterhouseCoopers LLP by the Audit Committee of the Board of Directors as the company's independent accountants for the year ending December 31, 2020, was approved with the following votes:

	Voted
For	13,799,962
Against	562,370
Abstain	19,355
Broker non-votes	-

**Item 3. Executive Compensation.** The proposal to approve, on a non-binding basis, the Company's executive compensation program, was approved with the following votes:

	Voted
For	12,836,856
Against	539,334
Abstain	29,607
Broker non-votes	975,891

**Item 4. Stockholder Proposal.** The stockholder proposal requesting a semi-annual report on (a) the Company's policies on political spending and (b) political contributions made was disapproved with the following votes:

	<u>Voted</u>
For	6,368,873
Against	6,845,272
Abstain	191,652
Broker non-votes	975,891

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 19, 2020

CHEMED CORPORATION

By: /s/ Michael D. Witzeman  
Michael D. Witzeman  
Vice President and Controller