

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 17, 2022

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

| Title of each class | Trading symbol | Name of each exchange on which registered |
|-----------------------------|-----------------------|--|
| 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 16, 2022, 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 | 13,036,453 | 148,792 | 9,114 | 650,800 |
| Ron DeLyons | 13,056,763 | 124,978 | 12,618 | 650,800 |
| Joel F. Gemunder | 8,752,452 | 3,924,098 | 517,807 | 650,800 |
| Patrick P. Grace | 9,073,514 | 3,980,051 | 140,794 | 650,800 |
| Christopher J. Heaney | 13,125,112 | 57,627 | 11,620 | 650,800 |
| Thomas C. Hutton | 12,881,993 | 302,322 | 10,045 | 650,800 |
| Andrea R. Lindell | 12,792,516 | 260,820 | 141,023 | 650,800 |
| Thomas P. Rice | 12,802,015 | 250,812 | 141,532 | 650,800 |
| Donald E. Saunders | 12,176,903 | 874,992 | 142,465 | 650,800 |
| George J. Walsh III | 10,312,300 | 2,870,779 | 11,281 | 650,800 |

Item 2. Stock Incentive Plan. The proposal to approve and adopt the Company's 2022 Stock Incentive Plan was approved with the following votes:

| | Voted |
|------------------|------------|
| For | 11,167,017 |
| Against | 2,018,770 |
| Abstain | 8,572 |
| Broker non-votes | 650,800 |

Item 3. 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, 2022, was approved with the following votes:

| | Voted |
|------------------|------------|
| For | 13,134,645 |
| Against | 701,868 |
| Abstain | 8,647 |
| Broker non-votes | - |

Item 4. Executive Compensation. The proposal to approve, on a non-binding basis, the Company's executive compensation program, was approved with the following votes:

| | <u>Voted</u> |
|------------------|--------------|
| For | 11,807,439 |
| Against | 1,372,825 |
| Abstain | 14,095 |
| Broker non-votes | 650,800 |

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 17, 2022

CHEMED CORPORATION

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