
**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): October 25, 2019

CORINDUS VASCULAR ROBOTICS, INC.

(Exact Name of registrant as specified in charter)

Delaware
(State of Incorporation)

001-37406
(Commission File No.)

30-0687898
(IRS Employer Identification No.)

**309 Waverley Oaks Road, Suite 105
Waltham, MA 02452**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (508) 653-3335

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:

- ☐ 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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	CVRS	NYSE American

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. ☐

This Current Report on Form 8-K is filed by Corindus Vascular Robotics, Inc., a Delaware corporation (the “Company” or “Corindus”), in connection with the matters described herein.

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

(a) A special meeting of stockholders of the Company was held on October 25, 2019 (the “Special Meeting”). At the Special Meeting, the Company’s stockholders, upon the recommendation of the Company’s Board of Directors, voted in favor of the Merger Proposal (as defined below). The Company’s stockholders also approved, on a non-binding, advisory basis, certain merger-related compensation payable to the Company’s named executive officers.

A total of 182,888,545 shares of the Company’s common stock (the “Common Stock”), out of a total of 208,685,413 shares of Common Stock issued and outstanding and entitled to vote as of September 26, 2019 (the “Record Date”), a total of 1,000,000 shares of the Company’s Series A convertible preferred stock (the “Series A Preferred Stock”), out of a total of 1,000,000 shares of Series A Preferred Stock issued and outstanding and entitled to vote as of the Record Date, and a total of 160,400 shares of the Company’s Series A-1 convertible preferred stock (the “Series A-1 Preferred Stock,” and together with the Series A Preferred Stock, the “Preferred Stock”), out of a total of 160,400 shares of Series A-1 Preferred Stock issued and outstanding and entitled to vote as of the Record Date were present in person or represented by proxy at the Special Meeting, representing approximately 87.69% of the voting power of the Company’s capital stock, which constituted a quorum. The holders of Common Stock and Preferred Stock, voted together as a single class, with the holders of Preferred Stock entitled to cast a number of votes calculated by dividing the number of shares of Preferred Stock held by such stockholder by 1.29, in accordance with Corindus’ certificate of designation designating the Preferred Stock. A summary of the voting results for the following proposals, each of which is described in detail in the Company’s proxy statement dated September 26, 2019 (as amended or supplemented from time to time), is set forth below:

(b) Voting results for each matter are set forth below:

- (1) Adoption of the Agreement and Plan of Merger, dated as of August 7, 2019 (the “Merger Agreement”), by and among Siemens Medical Solutions USA, Inc., a Delaware Corporation (“SMS USA”), Corpus Merger, Inc., a Delaware corporation and wholly owned subsidiary of SMS USA, and Corindus (the “Merger Proposal”).

For	Against	Abstain	Broker Non-Votes
183,452,212	186,681	149,186	—

- (2) Approval on a non-binding, advisory basis, certain compensation that will or may be paid by Corindus to its named executive officers in connection with the merger.

For	Against	Abstain	Broker Non-Votes
149,784,910	33,739,948	263,221	—

- (3) Approval of the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the proposal to adopt the Merger Agreement.

For	Against	Abstain	Broker Non-Votes
180,005,592	3,600,135	182,352	—

Because stockholders holding at least a majority of the voting power of the shares of the Common Stock and Preferred Stock outstanding and entitled to vote at the close of business on the Record Date approved the Merger Proposal, it was not necessary to adjourn the Special Meeting to solicit additional proxies to approve the proposal to adopt the Merger Agreement. No other business properly came before the Special Meeting.

Item 8.01. Other Events

On October 25, 2019, the Company issued a press release announcing results of the voting at the Special Meeting, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Corindus Vascular Robotics, Inc., dated October 25, 2019

EXHIBIT INDEX

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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.

Date: October 25, 2019

CORINDUS VASCULAR ROBOTICS, INC.
(Registrant)

By: /s/ David W. Long
Name: David W. Long
Title: Chief Financial Officer

**FOR IMMEDIATE RELEASE****CORINDUS VASCULAR ROBOTICS, INC. STOCKHOLDERS APPROVE ACQUISITION
BY SIEMENS HEALTHINEERS**

WALTHAM, MA, October 25, 2019 – At a special meeting today, stockholders of Corindus Vascular Robotics, Inc. (“Corindus” or the “Company”) (NYSE American: CVRS) approved the adoption of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of August 7, 2019, by and among Siemens Medical Solutions USA, Inc. (“SMS USA”), Corpus Merger Inc. (“Merger Sub”) and Corindus. Subject to the terms and conditions of the Merger Agreement, Merger Sub, a wholly owned subsidiary of SMS USA, will be merged with and into Corindus, with Corindus surviving the merger as a wholly owned subsidiary of SMS USA. The Company’s stockholders also approved the proposal to approve, on an advisory (non-binding) basis, specified compensation payable to the Company’s named executive officers in connection with the merger.

The parties anticipate that the transaction will close on October 29, 2019, and the parties intend that promptly thereafter Corindus will be delisted from the NYSE American. At the closing of the merger, the Company’s stockholders will receive: (i) \$4.28 in cash, without interest, subject to any applicable withholding taxes, for each share of common stock of Corindus; and (ii) \$85.60 in cash, without interest, subject to any applicable withholding taxes, for each share of Series A Convertible Preferred Stock of Corindus and for each share of Series A-1 Convertible Preferred Stock of Corindus, that they own immediately prior to the effective time of the merger.

About Corindus Vascular Robotics, Inc.

Corindus Vascular Robotics, Inc. is a global technology leader in robotic-assisted vascular interventions. The Company’s CorPath® platform is the first FDA-cleared medical device to bring robotic precision to percutaneous coronary and vascular procedures. CorPath GRX is the second-generation robotic-assisted technology offering enhancements to the platform by adding important key upgrades that increase precision, improve workflow, and extend the capabilities and range of procedures that can be performed robotically. We are focused on developing innovative robotic solutions to revolutionize treatment of emergent conditions by providing specialized and timely medical care to patients around the world. For additional information, visit www.corindus.com, and follow @CorindusInc.

Forward-Looking Statements

Statements made in this release that are not statements of historical or current facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Corindus to be materially different from historical results or from any future results or projections expressed or implied by such forward-looking statements. Accordingly, readers should not place undue reliance on any forward-looking statements. In addition to statements that explicitly describe such risks and uncertainties, readers are urged to consider statements in the conditional or future tenses or that includes terms such as “believes,” “belief,” “expects,” “estimates,” “intends,” “anticipates,” “should” or “plans” to be uncertain and forward-looking. Forward-looking statements may include comments as to Corindus’ beliefs and expectations as to future events and trends affecting its business and are necessarily subject to uncertainties, many of which are outside Corindus’ control.

Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are described in the sections titled “Risk Factors” in the Company’s filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, as well as Current Reports on Form 8-K, including, but not limited to, the following: the risk that one or more conditions to the proposed merger may not be satisfied in the anticipated timeframe, or at all, or that the proposed merger might otherwise not occur; the risk of litigation and/or regulatory actions related to the proposed merger; other business effects, including the effects of industry, market, economic, political or regulatory conditions; our ability to expand our technology platform and achieve the advances necessary for telestenting and remote procedures, including in humans; our ability to expand our technology platform for use in other segments of the vascular intervention market, including neurointerventional and other more complex cardiac interventions; obtaining necessary regulatory approvals for the use on humans and marketing of our products in the United States and in other countries, including for stroke and other neurovascular interventions; the rate of adoption of our CorPath System and the rate of use of our cassettes; risks associated with market acceptance, including pricing and reimbursement; our ability to enforce our intellectual property rights; our need for additional funds to support our operations; our ability to manage expenses and cash flow; factors relating to engineering, regulatory, manufacturing, sales and customer service challenges; potential safety and regulatory issues that could slow or suspend our sales; and the effect of credit, financial and economic conditions on capital spending by our potential customers. Forward-looking statements speak only as of the date they are made. Corindus undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise that occur after that date. More information is available on Corindus’ website at www.corindus.com.

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